

Hong Kong Exchanges and Clearing Limited and the Stock Exchange 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: 8336)

**PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**



This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 25 August 2016 for the Proposed Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules.

The Board believes that the Proposed Transfer of Listing will enhance the profile of the Group and improve the trading liquidity of the Shares. The Board also considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Shareholders and potential investors of the Company should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the conditions set out in this announcement being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

PROPOSED TRANSFER OF LISTING

This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 25 August 2016 for the Proposed Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules.

The Company has applied for the listing of and permission to deal in (i) the existing Shares in issue, and (ii) the new Shares which may fall to be issued upon the exercise of all options which have been, will or may be granted under the Share Option Scheme, on the Main Board by way of transfer of the listing from GEM to the Main Board. Save as aforesaid, the Proposed Transfer of Listing will not involve the issue of any new Shares by the Company.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed and traded on GEM since 30 May 2014. The Group is principally engaged in the telecommunications and related business in Hong Kong, including: (i) retail sales of mobile phones of various brands and pre-paid SIM cards; (ii) distribution of mobile phones and related services; (iii) provision of paging and other telecommunications services; and (iv) provision of operation services to SUN Mobile Limited, a mobile service operator in Hong Kong and a 40%-owned associate of the Group.

The Board believes that, if materialised, the Proposed Transfer of Listing will enhance the profile of the Group and improve the trading liquidity of the Shares. The Board also considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

As at the date of this announcement, there is no intention of the Board to change the nature of business of the Group following the Proposed Transfer of Listing.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among others, (a) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules; and (b) the Stock Exchange granting approval for the listing of, and permission to deal in the Shares on the Main Board.

There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Shareholders and potential investors of the Company should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the conditions set out in this announcement being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

GENERAL

The Company has appointed Guotai Junan Capital Limited as the financial adviser to the Company in relation to the Proposed Transfer of Listing.

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has not yet been finalised. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors of the Company informed of the progress of the Proposed Transfer of Listing as and when appropriate.

DEFINITIONS

In this announcement, the following definitions shall have the meanings set out below unless the context requires otherwise:

| | |
|---------------------------------|---|
| “Board” | the board of Directors; |
| “Company” | Telecom Digital Holdings Limited (Stock Code: 8336), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM; |
| “Directors” | the directors of the Company; |
| “GEM” | the Growth Enterprise Market of the Stock Exchange; |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” or “Hong Kong Dollar(s)” | Hong Kong dollar(s), the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Inside Information Provisions” | the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO; |
| “Main Board” | the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM; |
| “Main Board Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time; |

| | |
|--------------------------------|---|
| “Proposed Transfer of Listing” | the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share Option Scheme” | the share option scheme adopted by the Company on 20 May 2014, as amended, supplemented or otherwise modified from time to time; |
| “Shareholders” | holders of the Shares; |
| “Shares” | ordinary shares of HK\$0.01 each in the share capital of the Company; and |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited. |

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

Hong Kong, 25 August 2016

As at the date of this announcement, the executive Directors 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 are Mr. Hui Ying Bun, Mr. Ho Nai Man Paul and Mr. Lam Yu Lung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the website of the Company at www.tdhl.cc.

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