

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

Company name: Telecom Digital Holdings Limited (電訊數碼控股有限公司)

Stock code (ordinary shares): 8336

This information sheet contains certain particulars concerning the above company (the “**Company**”) which is listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 24 June 2014.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 30 May 2014

Name of Sponsor(s): Guotai Junan Capital Limited

Names of directors:

*(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)*

Executive directors:	Mr. Cheung King Shek (張敬石) Mr. Cheung King Fung Sunny (張敬峯) Ms. Mok Ngan Chu (莫銀珠) Mr. Wong Wai Man (黃偉民)
Non-executive directors:	Mr. Cheung King Shan (張敬山) Mr. Cheung King Chuen Bobby (張敬川)
Independent non-executive directors:	Mr. Hui Ying Bun (許應斌) Mr. Ho Nai Man Paul (何籟文) Mr. Lam Yu Lung (林羽龍)

Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and
their respective interests in the ordinary shares and other securities of
the Company

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Name	Capacity/Nature of interest	Number of Shares	Approximate percentage of shareholder after the Placing and the Capitalisation Issue
CKK Investment Limited	Beneficial owner	220,000,000	55%
Amazing Gain Limited ^(Note 1)	Interest in a controlled corporation	220,000,000	55%
J. Safra Sarasin Trust Company (Singapore) Ltd. ^(Note 1)	Trustee (other than a bare trustee)	220,000,000	55%
Mr. Cheung King Shek	(a) Beneficial owner	20,000,000	5%
	(b) Beneficiary of a trust ^(Note 1)	220,000,000	55%
Ms. Law Lai Ying	Interest of a spouse ^(Note 2)	240,000,000	60%
Mr. Cheung King Shan	(a) Beneficial owner	20,000,000	5%
	(b) Beneficiary of a trust ^(Note 1)	220,000,000	55%
Ms. Tang Fung Yin Anita	Interest of a spouse ^(Note 3)	240,000,000	60%
Mr. Cheung King Chuen Bobby	(a) Beneficial owner	20,000,000	5%
	(b) Beneficiary of a trust ^(Note 1)	220,000,000	55%
Mr. Cheung King Fung Sunny	(a) Beneficial owner	20,000,000	5%
	(b) Beneficiary of a trust ^(Note 1)	220,000,000	55%
Ms. Yeung On Ki	Interest of a spouse ^(Note 4)	240,000,000	60%

Notes:

- Immediately following completion of the Placing and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and options that may be granted under the Share Option Scheme), CKK Investment Limited (“**CKK Investment**”) will hold 220,000,000 Shares, representing 55% of the share capital of our Company. CKK Investment is wholly-owned by Amazing Gain Limited (“**Amazing Gain**”). The sole shareholder of Amazing Gain is Asia Square Holdings Ltd., which holds the shares in Amazing Gain as nominee for J. Safra Sarasin Trust Company (Singapore) Ltd., the trustee of the Cheung Family Trust. The Cheung Family Trust is a discretionary trust, the discretionary objects of which include Mr. Cheung King Shek, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny (together the “**Cheung Brothers**”). Each of the Cheung Brothers is deemed to be interested in the Shares held by the Cheung Family Trust under the SFO.
- Ms. Law Lai Ying Ida is the spouse of Mr. Cheung King Shek and is deemed under the SFO to be interested in 240,000,000 Shares held by the Cheung Family Trust.
- Ms. Tang Fung Yin Anita is the spouse of Mr. Cheung King Shan and is deemed under the SFO to be interested in 240,000,000 Shares held by the Cheung Family Trust.
- Ms. Yeung Ho Ki is the spouse of Mr. Cheung King Fung Sunny and is deemed under the SFO to be interested in 240,000,000 Shares held by the Cheung Family Trust.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

Telecom Service One Holdings Limited (Stock code: 8145), a company incorporated in the Cayman Islands and listed on GEM.

Financial year end date:

31 March

Registered address:

Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands

Head office and principal place of business:

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

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Web-site address (if applicable): http://www.tdhl.cc

Share registrar: Principal share registrar and transfer office in the Cayman Islands:

Appleby Trust (Cayman) Ltd
Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands

Branch share registrar and transfer office in Hong Kong:

Union Registrars Limited
18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong

Auditors: SHINEWING (HK) CPA Limited
43th Floor, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (together the “**Group**”) was founded in 1974 as one of the first paging operators in Hong Kong. In the past 40 years, the Group has been actively engaged in the telecommunications and related business in Hong Kong. Currently, the Group are principally engaged in:

- (i) retail sales of mobile phones of various brand and pre-paid SIM cards;
- (ii) distribution of mobile phones;
- (iii) provision of paging and other telecommunications services; and
- (iv) provision of operation services to New World Mobility Limited, a mobile service operator in Hong Kong and a 40% owned associate of the Group.

C. Ordinary shares

Number of ordinary shares in issue: 400,000,000

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 4000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio:
(Not applicable if the warrant is denominated in dollar value of conversion right) N/A

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No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “**Directors**”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “**Information**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Cheung King Shek (張敬石)

Cheung King Fung Sunny (張敬峯)

Mok Ngan Chu (莫銀珠)

Wong Wai Man (黃偉民)

Cheung King Shan (張敬山)

Cheung King Chuen Bobby (張敬川)

Hui Ying Bun (許應斌)

Ho Nai Man Paul (何翺文)

Lam Yu Lung (林羽龍)