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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
SURRENDER AGREEMENT

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Reference is made to the announcement of the Company dated 1 April 2025, in relation to the leasing of properties by OIL to Sun Asia Group, which set out the terms and conditions of the lease for a term up to 31 March 2026. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the announcement of the above-mentioned.

On 3 February 2026, OIL has entered into the Surrender Agreement with CKK Cafe to surrender the Surrender Premise. In accordance with the terms and conditions of the Surrender Agreement, CKK Cafe agree to surrender and deliver vacant possession of the Surrender Premise to OIL on 15 February 2026, the Tenancy Agreement shall be absolutely ceased and terminated, all parties shall release with each other from all liabilities and obligations regarding to the Tenancy Agreement thereof.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CKK Cafe is a wholly-owned subsidiary of Sun Asia, and Sun Asia is indirectly wholly-owned by the Cheung Brothers, the beneficiary of the KW Cheung Family Trust which indirectly holds 54.49% of the issued share capital of the Company. Therefore, CKK Cafe is a connected person of the Company under the Listing Rules and the Surrender Agreement constitutes continuing connected transaction for the Company. Accordingly, the Company is subject to the announcement requirement under Rule 14A.35 of the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) in respect of the revised aggregate annual fees to be received/receivable from Sun Asia Group are less than 5% but more than HK$3,000,000, the revised aggregate annual fees to be received/receivable for the transactions with Sun Asia Group 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.

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Details of the Surrender Agreement is as follows:

Surrender Agreement

Date	Surrender Premise	Tenant	Landlord	Termination Date
3 February 2026	4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	CKK Cafe	OIL	15 February 2026

The terms of the Surrender Agreement have been agreed by the parties after arms' length negotiation and are on normal commercial terms.

REVISED ANNUAL CAP FOR TRANSACTIONS WITH SUN ASIA GROUP

Details of the continuing connected transactions with Sun Asia Group after entering into the Surrender Agreement:

(i) Leasing of properties by OIL to TKS, TKC and CKC F&B

OIL will continue to lease the Property 14, 15 and 16 to TKS, TKC and CKC F&B as offices and restaurant for a term of one year commenced from 1 April 2025 and expiring on 31 March 2026 respectively. The rentals were determined with reference to the prevailing market rent of comparable properties in nearby location. TKS, TKC and CKC F&B paid the monthly rental in accordance with the tenancy agreements and in the same manner as the tenancy agreements with independent third parties.

During the term of the rental period, the parties shall provide reasonable estimates of the transactions amount (including total rental amount involved in the leases entered into under the tenancy agreements each year (if applicable)) for the following year on the basis of the properties supply plan to be agreed between the parties at the same time. The estimated rent shall be determined by both parties through negotiation by reference to the prevailing market rates of comparable properties in the vicinity of the leased property.

The principle terms of the tenancies are set out below:

Property	**Address**	**Tenant**	**Landlord**	**Usage**	**Term**	**Monthly rent** ***HK$***
14	Unit 1202, 12/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	TKS	OIL	Office	1 April 2025– 31 March 2026	*22,490*
15	Room 401, 4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	TKC	OIL	Office	1 April 2025– 31 March 2026	*1,000*
16	3/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	CKC F&B	OIL	Restaurant	1 April 2025– 31 March 2026	*215,908*

(ii) Provision of streaming real-time quote service and other ancillary or related services by TDD to TKS

TDD shares the streaming real-time quote services provided by HKEx Information Services Limited with TKS via mobile applications. The fee shall be determined at arm's length negotiation between the parties and is calculated on a per-user basis with reference to the prevailing market rate of the said services. The market price of the services shall be determined according to the price charged by TDD to independent third parties for the provision of same kind of services. The annual fee for streaming real-time quote service and other ancillary or related services paid/payable by TKS to TDD for the year ending 31 March 2026 will not exceed HK$1,000,000.

(iii) *Purchasing KRL Group's products and coupons from KRL Group to TDS*

TDS will sell KRL Group's products (mainly food products) and coupons (mainly food and beverage cash coupon) ("**Products**" or "**Coupons**", respectively) at the retail shops of the Group. The Coupons will give-away, on a gift basis, to who purchased the Group's mobile products or sell to the customers at the retail shops of the Group. The Products will sell to the customers, who visit to the retail shops of the Group. The amount of the Coupons, which is based on the selling performance of the mobile phones and the selling quantities of Coupons, shall be paid by TDS to KRL Group, and the amount of the Products, which is based on the selling quantities, shall be paid by TDS to KRL Group. The annual budget of the Products and Coupons for the year ending 31 March 2026 determined based on the amount of the Products and Coupons, which are expected to be sold and gave-away by TDS, has been fixed to be HK$7,000,000.

Revised annual cap for the transactions with Sun Asia Group

After entering into the Surrender Agreement, it is expected that the revised aggregate annual fees to be received/receivable for the transactions with the Sun Asia Group for the year ending 31 March 2026 will be decreased to not exceed HK$5,567,000 and the aggregate annual fees for the transactions with Sun Asia Group to be paid/payable by the Group to the Sun Asia Group for the year ending 31 March 2026 will not exceed HK$7,000,000 which remain-unchanged after entering into the Surrender Agreement. For the purpose of compliance with the Listing Rules, the revised aggregate annual fee is treated as the annual cap of the transactions with Sun Asia Group for the year ending 31 March 2026.

Reason and benefit for entering into Surrender Agreement

CKK Cafe is facing several difficulties under the current business environment, and decided to close the business and proposed to cease the Tenancy Agreement between CKK Cafe and OIL. The terms of the Surrender Agreement are arrived at after arm's length negotiation and are on normal commercial terms. The Directors (except the Cheung Brothers being the Directors who have material interests in the Surrender Agreement and who abstained from participating in the approval of the relevant Board resolutions due to conflict of interest), including the independent non-executive Directors, considered that the terms of the Surrender Agreement are fair and reasonable and the Surrender Agreement 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.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CKK Cafe is a wholly-owned subsidiary of Sun Asia, and Sun Asia is indirectly wholly-owned by the Cheung Brothers, the beneficiary of the KW Cheung Family Trust which indirectly holds 54.49% of the issued share capital of the Company. Therefore, CKK Cafe is a connected person of the Company under the Listing Rules and the Surrender Agreement constitutes continuing connected transaction for the Company. Accordingly, the Company is subject to the announcement requirement under Rule 14A.35 of the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) in respect of the revised aggregate annual fees to be received/receivable from Sun Asia Group are less than 5% but more than HK$3,000,000, the revised aggregate annual fees to be received/receivable for the transactions with Sun Asia Group 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.

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) product business: sales of electronic devices, other consumer goods and related services; (ii) operation services: provision of operation services to Sun Mobile Limited, an associate owned as to 40% by the Group and as to 60% by HKT Limited; (iii) property investments in Hong Kong; and (iv) other segments: comprises mainly provision of paging and other communication services.

Sun Asia, an investment holding company, is indirectly wholly-owned by the Cheung Brothers, the beneficiary of the KW Cheung Family Trust which indirectly holds 54.49% of the issued share capital of the Company. Therefore, Sun 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:

"Board"	the board of Directors of the Company
"Cheung Brothers"	Messrs. CHEUNG King Shek, CHEUNG King Shan, CHEUNG King Chuen Bobby and CHEUNG King Fung Sunny
"CKK Cafe"	CKK Cafe Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of Sun Asia which is ultimately owned by the Cheung Brothers who are the beneficiary of the KW Cheung Family Trust and thus a connected person of the Company
"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
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	The Hong Kong Special Administrative Region of the People's Republic of China
"KW Cheung Family Trust"	a discretionary trust established for the benefit of the Cheung Brothers and their family members
"Listing Rules"	the rules governing the listing of securities on the Stock Exchange
"OIL"	Onbo International Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
"Surrender Premise"	4/F., Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong
"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)
"Surrender Agreement"	the surrender agreement dated 3 February 2026 entered into between OIL and CKK Cafe to surrender the Surrender Premise under Tenancy Agreement
"Tenancy Agreement"	the tenancy agreement dated 1 April 2025 entered into between OIL and CKK Cafe in respect of the tenancy for the Surrender Premise
"%"	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, 3 February 2026

As at the date of this announcement, the executive Directors are Messrs. CHEUNG King Shek, CHEUNG King Shan, CHEUNG King Chuen Bobby, CHEUNG King Fung Sunny, WONG Wai Man and Ms. MOK Ngan Chu, and the independent non-executive Directors are Messrs. LAM Yu Lung, LAU Hing Wah and LO Kam Wing.

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