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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)**

## **CONTINUING CONNECTED TRANSACTIONS**

### **2019/20 TENANCY AGREEMENTS AND 2019/20 LICENCE AGREEMENTS WITH EAST-ASIA GROUP**

On 30 March 2019, GEL, GIL, HKMag, SCL, TPIL and TSL (wholly-owned subsidiaries of East-Asia) as landlords have entered into the 2019/20 Tenancy Agreements and 2019/20 Licence Agreements with CTL, TDS and TML (wholly-owned subsidiaries of the Company) as tenants respectively in relation to the tenancy of the Properties and the Carparking Spaces.

East-Asia is indirectly wholly-owned by the Cheung Family Trust which indirectly holds 54.49% of the issued share capital of the Company. Therefore, each of the following wholly-owned subsidiaries of East-Asia, namely, GEL, GIL, HKMag, SCL, TPIL and TSL, being a party to the 2019/20 Tenancy Agreements and 2019/20 Licence Agreements, is a connected person of the Company. Accordingly, the 2019/20 Tenancy Agreements and 2019/20 Licence Agreements constitute continuing connected transactions for the Company.

It is expected that the aggregate annual rentals and the licence fees payable by the Group to the East-Asia Group under the 2019/20 Tenancy Agreements, the Existing Tenancy Agreement and the 2019/20 Licence Agreements for year ending 31 March 2020 will not exceed HK\$17,511,000. For the purpose of compliance with the Listing Rules, the aggregate annual rentals and licence fees are treated as the annual cap of the transactions.

Pursuant to Rule 14A.81 of the Listing Rules, the transactions contemplated under the 2019/20 Tenancy Agreements and 2019/20 Licence Agreements are required to be aggregated with the transactions under the Existing Tenancy Agreement (which is also continuing connected transaction for the Company). As all applicable percentage ratios (other than the profits ratio) in respect of the total annual rentals under the 2019/20 Tenancy Agreements and the Existing Tenancy Agreement as well as the licence fees under the 2019/20 Licence Agreements are less than 5% but total annual rentals and licence fees are more than HK\$3,000,000, the 2019/20

Tenancy Agreements, the 2019/20 Licence Agreements, the Existing Tenancy Agreement, the annual rentals and licence fees are subject to the announcement, annual review and reporting requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **TRANSACTIONS WITH TSO**

On 30 March 2019, TDD, TDS, TSN and D1 have entered into the separate individual service agreement with TSO in respect of the (a) provision of repair and refurbishment services for pagers and Mango Devices by TSO to the Group; (b) consignment of accessories for mobile phones and personal electronic products of TSO; (c) provision of logistic services to TSO by TSN and (d) provision of repair and refurbishment services for mobile phones by TSO to the Group respectively for a term of one year commencing on 1 April 2019 and to fix the annual caps for the year ending 31 March 2020 for the transactions (a), (b), (c) and (d) with TSO to HK\$4,000,000, HK\$2,000,000, HK\$800,000 and HK\$500,000 respectively.

TSO is a wholly-owned subsidiary of TSOH which is indirectly owned by the Cheung Family Trust as to 51.43%. As the Cheung Family Trust indirectly holds 54.49% of the issued share capital of the Company, TSO is a connected person of the Company under the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual cap for (a) provision of repair and refurbishment services for pagers and Mango Devices by TSO to the Group and (d) provision of repair and refurbishment services for mobile phones by TSO to the Group are less than 5% but aggregate annual fees are more than HK\$3,000,000, the aggregate annual fees and the repair and refurbishment services for pagers, Mango Devices and mobile phones provided by TSO are subject to the announcement, annual review and reporting requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) in respect of the annual caps for each of the (b) consignment of accessories for mobile phones and personal electronic products of TSO and (c) provision of logistic services to TSO by TSN are less than 5% and each of the annual fees is less than HK\$3,000,000, each of the annual fees and the transactions (b) and (c) with TSO are exempted from the requirements under Chapter 14A of the Listing Rules.

### **2019/20 TENANCY AGREEMENTS AND 2019/20 LICENCE AGREEMENTS WITH EAST-ASIA GROUP**

Reference is made to the announcement of the Company dated 29 March 2018 in relation to the 2018/19 Tenancy Agreements and 2018/19 Licence Agreements entered into between the East-Asia Group and the Group in which setting out the terms and conditions for leasing of properties in Hong Kong and Macau for a term up to 31 March 2019.

On 30 March 2019, GEL, GIL, HKMag, SCL, TPIL and TSL (wholly-owned subsidiaries of East-Asia) as landlords have entered into the 2019/20 Tenancy Agreements and 2019/20 Licence Agreements with CTL, TDS and TML (wholly-owned subsidiaries of the Company) as tenants respectively in relation to the tenancy of the Properties and the Carparking Spaces.

After entering into the 2019/20 Tenancy Agreements and the 2019/20 Licence Agreements, it is expected that the aggregate annual rentals and licence fees to be paid/payable by the Group to the East-Asia Group under the 2019/20 Tenancy Agreements, the Existing Tenancy Agreement and the 2019/20 Licence Agreements for year ending 31 March 2020 will not exceed HK\$17,511,000. For the purpose of compliance with the Listing Rules, the aggregate annual rentals and licence fees are treated as the annual cap of the transactions.

The principle terms of the Existing Tenancy Agreement, 2019/20 Tenancy Agreements and 2019/20 Licence Agreements are set out below:

**(A) Existing Tenancy Agreement**

Property	Address	Tenant	Landlord	Usage	Term	Monthly rent HK\$
1	Unit 1801 to Unit 1809 and Unit 1812 to Unit 1820, Shen Rong Building, No.1045 Fuqiang Road, Futian District, Shenzhen City, PRC	TDM	Marina	Customer service center and IT support office	1 October 2018–31 March 2020	100,000

**(B) 2019/20 Tenancy Agreements**

Property	Address	Tenant	Landlord	Usage	Term	Monthly rent HK\$
2	Roof of 17/F, Cheron Court, Hunghom, Kowloon	CTL	GEL	Cell site	1 April 2019–31 March 2020	4,500
3	Shop G5, G/F., Commercial Podium Sincere House, 83 Argyle Street, Kowloon	TDS	GEL	Shop	1 April 2019–31 March 2020	150,000
4	Room 1–2, 36/F, Tower 2, Metroplaza, Kwai Fong, New Territories	TDS	GEL	Office	1 April 2019–31 March 2020	145,560
5	Unit C, 10/F, YHC Tower, No.1 Sheung Yuet Road, Kowloon Bay, Kowloon	TDS	GEL	Office	1 April 2019–31 March 2020	49,568
6	Portion B of Unit 3608-3612, 36/F, Tower 2, Metroplaza, Kwai Fong, New Territories	TDS	GEL	Office	1 April 2019–31 March 2020	73,834

<b>Property</b>	<b>Address</b>	<b>Tenant</b>	<b>Landlord</b>	<b>Usage</b>	<b>Term</b>	<b>Monthly rent HK\$</b>
7	Unit D, 10/F, YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon	TDS	GIL	Office	1 April 2019– 31 March 2020	56,832
8	Shop A4, G/F., Kam Wah Mansion, No. 226–242 Cheung Sha Wan Road, Kowloon	TDS	SCL	Shop	1 April 2019– 31 March 2020	95,000
9	Portion of Shop 4, G/F., 93 Lion Rock Road, Kowloon City, Kowloon	TDS	SCL	Shop	1 April 2019– 31 March 2020	52,000
10	19/F., YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon	TDS	SCL	Office	1 April 2019– 31 March 2020	400,896
11	Room & Roof top of Flat G, 5/F., Silver Centre Building, 10 Mui Wo Ferry Pier Road, Lantau Island, New Territories	CTL	TPIL	Cell site	1 April 2019– 31 March 2020	11,000
12	Unit A025, 1/F., Nan Fung Centre, 264–298 Castle Peak Road, Tsuen Wan, New Territories	TDS	TPIL	Shop	1 April 2019– 1 March 2020	95,000
13	Shop C28 & C29, 1/F, Kingswood Richly Plaza, 1 Tin Wu Road, New Territories	TDS	TPIL	Shop	1 April 2019– 31 March 2020	75,000
14	Roof Level of Flat E on 22/F. of Block 5, Hong Kong Garden (Phase 1), 101 Castle Peak Road, Tsing Lung Tau, New Territories	CTL	TSL	Cell site	1 April 2019– 31 March 2020	2,700
15	Shop 6, Wing Light Building, 68–76 Castle Peak Road, Yuen Long, New Territories	TDS	TSL	Shop	1 April 2019– 31 March 2020	95,000
16	Rua de Pequim, n <sup>os</sup> 170–174, Edifício Centro Comercial Kong Fat, 16 <sup>o</sup> andar E, Macau	TML	HKMag	Office	1 April 2019– 31 March 2020	22,746

### **(C) 2019/20 Licence Agreements**

<b>Carparking Space</b>	<b>Address</b>	<b>Usage</b>	<b>Term</b>	<b>Monthly rent HK\$</b>
17	Carparking Space Nos. 5, 6 and 7 on 2/F. of YHC Tower, No.1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong	Carparking space	1 April 2019– 31 March 2020	11,100
18	Carparking Space Nos. 45, 46, 47, 48 and 49 on 2/F. of YHC Tower, No.1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong	Carparking space	1 April 2019– 31 March 2020	18,500

### **Reasons and benefits for entering into 2019/20 Tenancy Agreements and 2019/20 Licence Agreements**

The Properties have been rented by the Group for the use as shops, cell sites and office premises. The Group considers that the Properties are suitable for the business of the Group. Thus, the Group entered into the 2019/20 Tenancy Agreements to secure the continuous use of the Properties as shops, cell sites and office premises.

The Group has been using the offices located at YHC Tower, No.1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong as headquarters of its operations. Thus, the Company entered into the 2019/20 Licence Agreements to secure the continuous use of the carparking spaces at YHC Tower for use by the Group's logistic vehicle fleet.

The terms of the 2019/20 Tenancy Agreements and the 2019/20 Licence Agreements are arrived at after arm's length negotiation and are on normal commercial terms. The rentals under the 2019/20 Tenancy Agreements were determined with reference to the prevailing market rent of similar properties in the nearby locations. The licence fees under the 2019/20 Licence Agreements were determined with reference to the prevailing market licence fees of the carparking spaces located at YHC Tower and similar properties in the nearby locations. The Directors (except the Cheung Brothers being the Directors who have material interests in the 2019/20 Tenancy Agreements and the 2019/20 Licence Agreements and who abstained from participating in the approval of the relevant Board resolutions due to conflict of interests), including the independent non-executive Directors, considered that the terms of the 2019/20 Tenancy Agreements and the 2019/20 Licence Agreements are fair and reasonable and the 2019/20 Tenancy Agreements and the 2019/20 Licence Agreements are on normal commercial terms, in the ordinary and usual course of business of the Group, and in the interests of the Company and its shareholders as a whole.

### **Implications under the Listing Rules**

East-Asia is indirectly wholly-owned by the Cheung Family Trust which indirectly holds 54.49% of the issued share capital of the Company. Therefore, each of the following wholly-owned subsidiaries of East-Asia, namely, GEL, GIL, HKMag, SCL, TPIL and TSL, being a party to the 2019/20 Tenancy Agreements and the 2019/20 Licence Agreements, is a connected person of the Company. Accordingly, the 2019/20 Tenancy Agreements and the 2019/20 Licence Agreements constitute continuing connected transactions of the Company.

Pursuant to Rule 14A.81 of the Listing Rules, the transactions contemplated under the 2019/20 Tenancy Agreements and 2019/20 Licence Agreements are required to be aggregated with the transactions under the Existing Tenancy Agreement (which is also continuing connected transaction for the Company). As all applicable percentage ratios (other than the profits ratio) in respect of the annual rentals under the 2019/20 Tenancy Agreements and the Existing Tenancy Agreement as well as the licence fees under the 2019/20 Licence Agreements are less than 5% but aggregate annual rentals and licence fees are more than HK\$3,000,000, the 2019/20 Tenancy Agreements, the 2019/20 Licence Agreements, the Existing Tenancy Agreement, the annual rentals and licence fees are subject to the announcement, annual review and reporting requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## TRANSACTIONS WITH TSO

Reference is made to the announcement of the Company dated 29 March 2018 regarding the 2018/19 Master Agreement with TSO entered into between the Company and TSO on 29 March 2018. The (a) provision of repair and refurbishment services for pagers and Mango Devices by TSO to the Group and (b) consignment of accessories for mobile phones and personal electronic products of TSO under the 2018/19 Master Agreement with TSO will expire on 31 March 2019.

On 30 March 2019, TDD, TDS, TSN and D1 have entered into the separate individual services agreements with TSO in respect of the (a) provision of repair and refurbishment services for pagers and Mango Devices by TSO to the Group; (b) consignment of accessories for mobile phones and personal electronic products of TSO; (c) provision of logistic services to TSO by TSN and (d) provision of repair and refurbishment services for mobile phones by TSO to the Group respectively for a term of one year commencing on 1 April 2019 and to fix the annual caps for the year ending 31 March 2020 for the transactions (a), (b), (c) and (d) with TSO to HK\$4,000,000, HK\$2,000,000, HK\$800,000 and HK\$500,000 respectively.

### *(a) Provision of repair and refurbishment services for pagers and Mango Devices by TSO to the Group*

TSO has been providing repair and refurbishment services for pagers and Mango Devices to the Group. The service fees charged by TSO are on a "per device" basis. The service fees are determined by TSO and the Group with reference to the prevailing market rate (in terms of, among others, profit margin) of similar services and the historical amounts paid by the Group to TSO. Due to the popularity of various channels of mobile communication, the Company anticipates that the total number of paging and Mobitex based services subscribers will continue to experience a decrease in future and so as to the repair and refurbishment services for the pagers and Mango Devices.

The historical amounts for the aggregate repair and refurbishment service fees paid by the Group to TSO for the previous years were set out below:-

	<i>HK\$</i>
Year ended 31 March 2015	5,350,000
Year ended 31 March 2016	9,139,000
Year ended 31 March 2017	5,846,000
Year ended 31 March 2018	3,576,000
For the nine months ended 31 December 2018	2,552,000

The annual cap in respect of the repair and refurbishment service fees to be paid by the Group to TSO for the year ending 31 March 2020 is HK\$4,000,000, which is determined with reference to the prevailing market rate of similar services, and the number of pagers and Mango Devices which is expected to be used by the customers of the Group.

(b) *Consignment of accessories for mobile phones and personal electronic products of TSO*

TDS has allowed TSO to sell the accessories for mobile phones and personal electronic products at the retail shops of the Group on a consignment basis in consideration of a consignment fee. The consignment fee, which is based on a fixed percentage of the sales of consigned goods, shall be paid by TSO to TDS for the consignment arrangement. Such consignment fee has been determined by TSO and TDS with reference to the prevailing market rate of similar consignment arrangements and the historical amounts received by the Group from TSO.

The historical amounts for the consignment fees received by the Group from TSO for the previous years were set out below:-

	<i>HK\$</i>
Year ended 31 March 2015	2,278,000
Year ended 31 March 2016	2,093,000
Year ended 31 March 2017	961,000
Year ended 31 March 2018	734,000
For the nine months ended 31 December 2018	488,000

The annual cap in respect of the consignment fees to be received by the Group from TSO for the year ending 31 March 2020 is HK\$2,000,000, which is determined with reference to the prevailing market rate of similar consignment arrangement, the historical amounts for the consignment fees received by the Group from TSO for the previous years, and the amount and value of the consigned goods which is expected to be sold by TSO.

(c) *Provision of logistic services to TSO by TSN*

TSN has been providing logistic services for delivery of goods (for example, defective devices for repair and refurbishment) between the office, service centers and collection points of TSO. The fees charged by TSN are on a “per delivery” basis. The fees for the services are determined by TSO and TSN with reference to the prevailing market rate of similar services.

The historical amounts for the logistic services fees paid by TSO to the Group for the previous years were set out below:-

	<i>HK\$</i>
Year ended 31 March 2015	834,000
Year ended 31 March 2016	1,246,000
Year ended 31 March 2017	741,000
Year ended 31 March 2018	676,000
For the nine months ended 31 December 2018	482,000

The annual cap in respect of the logistics service fees to be received by the Group from TSO for the year ending 31 March 2020 is HK\$800,000, which is determined with reference to the prevailing market rate of similar services the historical amounts received by the Group from TSO.

*(d) Provision of repair and refurbishment services for mobile phones by TSO to the Group*

TSO will provide repair and refurbishment services for mobile phones to the Group commencing on 1 April 2019. The service fees charged by TSO are on a “per mobile phone” basis. The service fees are determined by TSO and the Group with reference to the prevailing market rate (in terms of, among others, profit margin) of similar services.

The annual cap in respect of the repair and refurbishment service fees for mobile phones to be paid by the Group to TSO for the year ending 31 March 2020 is HK\$500,000, which is determined with reference to the prevailing market rate of similar services, and the forecast or estimate on the number of mobile phones of the relevant brand to be used by the customers.

### **Reasons and benefits of entering into the services agreements with TSO**

TSO has been providing repair and refurbishment services for pagers and Mango Devices to the Group and also selling the accessories for mobile phones and personal electronic products of certain brands at retail shops of the Group since 2013. D1 is the sole distributor of a brand of mobile phones and is entitled to source the repair and refurbishment services for such brand. The principal activities of TSO are the provision of repair and refurbishment services for mobile phones and other personal electronic products as well as the sales of related accessories. Therefore, it is in the normal and ordinary course of business of TSO to continue and /or provide the services with the Group.

The terms of the services agreements with TSO are arrived at after arm’s length negotiation and are on normal commercial terms. The Directors (except the Cheung Brothers who have material interest in the services agreements with TSO and who abstained from participating in the approval of the relevant Board resolutions due to conflict of interests), including the independent non-executive Directors, are of the view that the entering into the services agreement with TSO are in the ordinary and usual course of business of the Company, and that the services agreements with TSO including the annual caps for the transactions (a), (b), (c) and (d) are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

### **Implications under Listing Rules**

TSO is a wholly-owned subsidiary of TSOH which is indirectly owned by the Cheung Family Trust as to 51.43%. As the Cheung Family Trust indirectly holds 54.49% of the issued share capital of the Company, TSO is a connected person of the Company under the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual cap for (a) provision of repair and refurbishment services for pagers and Mango Devices by TSO to the Group and (d) provision of repair and refurbishment services for mobile phones by TSO to the Group are less than 5% but aggregate annual fees are more than HK\$3,000,000, the aggregate annual fees and the repair and refurbishment services for pagers, Mango Devices and mobile phones provided by TSO are subject to the announcement, annual review and reporting requirements, but exempt from the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.



As all applicable percentage ratios (other than the profits ratio) in respect of the annual caps for each of the (b) consignment of accessories for mobile phones and personal electronic products of TSO and (c) provision of logistic services to TSO by TSN are less than 5% and each of the annual fees is less than HK\$3,000,000, each of the annual fees and the transactions (b) and (c) with TSO are exempted from the requirements under Chapter 14A of the Listing Rules.

## **GENERAL INFORMATION**

The Company is listed on Main Board of the Stock Exchange. The Group is principally engaged in the telecommunications and related business in Hong Kong, including (i) retail sales of mobile phones and pre-paid SIM cards and related services; (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, an associate owned as to 40% by the Group and as to 60% by HKT Limited.

TSOH is listed on Main Board of the Stock Exchange and is principally engaged in investment holding. The principal activities of TSOH Group including TSO are provision of repair and refurbishment services for mobile phones and other personal electronic products as well as sales of related accessories.

East-Asia, an investment holding company, is indirectly wholly-owned by the Cheung Family Trust which indirectly holds 54.49% of the issued share capital of the Company. Therefore, East-Asia is a connected person of the Company.

## **DEFINITIONS**

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

“2018/19 Licence Agreements”	the licence agreements dated 29 March 2018 entered into between the subsidiaries of the Company and the subsidiaries of East-Asia in respect of the terms for use of Carparking Spaces from 1 April 2018 to 31 March 2019
“2018/19 Master Agreement with TSO”	the master agreement entered into between TSO and the Company on 29 March 2018 in relation to the services provided by TSO and the Group to each other for an extended term up to 31 March 2019
“2018/19 Tenancy Agreements”	all the separate individual tenancy agreement dated 29 March 2018 entered into between the subsidiaries of the Company and the subsidiaries of East-Asia in respect of the tenancy for the Properties from 1 April 2018 to 31 March 2019
“2019/20 Licence Agreements”	the licence agreements dated 30 March 2019 entered into between the subsidiaries of the Company and the subsidiaries of East-Asia in respect of the terms for use of Carparking Spaces from 1 April 2019 to 31 March 2020

“2019/20 Tenancy Agreements”	all the separate individual tenancy agreement dated 30 March 2019 entered into between the subsidiaries of the Company and the subsidiaries of East-Asia in respect of the tenancy for the Properties from 1 April 2019 to 31 March 2020
“Board”	the board of Directors
“Carparking Spaces”	the carparking space nos. 5, 6, 7, 45, 46, 47, 48 and 49 on 2/F. of YHC Tower, No.1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong
“Cheung Brothers”	Mr. Cheung King Shek, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny
“Cheung Family Trust”	a discretionary trust established for the benefit of the Cheung Brothers and their family members
“Company”	Telecom Digital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6033)
“connected person”	has the meaning ascribed to it under the Listing Rules
“CTL”	Carries Technology Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“D1”	Distribution One Limited, a company incorporated in Hong Kong and a subsidiary owned as to 72% by the Company
“Director(s)”	director(s) of the Company
“East-Asia”	East-Asia Pacific Limited, a company incorporated in the British Virgin Islands with limited liability, which is indirectly wholly-owned by the Cheung Family Trust and thus a connected person of the Company
“East-Asia Group”	East-Asia and its subsidiaries
“Existing Tenancy Agreement”	a tenancy agreement dated 28 September 2018 entered into between TDM and Marina in respect of the tenancy for Property 1

“GEL”	Glossy Enterprises Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“GIL”	Glossy Investment Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKMag”	H.K. Magnetronic Company Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Marina”	Marina Trading Inc., a company incorporated in the British Virgin Islands with limited liability and indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“Mango Devices”	the specific devices designed by East-Asia Group for its Mobitex based services
“Mobitex”	an open systems interconnection model based open standard, national public access wireless packet-switched data network and a kind of wireless data technology
“PRC”	The People’s Republic of China
“Properties”	the Property 2 to Property 16
“SCL”	Silicon Creation Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“TDD”	Telecom Digital Data Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“TDM”	Telecom Digital Mobile Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“TDS”	Telecom Digital Services Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“TML”	Telecom (Macau) Limited, a company incorporated in Macau Special Administrative Region of the People’s Republic of China and a wholly-owned subsidiary of the Company
“TPIL”	Telecom Properties Investment Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“TSL”	Telecom Service Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“TSN”	Telecom Service Network Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“TSO”	Telecom Service One Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of TSOH
“TSOH”	Telecom Service One Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 3997)
“TSOH Group”	TSOH and its subsidiaries
“%”	per cent.

Certain amounts and percentage figures included in this announcement have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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

Hong Kong, 31 March 2019

*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. Lam Yu Lung and Mr. Lau Hing Wah.*

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