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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)

- (1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 8 SEPTEMBER 2015; AND**
- (2) RE-DESIGNATION OF NON-EXECUTIVE DIRECTORS
AS EXECUTIVE DIRECTORS AND APPOINTMENT OF
CHIEF EXECUTIVE OFFICER**

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 8 SEPTEMBER 2015

Telecom Digital Holdings Limited (the "Company") is pleased to announce that at the annual general meeting of the Company (the "AGM") held at 10/F., YHC Tower, No.1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong at 2:30 p.m. on 8 September 2015, all the proposed resolutions (the "Resolutions") as set out in the circular of the Company dated 30 June 2015 (the "Circular") incorporating a notice of the AGM (the "Notice") as supplemented by the clarification announcement of the Company dated 17 August 2015 (the "Clarification Announcement") 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 consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2015.	300,182,000 (100%)	Nil (0%)
2	To consider and declare a final dividend for the year ended 31 March 2015.	300,182,000 (100%)	Nil (0%)
3	(a) To re-elect Mr. Cheung King Shek as the chairman and an executive director of the Company.	300,182,000 (100%)	Nil (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
	(b) To re-elect Mr. Cheung King Fung Sunny as an executive director of the Company.	300,182,000 (100%)	Nil (0%)
	(c) To re-elect Ms. Mok Ngan Chu as an executive director of the Company.	300,182,000 (100%)	Nil (0%)
	(d) To re-designate Mr. Cheung King Shan as an executive director of the Company.	300,182,000 (100%)	Nil (0%)
	(e) To re-designate Mr. Cheung King Chuen Bobby as an executive director of the Company.	300,182,000 (100%)	Nil (0%)
	(f) To appoint Mr. Cheung King Fung Sunny as the chief executive officer of the Company.	300,182,000 (100%)	Nil (0%)
4	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	300,182,000 (100%)	Nil (0%)
5	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.	300,182,000 (100%)	Nil (0%)
6	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 (99.9394%)	182,000 (0.0606%)
7	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.	300,182,000 (100%)	Nil (0%)
8	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 (99.9394%)	182,000 (0.0606%)

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

As at the date of the AGM:

- (a) The total number of shares of the Company in issue and entitling the holders to attend and vote for or against the Resolutions at the AGM: 400,050,000.
- (b) The total number of shares of the Company entitling the holders 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.

RE-DESIGNATION OF NON-EXECUTIVE DIRECTORS AS EXECUTIVE DIRECTORS AND APPOINTMENT OF CHIEF EXECUTIVE OFFICER

Reference is made to the Company's announcement dated 23 June 2015 and the Circular regarding (i) the re-designation of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby as executive directors of the Company; and (ii) the appointment of Mr. Cheung King Fung Sunny as the chief executive officer of the Company (the "Board Changes"). As the Resolutions Nos. 3(d), 3(e) and 3(f) have been approved, the Board Changes have become effective as at the date of this announcement.

The biographical details and other relevant information regarding Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny are set out in the Circular. As at the date of this announcement, there has been no change to such information.

The existing appointment letter between each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby and the Company is terminated, and a new service agreement with the Company for an initial term commencing from 8 September 2015 to 29 May 2017 has been entered into by each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby with the Company which shall be terminated in accordance with the provisions of the service agreement by either party giving to the other not less than three months' prior notice in writing, subject to the provisions on retirement by rotation as set out in the articles of association of the Company (the "Articles of Association"). Each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby is entitled to a remuneration of HK\$1,584,000 per annum and may receive a discretionary bonus subject to the approval by the remuneration committee of the Company and the board of directors of the Company (the "Board"). Their remuneration and discretionary bonus are determined with reference to salaries paid by comparable companies, time commitment and the performance of the Company and its subsidiaries (the "Group").

Mr. Cheung King Fung Sunny's existing service agreement with the Company remains unchanged, i.e. for an initial term of three years commencing from 30 May 2014 which shall be terminated in accordance with the provisions of the service agreement by either party giving to the other not less than three months' prior notice in writing, subject to the provisions on retirement by rotation as set out in the Articles of Association. Mr. Cheung King Fung Sunny is entitled to a remuneration of HK\$1,584,000 per annum and may receive a discretionary bonus subject to the approval by the remuneration committee of the Company and the Board. His remuneration and discretionary bonus are determined with reference to salaries paid by comparable companies, time commitment and the performance of the Group.

As at the date of this announcement, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny are interested in the shares of the Company as disclosed below:

The Company

Long Position:

Name of Directors	Nature of interest	Number of issued ordinary shares held	Approximate percentage of the number of shares in issue
Mr. Cheung King Shan	Beneficial owner	20,000,000	5%
	Beneficiary of a trust ^{Note}	220,000,000	55%
Mr. Cheung King Chuen Bobby	Beneficial owner	20,000,000	5%
	Beneficiary of a trust ^{Note}	220,000,000	55%
Mr. Cheung King Fung Sunny	Beneficial owner	20,000,000	5%
	Beneficiary of a trust ^{Note}	220,000,000	55%

Note:

The 220,000,000 Shares representing approximately 55% of the number of shares of the Company in issue are held by CKK Investment Limited (“CKK Investment”). CKK Investment is wholly-owned by Amazing Gain Limited (“Amazing Gain”). The sole shareholder of Amazing Gain is Asia Square Holdings Limited, which holds the shares in Amazing Gain as nominee for J. Safra Sarasin Trust Company (Singapore) Limited (trustee of the Cheung Family Trust). The Cheung Family Trust is a discretionary trust, the discretionary objects of which include Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny. Each of Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny is deemed to be interested in the shares of the Company held by the Cheung Family Trust under the SFO.

Save as disclosed above, each of Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny does not have any interests in the Shares, underlying shares or debentures of the Company (within the meaning of Part XV of the SFO).

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

Hong Kong, 8 September 2015

As at the close of the AGM on 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, Ms. Mok Ngan Chu and Mr. Wong Wai Man and the independent non-executive directors of the Company 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 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 www.tdhl.cc.

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