
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Telecom Digital Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or to the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Telecom Digital Holdings Limited

電訊數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6033)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**AGM**”) of Telecom Digital Holdings Limited (the “**Company**”) to be held at 11:30 a.m. on Thursday, 17 August 2023 at 10/F, YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force any time after 7:30 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange and the website of the Company to notify Shareholders of the date, time and place of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. **Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof if you so wish. If you attend and vote at the AGM in person, the authority of your proxy will be deemed to have been revoked.**

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

25 July 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10/F, YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 17 August 2023 at 11:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 18 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company as amended and restated from time to time;
“Board”	the board of directors of the Company;
“Company”	Telecom Digital Holdings Limited (電訊數碼控股有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on Main Board of the Stock Exchange (stock code: 6033);
“Director(s)”	the director(s) of the Company;
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate;
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate;
“Group”	the Company and its subsidiaries;
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate;

DEFINITIONS

“Latest Practicable Date”	20 July 2023 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular prior to its publication;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)” or “Ordinary Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“%”	per cent.

LETTER FROM THE BOARD



Telecom Digital Holdings Limited

電訊數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6033)

Executive Directors:

Mr. CHEUNG King Shek (*Chairman*)
Mr. CHEUNG King Shan
Mr. CHEUNG King Chuen Bobby, *MH*
Mr. CHEUNG King Fung Sunny (*Chief Executive Officer*)
Mr. WONG Wai Man
Ms. MOK Ngan Chu

Independent Non-executive Directors:

Mr. LAM Yu Lung
Mr. LAU Hing Wah, *MH, JP*
Mr. LO Kam Wing

Registered Office:

Third Floor,
Century Yard,
Cricket Square,
P.O. Box 902,
Grand Cayman,
KY1-1103,
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

19/F., YHC Tower,
No.1 Sheung Yuet Road,
Kowloon Bay, Kowloon,
Hong Kong

25 July 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Shareholders passed the resolutions to grant the general mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares (the “Existing Mandates”) at the annual general meeting of the Company held on 18 August 2022. The Existing Mandates will lapse at the conclusion of the AGM. It is therefore proposed that the general mandates to issue and allot Shares and to repurchase Shares be renewed at the AGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with requisite information regarding certain resolutions to be proposed at the AGM for, inter alia, (i) the approval of the granting of the Issuance Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) give you the notice of AGM.

2. PROPOSED GRANT OF THE ISSUE AND REPURCHASE MANDATES

(a) Issue Mandate

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 403,753,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issuance Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 80,750,600 Shares.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the Listing Rules, an explanatory statement is set out in Appendix I of this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate.

3. RE-ELECTION OF DIRECTORS

By virtue of Article 108(a) of the Articles of Association, Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK Ngan Chu (“**Ms. MOK**”) and Mr. LAU Hing Wah (“**Mr. LAU**”) will retire and, being eligible, offer themselves for re-election at the AGM.

The nomination committee of the Company (“**Nomination Committee**”), having reviewed the Board’s composition, nominated Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU to the Board for it to recommend to Shareholders for re-election at the AGM. The nominations were made in accordance with the Company’s nomination policy and the objective criteria (including without limitation, gender, age, cultural and educational background, ethnicity, professional qualification with experience, skill, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy. The Nomination Committee had also taken into account the respective contributions of Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU to the Board and their commitment to their roles.

LETTER FROM THE BOARD

The Company received a confirmation of independence from Mr. LAU pursuant to Rule 3.13 of the Listing Rules. Mr. LAU does not have any management role in the Group and Mr. LAU does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

The Nomination Committee has reviewed the eligibility of Mr. LAU for seeking the re-election at the AGM, and the confirmation of independence provided by Mr. LAU. The Board (including the independent non-executive Directors other than Mr. LAU), through the assessment and recommendation by the Nomination Committee, is of the opinion that Mr. LAU still maintains his independent for the purpose of acting as independent non-executive Director of the Company continuously, and thus recommends Mr. LAU for re-election as a candidate for an independent non-executive Director at the AGM.

The Nomination Committee was satisfied that each of Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU has the required character, integrity and experience to continue fulfilling the role of an executive Director (in the case of Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny and Ms. MOK) and an independent non-executive Director (in the case of Mr. LAU). The Board accepted the Nomination Committee's nominations and recommended Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU to stand for re-election by Shareholders at the AGM. The Board considers that each of the re-election of Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU is in the best interest of the Company and the Shareholders as a whole. Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Information of these Directors required to be disclosed by the Listing Rules are set out in Appendix II of this circular.

4. CLOSE OF REGISTER OF MEMBERS FOR ANNUAL GENERAL MEETING

In order to determine the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 14 August 2023 to Thursday, 17 August 2023, both days inclusive, during which no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Friday, 11 August 2023. Shareholders whose names are recorded in the register of members of the Company on Thursday, 17 August 2023 are entitled to attend and vote at the AGM.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The resolutions to be proposed at the forthcoming AGM are set out in full in the notice of AGM on pages 14 to 18 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39 of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.TDHL.cc) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. **Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof if you so wish. If you attend and vote at the AGM in person, the authority of your proxy will be deemed to have been revoked.**

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the grant of the General Mandates and the re-election of Directors are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Information of Directors to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
Telecom Digital Holdings Limited
Cheung King Shek
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules which are set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 403,753,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of AGM in respect of the grant of the Repurchase Mandate and on the basis that the total number of Shares in issue remains unchanged on the date of the AGM, i.e. 403,753,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, the issued share capital of the Company not exceeding HK\$403,753 (equivalent to 40,375,300 Shares), representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following Directors and substantial shareholders of the Company have interests in the Company are as follows:

(i) Directors

Name of Directors	Number of issued Shares held	Approximate percentage of the Shares in issue	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
<i>Long Position in the Shares:</i>			
Mr. CHEUNG King Shek	20,967,000	5.19%	5.77%
	220,000,000 ^(Note 1)	54.49%	60.54%
Mr. CHEUNG King Shan	20,506,000	5.08%	5.64%
	220,000,000 ^(Note 1)	54.49%	60.54%
Mr. CHEUNG King Chuen Bobby	20,568,000	5.09%	5.66%
	220,000,000 ^(Note 1)	54.49%	60.54%
Mr. CHEUNG King Fung Sunny	20,638,000	5.11%	5.68%
	220,000,000 ^(Note 1)	54.49%	60.54%
Mr. WONG Wai Man	30,000	0.0074%	0.0083%
Ms. MOK Ngan Chu	30,000	0.0074%	0.0083%

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

(ii) Substantial Shareholders

Long Position:

Name of Shareholders	Number of issued Shares held	Approximate percentage of the Shares in issue	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
CKK Investment Limited <i>(Note 1)</i>	220,000,000	54.49%	60.54%
Amazing Gain Limited <i>(Note 1)</i>	220,000,000	54.49%	60.54%
J. Safra Sarasin Trust Company (Singapore) Limited <i>(Note 1)</i>	220,000,000	54.49%	60.54%
Ms. TANG Fung Yin Anita <i>(Note 2)</i>	240,506,000	59.57%	66.18%
Ms. YEUNG Ho Ki <i>(Note 2)</i>	240,638,000	59.60%	66.22%

Notes:

- 220,000,000 Ordinary Shares of the Company (representing approximately 54.49% of the issued Shares) were held by CKK Investment Limited (“**CKK Investment**”), CKK Investment is a wholly-owned subsidiary of Amazing Gain. The sole shareholder of Amazing Gain is Asia Square Holdings Limited, which holds the shares in Amazing Gain as nominee for J. Safra Sarasin Trust Company (Singapore) Limited (trustee of the Cheung Family Trust). The Cheung Brothers are the beneficiary owner of the Cheung Family Trust, and the directors of CKK Investment. Therefore, each of the Cheung Brothers is deemed to be interested in the shares of the Companies (shown in the table above) which held by the Cheung Family Trust under the SFO.
- Ms. TANG Fung Yin Anita and Ms. YEUNG Ho Ki, spouse of Mr. CHEUNG King Shan and Mr. CHEUNG King Fung Sunny respectively, in which are deemed to be interested in the Shares held by Messrs. CHEUNG King Shan and Mr. CHEUNG King Fung Sunny under the SFO.

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months preceding the date of this circular, whether on the Stock Exchange or otherwise.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2022		
July	2.84	2.62
August	2.80	2.51
September	2.60	2.10
October	2.60	1.93
November	2.40	2.03
December	2.20	2.00
2023		
January	2.19	2.07
February	2.20	1.75
March	2.04	1.58
April	1.75	1.55
May	1.64	1.36
June	1.44	1.12
July (up to and including the Latest Practicable Date)	1.30	1.08

Source: The Stock Exchange of Hong Kong Limited

APPENDIX II INFORMATION OF DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, the details information of the four retiring Directors, namely Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK Ngan Chu and Mr. LAU Hing Wah, proposed to be re-elected at the AGM is set out below:

EXECUTIVE DIRECTORS

Mr. CHEUNG King Shek, aged 71, was appointed as a Director in November 2002, appointed as the chairman of the Company and re-designated as an executive Director in March 2014. He joined the Group in 1981 and is responsible for the overall strategic planning and corporate policies as well as overseeing the operations of the Group. Mr. CHEUNG King Shek brings to the Group more than 30 years of experience in the telecommunications industry and has achieved a solid track record of achievements. Under his leadership and stewardship, the Group has grown to be a versatile service provider in the telecommunications industry. Mr. CHEUNG King Shek graduated with a bachelor's degree in commerce from the University of New South Wales in April 1976 and a master degree in business administration from the University of Melbourne in Australia in August 1981. Mr. CHEUNG King Shek is the chairman of Hong Kong Radio Paging Association Limited, and an honorary citizen of Swatow City. He is the elder brother of Mr. CHEUNG King Shan (executive Director), Mr. CHEUNG King Chuen Bobby (executive Director) and Mr. CHEUNG King Fung Sunny (chief executive officer and executive Director). Mr. CHEUNG King Shek has been the chairman and a non-executive director of Telecom Service One Holdings Limited ("**TSO Holdings**", stock code: 3997, a company listed on Main Board of the Stock Exchange) since August 2012. Mr. CHEUNG King Shek is a director of CKK Investment which has disclosure interests in the Company under the provisions of the SFO.

Mr. CHEUNG King Fung Sunny, aged 55, was appointed as a Director in November 2002, re-designated as an executive Director in March 2014 and appointed as the chief executive officer of the Company on 8 September 2015. Mr. CHEUNG King Fung Sunny joined the Group in 1990 and is primarily responsible for overseeing the financial management, sales and marketing and special ad hoc projects and played a major role in the growth of the sales volume and customer base of the Group. Mr. CHEUNG King Fung Sunny graduated from the University of Western Ontario in Canada with a bachelor's degree in administrative and commercial studies in October 1990. He is the younger brother of Mr. CHEUNG King Shek (chairman and executive Director), Mr. CHEUNG King Shan (executive Director) and Mr. CHEUNG King Chuen Bobby (executive Director). Mr. CHEUNG King Fung Sunny has been an executive director of TSO Holdings since August 2012, and was appointed as its chief executive officer in August 2014. Mr. CHEUNG King Fung Sunny is a director of CKK Investment which has disclosure interests in the Company under the provisions of the SFO.

APPENDIX II INFORMATION OF DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Each of Mr. CHEUNG King Shek and Mr. CHEUNG King Fung Sunny has entered into a service agreement with the Company for an initial term, both are commencing from 30 May 2014, and renewable automatically for successive term of one year each and shall be terminated in accordance with the provisions of the service agreement by either party giving to the other not less than three months' prior notice in writing, subject to the provisions on retirement by rotation as set out in the Articles of Association. Each of Mr. CHEUNG King Shek and Mr. CHEUNG King Fung Sunny is entitled to a remuneration of HK\$1,944,000 per annum and may receive a discretionary bonus subject to the approval by the remuneration committee of the Company and the Board. Their remuneration and discretionary bonus are determined with reference to salaries paid by comparable companies, time commitment and the performance of the Group.

As at the Latest Practicable Date, Mr. CHEUNG King Shek and Mr. CHEUNG King Fung Sunny are interested in the Shares as disclosed in the Appendix I.

Ms. MOK Ngan Chu ("**Ms. MOK**"), aged 67, was appointed as an executive Director in March 2014 and is responsible for customer services and business operation. Ms. MOK joined the Group in July 1977. For the 46 years' service for the Group, Ms. MOK has rich experiences in customer services and business operation, especially in handling the customers' enquiries and complaints, retaining the clients, setting up workflow for the staff and daily operational policies. Ms. MOK completed her secondary education in Hong Kong.

Ms. MOK has entered into a service agreement with the Company for an initial term of three years commencing from 30 May 2014 until terminated by not less than three months' notice in writing to the other party and subject to the early termination provisions contained therein. Ms. MOK is entitled to a remuneration of HK\$549,200 per annum and may receive a discretionary bonus subject to the approval by the remuneration committee of the Company and the Board. Her remuneration and discretionary bonus are determined with reference to salaries paid by comparable companies, time commitment and the performance of the Group.

APPENDIX II INFORMATION OF DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAU Hing Wah (“**Mr. LAU**”), *MH, JP*, aged 67, was appointed as an independent non-executive Director on 28 April 2017 (with effect from 1 May 2017). He is the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company. Mr. LAU is currently a chairman of Asia Pacific Holdings Corp. Limited. He is also the chief executive officer of Asia Pacific Power Electric Limited (formerly known as FG Wilson (Engineering) HK Limited) and Cooltech Global Limited, both are wholly-owned subsidiaries of Asia Pacific Holdings Corp. Limited. Mr. LAU has 46 years of experience in electrical engineering profession. He served as a member of the Community Investment & Inclusion Fund, Home and Youth Affairs Bureau, HKSAR since 2023, a vice-chairman of the Tsing Yi (North East) Area Committee, Kwai Tsing District Office since 2023, a council member (director) of the Hong Kong Repertory Theatre Limited since 2022, a member of The Sixth Term of the Election Committee, HKSAR since 2021, a chairman of the Friends of the Community Chest Kwai Tsing District Committee since 2021, a non-official member of the Correctional Services Department Complaints Appeal Board (CSDCAB) since 2020, the 3rd vice president of Hong Kong Justice of the Peace Association Limited since 2019, a chairman of Kwai Tsing District Junior Police Call Honorary Presidents Council since 2015 and a manager of Hong Kong and Kowloon Chiu Chow Public Association Secondary School since 2012. He also served as a committee member of the 11th of Heilongjiang Provincial Committee of the People’s Political Consultative Conference since 2013.

Mr. LAU has signed an appointment letter with the Company, and is appointed for a term of three years subject to early removal from office in accordance with the Articles of Association, and retirement and re-election provisions in the Articles of Association. Mr. LAU is entitled to a remuneration of HK\$120,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, each of Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU, (i) has not held any other directorships in public companies and the securities of which are listed on any securities market in Hong Kong or overseas in the past three years as well as other major appointments and professional qualifications, (ii) does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company, (iii) does not have any interests in the shares, underlying shares or debentures of the Company (within the meaning of Part XV of the SFO), and there are no other matters concerning the re-election of Mr. CHEUNG King Shek, Mr. CHEUNG King Fung Sunny, Ms. MOK and Mr. LAU that need to be brought to the attention of the Shareholders nor is there any information need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



Telecom Digital Holdings Limited

電訊數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6033)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Telecom Digital Holdings Limited (the “**Company**”) will be held at 10/F, YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 17 August 2023 at 11:30 a.m. (if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force on Thursday, 17 August 2023, the provisions contained in Note i below shall be applicable) for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2023.
2.
 - (a) To re-elect Mr. CHEUNG King Shek as an executive director of the Company.
 - (b) To re-elect Mr. CHEUNG King Fung Sunny as an executive director of the Company.
 - (c) To re-elect Ms. MOK Ngan Chu as an executive director of the Company.
 - (d) To re-elect Mr. LAU Hing Wah as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

NOTICE OF AGM

ORDINARY RESOLUTIONS

5. “**THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or right to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of Shares in issue on the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

NOTICE OF AGM

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (as revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly;
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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7. “**THAT**

conditional upon resolutions no. 5 and 6 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 5 above be and hereby extended by the addition to the number of Shares which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that number of Shares shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution.”

By Order of the Board
Telecom Digital Holdings Limited
CHEUNG King Shek
Chairman

Hong Kong, 25 July 2023

Registered office:

Third Floor,
Century Yard,
Cricket Square,
P.O. Box 902,
Grand Cayman,
KY1-1103,
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

19/F., YHC Tower,
No. 1 Sheung Yuet Road,
Kowloon Bay, Kowloon,
Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Monday, 14 August 2023 to Thursday, 17 August 2023, both days inclusive, during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 11 August 2023.
- (b) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be).
- (d) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

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- (e) Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.
- (f) An explanatory statement containing further details regarding resolution no. 6 above set out in Appendix I to the circular of which this notice of AGM forms part (the “**Circular**”).
- (g) Details of the retiring directors of the Company are set out in Appendix II to the Circular.
- (h) A form of proxy for use at the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.TDHL.cc).
- (i) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force any time after 7:30 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company at (www.TDHL.cc) to notify Shareholders of the date, time and place of the rescheduled meeting.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.