

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

DELAY IN DESPATCH OF CIRCULAR IN RELATION TO MAJOR TRANSACTION PROPOSED ACQUISITION OF A PROPERTY HOLDING COMPANY

Reference is made to the announcement of Telecom Digital Holdings Limited (the “Company”) dated 16 February 2022 in respect of the major transaction in relation to proposed acquisition of a Property Holding Company (the “Announcement”). Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

WRITTEN SHAREHOLDERS’ APPROVAL

Pursuant to Rule 14.44 of the Listing Rules, a written shareholders’ approval may be accepted in lieu of holding a general meeting if (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the transaction; and (b) a written approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the transaction.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any material interest in the Provisional Agreement and the transactions contemplated thereunder and hence, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Provisional Agreement and the transactions contemplated thereunder. On 3 March 2022, the Company has obtained a written Shareholders’ approval of the Provisional Agreement and the transactions contemplated thereunder from a closely allied group of Shareholders (comprising CKK Investment Limited, Mr. Cheung King Shek, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny) who together held a total of 302,679,000 Shares, representing approximately 74.97% of the issued share capital of the Company as at the date of this announcement. Accordingly, no general meeting will be convened by the Company for the purpose of approving the Provisional Agreement and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules.

A circular (the “Circular”) containing, among other things, (i) the details of the Provisional Agreement and the transactions contemplated thereunder; and (ii) other information required to be included under the requirements of the Listing Rules, will be despatched to the Shareholders for information only.

DELAY IN DESPATCH OF CIRCULAR

Pursuant to Rule 14.41(a) of the Listing Rules, the Company is required to despatch the Circular in relation to the information of the Property Holding Company to the Shareholders within 15 business days (as defined under the Listing Rules) after publication of the Announcement, which shall be on or before 8 March 2022. As additional time will be required to prepare and finalise certain information to be included in the Circular, including the financial information of the Group, the Company expects that the despatch date of the Circular will be delayed to a date on or before 14 April 2022. The Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules.

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

Hong Kong, 8 March 2022

As at the date of this announcement, the executive directors of the Company are Mr. Cheung King Shek, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby, Mr. Cheung King Fung Sunny, Mr. Wong Wai Man and Ms. Mok Ngan Chu and the independent non-executive directors of the Company are Mr. Lam Yu Lung, Mr. Lau Hing Wah and Mr. Lo Kam Wing.

The English text of this announcement shall prevail over the Chinese text in case of inconsistencies.