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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: 8336)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 11 AUGUST 2014**

Telecom Digital Holdings Limited (the "Company") is pleased to announce that at the annual general meeting of the Company held at 19/F., YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Hong Kong at 3:00 p.m. on 11 August 2014 (the "AGM"), all the proposed resolutions (the "Resolutions") as set out in the circular (the "Circular") incorporating a notice of the AGM dated 30 June 2014 (the "Notice") were duly passed as ordinary resolutions by the shareholders of the Company (the "Shareholders") by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited combined financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2014.	300,000,000 (100%)	Nil (0%)
2.	(a) To re-elect Ms. Mok Ngan Chu as an executive director of the Company.	300,000,000 (100%)	Nil (0%)
	(b) To re-elect Mr. Wong Wai Man as an executive director of the Company.	300,000,000 (100%)	Nil (0%)
	(c) To re-elect Mr. Cheung King Shan as a non-executive director of the Company.	300,000,000 (100%)	Nil (0%)
	(d) To re-elect Mr. Cheung King Chuen Bobby as a non-executive director of the Company.	300,000,000 (100%)	Nil (0%)
	(e) To re-elect Mr. Hui Ying Bun as an independent non-executive director of the Company.	300,000,000 (100%)	Nil (0%)
	(f) To re-elect Mr. Ho Nai Man Paul as an independent non-executive director of the Company.	300,000,000 (100%)	Nil (0%)

	(g) To re-elect Mr. Lam Yu Lung as an independent non-executive director of the Company.	300,000,000 (100%)	Nil (0%)
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	300,000,000 (100%)	Nil (0%)
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.	300,000,000 (100%)	Nil (0%)
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of its issued share capital as at the date of passing this resolution.	300,000,000 (100%)	Nil (0%)
6.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of its issued share capital as at the date of passing this resolution.	300,000,000 (100%)	Nil (0%)
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	300,000,000 (100%)	Nil (0%)

The description of the Resolutions above is by way of summary only. The full text appears in the Notice.

As at the date of the AGM:

- (a) The total number of the Shares in issue and entitling the holder to attend and vote for or against all resolutions at the AGM: 400,000,000.
- (b) The total number of Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 17.47A of the Rules Governing the Listing of Securities of the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules"): Nil.
- (c) None of the Shareholders have stated their intention in the Circular to vote against any of the resolutions at the AGM.
- (d) None of the Shareholders is required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

The Company's Hong Kong branch share registrar, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

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

Hong Kong, 11 August 2014

*As at the date of this announcement, the Executive Directors are Mr. Cheung King Shek, Mr. Cheung King Fung Sunny, Ms. Mok Ngan Chu and Mr. Wong Wai Man, the Non-Executive Directors are Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby 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 of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page on the Growth Enterprise Market website at <http://www.hkgem.com> for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at <http://www.tdhl.cc>.*