



# PUBLIC NOTICE

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## Actions Taken Under Cable Landing License Act

### Section 1.767(a) Cable Landing Licenses, Modifications, and Assignments or Transfers of Control of Interests in Cable Landing Licenses (47 C.F.R. § 1.767(a))

By the Chief, Telecommunications and Analysis Division, International Bureau:

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (Cable Landing License Act), Executive Order No. 10530, Exec. Ord. No. 10530 reprinted as amended in 3 U.S.C. § 301, and section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, the following applications ARE GRANTED. These grants of authority are taken under section 0.261 of the Commission's rules, 47 C.F.R. § 0.261. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this public notice.

These applications have been coordinated with the Department of State and other Executive Branch agencies pursuant to section 1.767(b) of the Commission's rules, 47 C.F.R. § 1.767(b), and consistent with procedures established with the Department of State. See Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, Report and Order, 16 FCC Rcd 22167, 22192-93, paras. 51-52 (2001) (Submarine Cable Landing License Report and Order); Streamlined Procedures for Executive Branch Review of Submarine Cable Landing License Requests, State Department Media Note (Revised) (rel. Dec. 20, 2001) available at <http://2001-2009.state.gov/r/pa/prs/ps/2001/6951.htm>.

This public notice serves as each cable landing licensee's Cable Landing License, or modification thereto, pursuant to the Cable Landing License Act and sections 1.767 and 1.768 of the Commission's rules. Cable landing licensees should review carefully the terms and conditions of their licenses. Failure to comply with these terms and conditions or relevant Commission rules and policies could result in fines or forfeitures.

Transfer of Control

Grant of Authority

Date of Action: 03/25/2020

**Current Licensee:** PPC 1 Limited**FROM:** TPG Telecom Limited**TO:** Vodafone Hutchison Australia Pty Limited

Application filed for consent to transfer control of the cable landing license for the PPC-1 cable system (PPC-1 Cable), SCL-LIC-20080213-00001, SCL-MOD-20090910-00027, SCL-MOD-20180803-00030, held by PPC 1 Limited and PPC 1 (US) Inc. (PPC 1 US) (the "Licensees"), from TPG Telecom Limited (TPG Telecom) to Vodafone Hutchison Australia Pty Limited d/b/a Vodafone Australia (VHA). PPC 1 US, a Delaware company, is a direct wholly owned subsidiary of PPC 1 Limited, a Bermuda company, which is an indirect wholly owned subsidiary of TPG Telecom, a publicly traded Australia company.

The PPC-1 Cable is a non-common carrier fiber-optic cable system connecting Australia, Guam, and Papua, New Guinea. PPC 1 Limited owns and operates the wet link portions of the PPC-1 Cable in international waters and PPC 1 US owns the portion of the PPC-1 system between the cable landing station at Piti, Guam, and the U.S. territorial sea extending from Guam. Telikom PNG Limited owns and operates the PNG spur and cable landing station in Papua, New Guinea (Telikom PNG Limited is not part of this transaction, and this transaction does not affect the ownership of the PNG Spur and cable landing station in Papua, New Guinea.

VHA, an Australian company, is a 50-50 joint venture between Vodafone Europe B.V. (Vodafone Europe), an indirect subsidiary of Vodafone Group Plc (Vodafone Group), and Hutchison 3G Australia Holdings Pty Limited (H3GAH), a direct, wholly owned subsidiary of Hutchison Telecommunications (Australia) Limited (Hutchison Telecoms Australia). Vodafone Group is a publicly traded company on the London and NASDAQ stock exchanges and Vodafone Europe is a Netherlands company. Hutchison Telecoms Australia, an Australia company, is 87.87% percent owned, on an indirect basis, by CK Hutchison Holdings Limited (CKH), a Cayman Islands company whose shares are publicly traded on the Hong Kong stock exchange.

On August 30, 2018, TPG Telecom entered into a Scheme Implementation Deed with VHA, Vodafone Oceania Limited (VOL), Hutchison Telecoms Australia, and Hutchison Whampoa Ltd to achieve a merger that will result in TPG Telecom becoming a direct, wholly owned subsidiary of VHA. The proposed transaction will be implemented via a Scheme of Arrangement, under which all shares of stock currently held in TPG Telecom will be transferred to VHA in exchange for new fully paid shares in VHA that will be issued to TPG Telecom's current shareholders. Post consummation, TPG will be delisted on the Australia stock exchange and the current shareholders of TPG Telecom will hold a 49.9% voting and equity interest in VHA.

As part of the proposed transaction, a portion of Vodafone Europe's and Hutchison Telecoms Australia's indirect interests in VHA will be held by a newly formed company, JVCo, organized under the laws of England and Wales. JVCo's issued share capital will be held in equal parts by Vodafone Europe and H3GAH, and JVCo will hold a direct voting and equity interest of approximately 32.5 percent in VHA. Vodafone Europe and Hutchison Telecoms Australia have entered into an agreement with respect to the ownership and governance of JVCo that sets forth voting procedures to ensure that in the event of deadlock, neither Vodafone Europe nor Hutchison Telecoms Australia has de facto control of JVCo.

Upon completion of the proposed transaction, PPC 1 US will continue to be a direct wholly owned subsidiary of PPC 1 Limited, which will continue to be an indirect subsidiary of TPG Telecom (to be re-named post-consummation). VHA (TPG Telecom Limited, post-consummation) will wholly own TPG Telecom. Post consummation, the direct ten-percent-or-greater owners of VHA will be: (1) JVCo (32.5% voting and equity interest in VHA); (2) Washington H. Soul Pattinson and Company Limited (WHSP), an Australia company (12.61% direct voting and equity interest in VHA). Brickworks Limited, an Australia entity, holds a 42.72% interest in WHSP and also wholly owns BKI Investments Pty Limited, an Australia entity, which will hold a 0.26% direct interest in VHA: (3) VOL )8.8% voting and equity interest in VHA); and (4) H3GAH (8.8% voting and equity interest in VHA).

Post consummation, the direct 10 percent-or-greater owners of VHA through the Vodafone ownership chain are: (1) JVCo (32.5% voting and equity interest in VHA); (2) VOL, an England and Wales company (8.8% direct voting and equity interest in VHA); (3) Vodafone Europe (25.05% indirect voting and equity interest in VHA through its 50% ownership of JVCo and 100% ownership of VOL); (4) Vodafone International 1 S.a.r.l., a Luxembourg company (100% voting and equity interest held in Vodafone Europe through several 100% owned, intermediate companies based in Luxembourg and England and Wales); (5) Vodafone Finance UK Limited, an England and Wales company (55.45% voting and equity interest in Vodafone International 1 S.a.r.l.); (6) Vodafone Jersey Dollar Holdings Limited, a Jersey company (45.55% voting and equity interest in Vodafone International 1 S.a.r.l.); (7) Vodafone Benelux Limited, an England and Wales company (100% voting and equity interest in Vodafone Jersey Yen Holdings Unlimited, and 77.92% voting and equity interest in Vodafone Finance UK Limited); (8) Vodafone Jersey Yen Holdings Unlimited, a Jersey company (22.08% voting and equity interest in Vodafone Finance UK Limited); (9) Vodafone Holdings Luxembourg Limited, an England and Wales company (100% voting and equity interest in Vodafone Benelux Limited and 94.12% voting and equity interest in Vodafone Jersey Dollar Holdings Limited); (10) Vodafone Intermediate Enterprises Limited, an England and Wales company (100% indirect voting and equity interest in Vodafone Holdings Luxembourg Limited through several 100% owned, intermediate companies based in England and Wales); (11) Vodafone International Holdings Limited, an England and Wales company (73.12% voting and equity interest in Vodafone Intermediate Enterprises Limited); (12) Vodafone Worldwide Holdings Limited, an England and Wales company (26.88% voting and equity interest in Vodafone Intermediate Enterprises Limited); (13) Vodafone International Operations Limited, an England and Wales company (100% voting and equity interest in both Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited); (14) Vodafone European Investments, an England and Wales company (100% voting and equity interest in Vodafone International Operations Limited); and (15) Vodafone Group Plc, an England and Wales company (100% voting and equity interest in Vodafone European Investments). No other person or entity will hold a ten-percent-or-greater direct or indirect interest in Vodafone Group Plc or the Licensees as a result of the consummation of the Proposed Transaction.

Post-consummation, the 10 percent-or-greater direct and indirect interest holders in VHA through the Hutchison ownership chain are: (1) JVCo (32.5% direct voting and equity interest in VHA); (2) H3GAH (25.05% voting and equity interest in VHA, and 8.8% direct and 16.25% indirectly through its 50% ownership in JVCo); (3) Hutchison Telecoms Australia, an Australia company (100% voting and equity interest in H3GAH); (4) Hutchison Telecommunications (Amsterdam) B.V. (HT Amsterdam), a Netherlands company (87.87% voting and equity interest in Hutchison

Telecoms Australia); (5) Hutchison Whampoa Limited (HWL), a Hong Kong company (100% voting and equity interest in HT Amsterdam through several 100% owned, intermediate companies based in Luxembourg, the British Virgin Islands and Hong Kong); (6) Cheung Kong (Holdings) Limited (Cheung Kong), a Hong Kong company (49.97% voting and equity interest in HWL); (7) CK Hutchison Global Investments Limited (CKHGlobal), a British Virgin Islands company (50.03% voting and equity interest in HWL); (8) CK Hutchison Holdings Limited (CKH), a Cayman Islands company (100% voting and equity interests in CKHGlobal, and 100% voting and equity interest in Cheung Kong); and (9) Li Ka-Shing Unity Trustee Company Limited, as trustee for The Li Ka-Shing Unity Trust, a Cayman Islands company (26.02% voting and equity interest in CKH (of which 23.685% is held directly and 2.335% is held indirectly through wholly-owned subsidiaries of the trustee). No other person or entity will hold a ten-percent-or-greater direct or indirect equity interest in CKH or the Licensees as a result of the consummation of the Proposed Transaction.

Applicants will comply with the routine conditions set out in 1.767(g)(1)-(14) of the Commission rules, 47 C.F.R. § 1.767 (g)(1)-(14), and with the requirements of section 1.768 of the Commission's rules, § 1.768 (Notification by and prior approval for submarine cable landing licensees that are or propose to become affiliated with a foreign carrier).

We condition grant of this application on the continued compliance by PPC 1 Limited, PPC (US) Inc. and TPG Telecom Limited with the commitments set forth in the Letter dated July 31 2018 from David Teoh, CEO, TPG Telecom, to Assistant Secretary for Border, Immigration and Trade, Office of Policy, Department of Homeland Security (2018 LOA). A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the cable landing license and thus grounds for declaring the license terminated without further action on the part of the Commission. Failure to meet a condition of the authorization may also result in monetary sanctions or other enforcement action by the Commission. A copy of the 2018 LOA is publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20181119-00036 and accessing "Attachment Menu" from the Document Viewing area.

This authorization is without prejudice to the Commission's action in any other related proceedings.

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