

RICHARDS BUTLER

INTERNATIONAL LAW FIRM

齊伯禮律師行

Brian V. Breheny, Chief
Celeste M. Murphy, Special Counsel
Office of Mergers and Acquisitions
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

20th Floor
Alexandra House
16-20 Chater Road
Hong Kong

telephone (852) 2810 8008

facsimile (852) 2810 0664 (Corporate)
(852) 2810 8713 (Finance)
(852) 2810 1607 (Litigation/Shipping)
(852) 2810 9635 (Property)
(852) 2810 1648 (Intellectual Property)

direct line 2507 9717

direct e-mail gracelee@richardsbutler.com.hk

website www.richardsbutler.com.hk

your ref

our ref F:\Corporate\A\P277\121\075E-1.doc

1 November 2006

Dear Sirs,

1. We act as legal advisers in respect of the laws of the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**") to SUNDAY Communications Limited ("**SUNDAY**") whose issued share capital is listed on the NASDAQ Global Market in the form of American Depository Shares.
2. We have been asked to render this opinion as to Hong Kong law in connection with the letter (the "**Application Letter**") dated 1 November 2006 from Davis Polk & Wardwell requesting on behalf of SUNDAY no action relief from the provisions of Rule 13e-3 under the United States Securities and Exchange Act of 1934, as amended. Capitalised terms used herein shall have the same meanings as set out in the Application Letter unless otherwise stated herein.
3. For the purposes of this opinion, we have examined the following documents:
 - (i) the Application Letter;
 - (ii) two purchase agreements dated 13 June 2005 between PCCW Limited ("**PCCW**"), the controlling shareholder of SUNDAY, and two former shareholders of SUNDAY in relation to the Acquisition;

PARTNERS:

C G Howse	A K Brown	M R D Pepper	D G Harrington	K C Mok	W J G Barber	D Kan	Emma Casdagli
D M Norman	G P Winter	Nanette Kwong	S J Birt	Janet Cheung	L J Li	Linda Fung	
A D Morrison	Denise Jong	Asha Sharma	Alice Hutchens	Ivy Lai	C S K Tang	K R Bowers	
C J Williams	J N Green	Delpha Ho	A D Horton	A P Apostolis	A W M Kaung	Doreen Kong	

BEIJING • LONDON • PARIS • BRUSSELS • ABU DHABI • MUSCAT • SÃO PAULO • PIRAEUS

Beijing office address: Room 703B Huapu International Plaza, 19 Chaowai Avenue, Chaoyang District, Beijing 100020, PRC

中國北京市朝陽區朝外大街19號華普國際大廈703B 郵編 100020 telephone (86) 10 6580 2690/1 facsimile (86) 10 6580 2701 e-mail rb@ht.rol.cn.net

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- (iii) the offering document prepared in connection with the Tender Offer which was filed with the Commission on Form CB on 11 July 2005;
- (iv) the circular issued by SUNDAY dated 22 November 2005 in respect of the Privatisation Scheme;
- (v) the letter dated 25 September 2006 from PCCW to SUNDAY in relation to the Offer and the Sale, as supplemented by a letter dated 27 September 2006 from SUNDAY to PCCW and a further letter dated 27 September 2006 from PCCW to SUNDAY;
- (vi) the announcement dated 3 October 2006 issued by SUNDAY in relation to the Offer, the Sale, the Distribution and the Withdrawal; and
- (vii) a draft of the Circular dated 1 November 2006,

(collectively the "**Documents**").

- 4. Other than the Documents, we have not for the purposes of giving this opinion examined any other contracts, instruments, other documents or respective drafts thereof.
- 5. Based upon the assumptions and subject to the qualifications set out below and to any matters not disclosed to us, it is our opinion that the statements made in the Application Letter relating to Hong Kong law and practice are a fair and accurate summary of such matters.
- 6. In our examination of the Documents and in giving this opinion we have assumed without verification that:
 - (i) all filings, registrations, consents, authorisations, approvals, payments or notices required to be filed by SUNDAY under the laws of all relevant jurisdictions have been or will be made or obtained in due form when and by the time and date required and will remain in full force and effect; and
 - (ii) SUNDAY:
 - (a) has either complied and will comply with all laws and regulations relating to its business or, to the extent it has not done so, such failure to comply will not have any implication in relation to the opinions expressed herein;
 - (b) has either not contravened and will not contravene any law or regulation or any contractual or other obligation to, or restriction in favour of, any third party or, to the extent it has done so, such contravention will not have any implication in relation to the opinions expressed herein;

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7. This opinion is subject to the following qualifications:
- (i) to the extent that the laws of the Cayman Islands and/or the British Virgin Islands may be relevant, we have made no independent investigation thereof, and our opinion is subject to the effect of such laws;
 - (ii) where actions are taken in respect of any obligations that are governed by the laws of a jurisdiction other than Hong Kong, they may not be enforceable by the courts of Hong Kong to the extent that such performance would be illegal or ineffective under the laws or regulations, or contrary to public policy, in that jurisdiction and/or Hong Kong;
 - (iii) where any obligations governed by Hong Kong law are to be performed, observed or based upon a matter arising in a jurisdiction outside Hong Kong, they may not be enforceable by the courts of Hong Kong to the extent that such performance would be illegal or ineffective under the laws or regulations, or contrary to public policy, in that jurisdiction.
8. This opinion relates solely to Hong Kong law (as applied by The Basic Law of Hong Kong (the "**Basic Law**")) at the date of this opinion.
9. We have made no investigation of, and no opinion is given or implied with respect to, any laws or regulations (or public policy) of any other jurisdiction. We do not undertake to advise you of any change in facts or law relevant to this opinion or the opinions expressed herein.
10. The Basic Law provides that the laws of Hong Kong in force at 30th June, 1997 are to be applied in Hong Kong only in so far as they are not declared by the Standing Committee of the National People's Congress of the People's Republic of China (the "**Standing Committee**") to contravene the Basic Law.
11. The Basic Law does not appear to include any provision which would be contravened by any Hong Kong law in force today and which is relevant to this opinion. However, the interpretation of the Basic Law is a matter for the Standing Committee and we express no opinion as to how it will act.
12. This opinion:
- (i) is strictly limited to the matters stated in it and no opinion is implied or may be inferred beyond the matters expressly stated;
 - (ii) is addressed to the addressees herein in connection with the transactions set out in the Application Letter and may not be relied upon by any other person and, in particular, this opinion is not intended to confer any rights of enforcement or otherwise on any third party; and

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- (iii) shall be governed by and construed in accordance with Hong Kong law and the courts of Hong Kong shall have exclusive jurisdiction to hear and decide any suit, action or proceedings, and to settle any disputes arising out of or in connection with it.

Yours faithfully,

Richards Butler.

RICHARDS BUTLER