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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Telecom Digital Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or to the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Telecom Digital Holdings Limited (the “Company”) to be held at 11:30 a.m. on Thursday, 18 August 2022 at 10/F, YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong is set out on pages 22 to 26 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish, and in such event, the proxy form shall be deemed to be revoked.

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

25 July 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 11:30 a.m. on Thursday, 18 August 2022 at 10/F, YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 26 of this circular, or any adjournment thereof;
“Amended and Restated Memorandum and Articles of Association”	the set of the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments as set out in Appendix III to this circular and to be considered and approved for adoption by way of a special resolution at the AGM;
“Articles of Association”	the articles of association of the Company as amended and restated from time to time;
“Board”	the board of Directors;
“Company”	Telecom Digital Holdings Limited (電訊數碼控股有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on Main Board of the Stock Exchange (stock code: 6033);
“Director(s)”	the director(s) of the Company;
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate;
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate;
“Group”	the Company and its subsidiaries;
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate;
“Latest Practicable Date”	12 July 2022 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular prior to its publication;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	The memorandum and articles of association of the Company as amended and restated from time to time;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Cheung King Shek (*Chairman*)  
Mr. Cheung King Shan  
Mr. Cheung King Chuen Bobby, *MH*  
Mr. Cheung King Fung Sunny (*Chief Executive Officer*)  
Mr. Wong Wai Man  
Ms. Mok Ngan Chu

*Registered Office:*

Second Floor,  
Century Yard,  
Cricket Square,  
P.O. Box 902,  
Grand Cayman,  
KY1-1103,  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Lam Yu Lung  
Mr. Lau Hing Wah, *MH, JP*  
Mr. Lo Kam Wing

*Head office and principal place of  
business in Hong Kong:*

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

25 July 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

Shareholders passed the resolutions to grant the general mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares (the “Existing Mandates”) at the annual general meeting of the Company held on 29 July 2021. The Existing Mandates will lapse at the conclusion of the AGM. It is therefore proposed that the general mandates to issue and allot Shares and to repurchase Shares be renewed at the AGM.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the grant of the General Mandates to the Directors; (ii) the re-election of the retiring Directors; and (iii) the proposed amendments to the Memorandum and Articles of Association and the proposed adoptions of the Amended and Restated Memorandum and Articles of Association.

### **2. PROPOSED GRANT OF THE ISSUE AND REPURCHASE MANDATES**

#### **(a) Issue Mandate**

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 403,753,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 80,750,600 Shares.

#### **(b) Repurchase Mandate**

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate.

### **3. PROPOSED RE-ELECTION OF DIRECTORS**

By virtue of Article 108(a) of the Articles of Association, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Lam Yu Lung will retire and, being eligible, offer themselves for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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#### 4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

On 1 January 2022, the Listing Rules were amended whereby, among others, a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation as set out in Appendix 3 to the Listing Rules was adopted. The Board proposes to make certain amendments to the Memorandum and Articles of Association to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes. The Board also proposes to adopt the Amended and Restated Memorandum and Articles of Association in place of the existing Memorandum and Articles of Association. Details of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the proposed amendments to the Memorandum and Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association. The legal advisers to the Company as to the Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed amendments conform with the requirements of the Listing Rules and are not inconsistent with the Cayman Islands law. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

#### 5. AGM AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 22 to 26 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the grant of the General Mandates to the Directors; (ii) the re-election of the retiring Directors and (iii) amendments to the Memorandum and Articles of Association and the adoption of the Amended and Restated Memorandum and Articles of Association.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.TDHL.cc](http://www.TDHL.cc)) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 6. RESPONSIBILITY STATEMENT

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

### 7. RECOMMENDATION

The Directors consider that the grant of the General Mandates and the re-election of Directors are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Details of the Retiring Directors proposed to be re-elected at the AGM) and Appendix III (Proposed Amendments to the Memorandum and Articles of Association) to this circular.

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



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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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This Appendix serves as an explanatory statement, as required by the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

### **1.      SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 403,753,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of AGM in respect of the grant of the Repurchase Mandate and on the basis that the total number of Shares in issue remains unchanged on the date of the AGM, i.e. 403,753,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, the issued share capital of the Company not exceeding HK\$403,753 (equivalent to 40,375,300 Shares), representing 10% of the total number of Shares in issue as at the date of the AGM.

### **2.      REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **3.      FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands.

### **4.      IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following Directors and substantial shareholders of the Company have interests in the Company are as follows:

**(i) Directors**

<b>Name of Directors</b>	<b>Number of issued Shares held</b>	<b>Approximate percentage of the Shares in issue</b>	<b>Approximate percentage of shareholding if Repurchase Mandate is exercised in full</b>
<i>Long Position in the Shares:</i>			
Mr. Cheung King Shek	20,967,000	5.19%	5.77%
	220,000,000 <i>(Note 1)</i>	54.49%	60.54%
Mr. Cheung King Shan	20,506,000	5.08%	5.64%
	220,000,000 <i>(Note 1)</i>	54.49%	60.54%
Mr. Cheung King Chuen Bobby	20,568,000	5.09%	5.66%
	220,000,000 <i>(Note 1)</i>	54.49%	60.54%
Mr. Cheung King Fung Sunny	20,638,000	5.11%	5.68%
	220,000,000 <i>(Note 1)</i>	54.49%	60.54%
Mr. Wong Wai Man	30,000	0.0074%	0.0083%
Ms. Mok Ngan Chu	30,000	0.0074%	0.0083%

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**(ii) Substantial Shareholders**

Long Position:

<b>Name of Shareholders</b>	<b>Number of issued Shares held</b>	<b>Approximate percentage of the Shares in issue</b>	<b>Approximate percentage of shareholding if Repurchase Mandate is exercised in full</b>
CKK Investment Limited <i>(Note 1)</i>	220,000,000	54.49%	60.54%
Amazing Gain Limited <i>(Note 1)</i>	220,000,000	54.49%	60.54%
J. Safra Sarasin Trust Company (Singapore) Limited <i>(Note 1)</i>	220,000,000	54.49%	60.54%
Ms. Tang Fung Yin Anita <i>(Note 2)</i>	240,506,000	59.57%	66.18%
Ms. Yeung Ho Ki <i>(Note 2)</i>	240,638,000	59.60%	66.22%

*Notes:*

1. The 220,000,000 Shares, representing approximately 54.49% of the Shares 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 Shek, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny (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.
2. Ms. Tang Fung Yin Anita is the wife of Mr. Cheung King Shan. Ms. Yeung Ho Ki is the wife of Mr. Cheung King Fung Sunny. Pursuant to the Part XV of the SFO, each of Ms. Tang Fung Yin Anita and Ms. Yeung Ho Ki is deemed to be interested in the 240,506,000 Shares and 240,638,000 Shares respectively in which their respective husbands are interested.

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

**6.      GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

**7.      REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company in the six months preceding the date of this circular, whether on the Stock Exchange or otherwise.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**8.      MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2021</b>		
July	3.27	2.90
August	3.39	3.11
September	3.33	3.17
October	3.39	3.25
November	3.40	3.29
December	3.53	3.20
<b>2022</b>		
January	3.50	3.37
February	3.58	3.44
March	3.56	2.60
April	2.90	2.68
May	2.81	2.39
June	3.01	2.55
July (up to and including the Latest Practicable Date)	2.83	2.62

*Pursuant to the Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the AGM are provided below.*

**EXECUTIVE DIRECTORS**

**Mr. Cheung King Shan**, aged 63, was appointed as a Director on 29 November 2002, re-designated as a non-executive Director on 21 March 2014 and re-designated as an executive Director on 8 September 2015. Mr. Cheung King Shan is responsible for advising on sales and marketing and apps writing in relation to the Group's information broadcasting services. He joined the Group in 1985 and was responsible for the overall planning and formulation of the marketing and sales strategies in line with its sales and corporate targets, sales and marketing and special ad hoc projects. He is also a director of certain subsidiaries of the Company. Mr. Cheung King Shan graduated from the Carleton University in Ottawa, Canada with a bachelor's degree in art in November 1983. Mr. Cheung King Shan is the younger brother of Mr. Cheung King Shek (chairman and executive Director), the elder brother of Mr. Cheung King Chuen Bobby (executive Director) and Mr. Cheung King Fung Sunny (chief executive officer and executive Director). Mr. Cheung King Shan has been a non-executive director of Telecom Service One Holdings Limited ("TSO Holdings", stock code: 3997, a company listed on Main Board of the Stock Exchange) since August 2012. Mr. Cheung King Shan is a director of CKK Investment Limited ("CKK Investment") which has disclosure interests in the Company under the provisions of the SFO.

**Mr. Cheung King Chuen Bobby**, *MH*, aged 63, was appointed as a Director on 29 November 2002, re-designated as a non-executive Director on 21 March 2014 and re-designated as an executive Director on 8 September 2015. Mr. Cheung King Chuen Bobby is responsible for advising on administration, human resources and special and ad hoc projects. Mr. Cheung King Chuen Bobby joined the Group in 1985 and was responsible for the formulation and implementation of its administrative policies as well as overseeing its administrative operation in human resources, legal and administration, property management and PRC projects. He is also a director of certain subsidiaries of the Company. Mr. Cheung King Chuen Bobby obtained a bachelor degree in art in urban planning studies and a postgraduate diploma in urban planning implementation from the University of Westminster in London in 1983 and 1984 respectively. Mr. Cheung King Chuen Bobby is a standing committee member of the Chinese People's Political Consultative Conference of Swatow City, an honorary citizen of Swatow City and the principal president of Hongkong & Kowloon Chiu Chow Public Association. Mr. Cheung King Chuen Bobby is the younger brother of Mr. Cheung King Shek (chairman and executive Director) and Mr. Cheung King Shan (executive Director), and the elder brother of Mr. Cheung King Fung Sunny (chief executive officer and executive Director). Mr. Cheung King Chuen Bobby has been a non-executive director of TSO Holdings since August 2012. Mr. Cheung King Chuen Bobby is a director of CKK Investment which has disclosure interests in the Company under the provisions of the SFO.

Each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby has entered into a service agreement with the Company for an initial term commencing from 8 September 2015 to 29 May 2017 and renewable automatically for successive term of one year each and 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. Each of Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby is entitled to a remuneration of HK\$1,944,000 per annum and may receive a discretionary bonus subject to the approval by the remuneration committee of the Company and the Board. Their 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 Latest Practicable Date, Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby are interested in the Shares as disclosed in the Appendix I.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Lam Yu Lung**, aged 57, was appointed as an independent non-executive Director on 20 May 2014. Mr. Lam is the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee of the Company. Mr. Lam is a Certified Public Accountant (Practising) in Hong Kong and a fellow member of the Institute of Chartered Accountants in England and Wales. He has over 33 years of experience in the accountancy profession and is the sole proprietor of a certified public accountant firm. Mr. Lam received his bachelor degree in social sciences from The University of Hong Kong in November 1988. Mr. Lam has been an independent non-executive director of Arts Optical International Holdings Limited (stock code: 1120) since 30 September 2011.

Mr. Lam has signed an appointment letter with the Company, and is appointed for a term of three years subject to early removal from office in accordance with the Articles of Association, and retirement and re-election provisions in the Articles of Association. Mr. Lam is entitled to a remuneration of HK\$120,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, each of Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby, Mr. Lam Yu Lung (i) has not held any other directorships in public companies and the securities of which are listed on any securities market in Hong Kong or overseas in the past three years as well as other major appointments and professional qualifications, (ii) does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company, (iii) does not have any interests in the shares, underlying shares or debentures of the Company (within the meaning of Part XV of the SFO), and there are no other matters concerning the re-election of Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby, Mr. Lam Yu Lung that need to be brought to the attention of the Shareholders nor is there any information need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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## APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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*The followings are the proposed amendments to the existing Memorandum and Articles of Association of the Company introduced by the Amended and Restated Memorandum and Articles of Association proposed to be adopted at the AGM. Unless otherwise specified, clauses and articles referred herein are clause and articles of the Amended and Restated Memorandum and Articles of Association proposed to be adopted at the AGM.*

### GENERAL AMENDMENTS

All reference to the term “Companies Law” in the Memorandum and Articles of Association are replaced with the term “Companies Act”.

### SPECIFIC AMENDMENTS

Clause	Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing memorandum of the Company)
2.	The registered office will be situated at the offices of <del>Estera Trust (Cayman) Tricor Services (Cayman Islands) Limited, Clifton House, 75 Fort Street, P.O. Box 1350</del> <u>Second Floor, Century Yard, Cricket Square P.O. Box 902, Grand Cayman, KY1-11083, Cayman Islands</u> or at such other place in the Cayman Islands as the Directors may from time to time decide.
4.16	To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or company or to take or otherwise <u>acquire and hold shares, stock, debentures or other securities of or interest in any other company carrying on any business or possessed of any property or rights.</u>
5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <del>Law Act (as revised)</del> , it shall have the power, subject to the provisions of the Cayman Islands Companies <u>Law Act (as revised)</u> and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.
Article	Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)
1(b)	<del>“Chairman”;</del> <u>“Chairman”</u> ; <del>except where the context otherwise requires, means the Chairman presiding at any meeting of Shareholders or of the Board;</del>  <u>“Relevant Period” means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time <u>listing trading</u> of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</u>



Article	Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)
1(c)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than 3/4 of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting <u>held in accordance with these Articles and of which not less than 21 days' notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 % in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</u>
1(d)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of <u>the votes cast by</u> such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.
38.	The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding 20% per annum, as the Board may decide but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend <u>subsequently declared</u> or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one Month's notice in writing of its intention on that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.
44.	The Board may refuse to <del>Register</del> <u>register</u> a transfer of any Share to an infant or to a person of unsound mind or under other legal disability.

- Article**                      **Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)**
62.                              ~~At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting must be held within six (6) Months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) and shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.~~
65.                              ~~An annual general meeting of the Company and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days' notice in writing, and a general meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:~~
- (a)    in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b)    in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the total voting rights at the meeting of all Shareholders ~~of the Shares giving that right.~~

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**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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- Article                      Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)**
- 67A.                      All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
70.                      The Chairman (if any) ~~of the Board~~ or if he is absent or declines to take the chair at such meeting, the Vice Chairman of the Board (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Vice Chairman, or, if at any general meeting neither of such Chairman or Vice Chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as ~~Chairman~~chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the ~~Chairman~~chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be ~~Chairman~~chairman of the meeting.
71.                      The ~~Chairman~~chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
72.                      At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:
- (a)    the ~~Chairman~~chairman of the meeting; or
73.                      Unless a poll be so required or demanded as aforesaid and, in the latter case, not withdrawn, a declaration by the ~~Chairman~~chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

- | Article | <b>Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)</b>   |
|---------|--|
| 74.     | If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the <del>Chairman</del> <u>chairman</u> of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the <del>Chairman</del> <u>chairman of the meeting</u> , at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier. |
| 75.     | Any poll required or duly demanded on the election of a <del>Chairman</del> <u>chairman</u> of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.  |
| 76.     | In the case of an equality of votes, whether on a show of hands or on a poll, the <del>Chairman</del> <u>chairman</u> of the meeting at which the show of hands takes place (where no poll is demanded) or at which the poll is required or demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the <del>Chairman</del> <u>chairman of the meeting</u> shall determine the same, and such determination shall be final and conclusive.   |
| 78.     | If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the <del>Chairman</del> <u>chairman of the meeting</u> , the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.  |
| 84.     | No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the <del>Chairman</del> <u>chairman of the meeting</u> , whose decision shall be final and conclusive.   |

Article	Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)
92(b).	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote <del>individually on a show of hands</del> <u>and the right to speak</u> .
93.	Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:  (a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the <del>Chairman</del> <u>chairman</u> of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting at which the person so authorised proposes to vote or handed to the <del>Chairman</del> <u>chairman</u> of the meeting at the meeting; and
107(e).	If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the <del>Chairman</del> <u>chairman of the meeting</u> ) or his Close Associates or as to the entitlement of any Director (other than such <del>Chairman</del> <u>chairman of the meeting</u> ) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the <del>Chairman</del> <u>chairman of the meeting</u> and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Close Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the <del>Chairman</del> <u>chairman of the meeting</u> or his Close Associates such question shall be decided by a resolution of the Board (for which purpose such <del>Chairman</del> <u>chairman of the meeting</u> shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such <del>Chairman</del> <u>chairman of the meeting</u> or his Close Associates as known to him has not been fairly disclosed to the Board.

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**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

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<b>Article</b>	<b>Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)</b>
112.	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <u>or as an addition to the existing Board</u> shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. <del>Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del> Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.
135.	Subject to Article 107, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the <del>Chairman</del> <u>chairman</u> of the meeting shall have a second or casting vote.
143(b).	Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the <del>Chairman</del> <u>chairman</u> of the meeting at which the proceedings were held or by the <del>Chairman</del> <u>chairman</u> of the next succeeding meeting.
172.	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Law necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 March in each calendar year or as otherwise determined by the Board.</u>

- | Article | <b>Provisions in the Amended and Restated Memorandum and Articles of Association of the Company proposed to be adopted at the AGM (showing changes to the existing Articles of Association of the Company)</b>   |
|---------|--|
| 176.    | <p>(a) The Company shall <del>at each annual general meeting</del> <u>may by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <u>the Shareholders in a general meeting by Ordinary Resolution in such manner as the Shareholders may determine</u> <del>or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</del></p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del> <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p> |

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## NOTICE OF AGM

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Telecom Digital Holdings Limited (the “Company”) will be held at 11:30 a.m. on Thursday, 18 August 2022 at 10/F, YHC Tower, No. 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2022.
2.
  - (a) To re-elect Mr. Cheung King Shan as an executive director of the Company.
  - (b) To re-elect Mr. Cheung King Chuen Bobby as an executive director of the Company.
  - (c) To re-elect Mr. Lam Yu Lung as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
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.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions and special resolution of the Company:



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## NOTICE OF AGM

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### ORDINARY RESOLUTIONS

5. “**THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares of the Company or right to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of Shares in issue on the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

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## NOTICE OF AGM

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“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (as revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly;
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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## NOTICE OF AGM

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7. “**THAT** conditional upon resolutions no. 5 and 6 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 5 above be and hereby extended by the addition to the number of Shares which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that number of Shares shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution.”

### SPECIAL RESOLUTION

8. “**THAT**
- (a) the proposed amendments to the existing memorandum and articles of association of the Company as set out in Appendix III to the circular of the Company dated 25 July 2022 be approved; and
  - (b) an amended and restated memorandum and articles of association of the Company (incorporating the amendments stated in resolution no. 8(a) above, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification) be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of this meeting and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company.”

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

Hong Kong, 25 July 2022

*Registered office:*  
Second Floor,  
Century Yard,  
Cricket Square,  
P.O. Box 902,  
Grand Cayman,  
KY1-1103,  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
19/F., YHC Tower,  
No. 1 Sheung Yuet Road,  
Kowloon Bay, Kowloon,  
Hong Kong

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## NOTICE OF AGM

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*Notes:*

- (a) The register of members of the Company will be closed from Monday, 15 August 2022 to Thursday, 18 August 2022, both days inclusive, during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 12 August 2022.
- (b) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's branch share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be).
- (d) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (e) Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.
- (f) An explanatory statement containing further details regarding resolution no. 6 above set out in Appendix I to the circular of which this notice of AGM forms part (the "Circular").
- (g) Details of the retiring directors of the Company are set out in Appendix II to the Circular.
- (h) Details of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix III to the Circular.
- (i) A form of proxy for use at the AGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.TDHL.cc](http://www.TDHL.cc)).
- (j) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 7:30 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company at ([www.TDHL.cc](http://www.TDHL.cc)) to notify Shareholders of the date, time and place of the rescheduled meeting.

The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.