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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

TRANSACTIONS WITH EAST-ASIA GROUP

On 1 April 2026, GEL, GIL, Marina, SCL, TPI, TSL, HEL and TXT (wholly-owned subsidiaries of East-Asia) each individually as landlord or tenant entered into the 2026/27 Tenancy Agreements with CTL, TDM, TDS and OIL (wholly-owned subsidiaries of the Company) each individually as tenant or landlord respectively, in relation to the tenancy of the Properties.

GEL, GIL, Marina, SCL, TPI, TSL, HEL and TXT are wholly-owned subsidiaries of East-Asia, which is indirectly wholly-owned by the KW Cheung Family Trust that holds 54.49% of the issued share capital of the Company. Therefore, each of GEL, GIL, Marina, SCL, TPI, TSL, HEL and TXT being a party of the 2026/27 Tenancy Agreements, is a connected person of the Company. As such, the transactions contemplated under the 2026/27 Tenancy Agreements constitute continuing connected transactions for the Company under the Listing Rules.

It is expected that the aggregate annual fees for the transactions with East-Asia Group to be paid/payable by the Group as tenant to East-Asia Group as landlord for the year ending 31 March 2027 will not exceed HK$6,812,000. For the purpose of compliance with the Listing Rules, the aggregate annual fees are treated as the annual cap of the transactions.

As one or more applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees to be paid/payable to East-Asia Group are less than 5% but more than HK$3,000,000, the transactions 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.

It is expected that the aggregate annual fees for the transactions with East-Asia Group to be received/receivable by the Group as landlord from East-Asia Group as tenant for the year ending 31 March 2027 will not exceed HK$2,112,000.

As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees to be received/receivable from East-Asia Group are less than 5% and below HK$3,000,000, the transactions are fully exempt under Chapter 14A of the Listing Rules.

TRANSACTIONS WITH SUN ASIA GROUP

The Group will continue various transactions with Sun Asia Group for a term of one year commencing from 1 April 2026 and expiring on 31 March 2027, the scope of transactions includes (i) leasing of properties by OIL to TKS, TKC and CKC F&B ; (ii) provision of streaming real-time quote service and other ancillary or related services by TDD to TKS; (iii) purchasing KRL Group's products and coupons by TDS; and (iv) selling carpark coupons of Telecom Digital Tower from OIL to CKC F&B.

TKS, TKC and CKC F&B are wholly-owned subsidiaries 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, each of TKS, TKC and CKC F&B is an associate of the Cheung Brothers and thus a connected person of the Company. Accordingly, the transactions with Sun Asia Group constitute continuing connected transactions for the Company under the Listing Rules.

It is expected that the aggregate annual fees for the transactions with Sun Asia Group to be received/receivable by the Group from Sun Asia Group for the year ending 31 March 2027 will not exceed HK$3,526,000 and the aggregate annual fees for the transactions with Sun Asia Group to be paid/payable by the Group to Sun Asia Group for the year ending 31 March 2027 will not exceed HK$3,500,000. For the purpose of compliance with the Listing Rules, the aggregate annual fees are treated as the annual cap of the transactions.

As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees with Sun Asia Group are less than 5% but more than HK$3,000,000, the aggregate annual fees 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.

TRANSACTION WITH TSO

On 1 April 2026, OIL entered into an individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO, for a term of one year commencing from 1 April 2026 and expiring on 31 March 2027. The annual caps for the year ending 31 March 2027 for the transaction with TSO will not exceed HK$1,452,000.

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

As all applicable percentage ratios (other than the profits ratio) in respect of the annual fees for the above-mentioned transaction with TSO are less than 5% and below HK$3,000,000, the transaction is fully exempt under Chapter 14A of the Listing Rules.

Since (i) TSO, East-Asia Group and Sun Asia Group are connected with each others; and (ii) the leasing of property by OIL to TSO is of similar nature to the tenancy of the Properties by OIL to East-Asia Group and the leasing of properties by OIL to Sun Asia Group, the transactions contemplated under the individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO, the 2026/27 Tenancy Agreement entered into by OIL as landlord and East-Asia Group as tenant and the leasing of properties by OIL to Sun Asia Group should be aggregated pursuant to Rule 14A.81 of the Listing Rules.

Accordingly, as one or more applicable percentage ratios (other than profits ratio) in respect of the annual fees for the individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO, when aggregated with the annual fees for the tenancy transaction with East-Asia Group and leasing of properties with Sun Asia Group to be received/receivable by the Group as landlord, are less than 5% but more than HK$3,000,000, the entering into of the individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO is subject to the announcement, annual review and reporting requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

TRANSACTIONS WITH EAST-ASIA GROUP

2026/27 Tenancy Agreements

References are made to the announcements of the Company dated 1 April 2025, 1 August 2025 and 3 September 2025 in relation to the 2025/26 Tenancy Agreements entered into between East-Asia Group and the Group in which setting out the terms and conditions for leasing of properties in Hong Kong and PRC for a term of one year commencing from 1 April 2025 and expiring on 31 March 2026.

On 1 April 2026, GEL, GIL, Marina, SCL, TPI, TSL, HEL and TXT (wholly-owned subsidiaries of East-Asia) each individually as landlord or tenant entered into the 2026/27 Tenancy Agreements with CTL, TDM, TDS and OIL (wholly-owned subsidiaries of the Company) each individually as tenant or landlord respectively, in relation to the tenancy of the Properties.

The Group has been leasing properties in Hong Kong and PRC from certain subsidiaries of East-Asia for business operation by the Group as shops, cell sites, customer service center and IT support office. The Group acquired the property, named Telecom Digital Tower for the use as office premises and lease out some of the remaining portion of the property to certain subsidiaries of East-Asia Group to generate profit of the Company. The monthly rent under the 2026/27 Tenancy Agreements, which were determined on an arm's length basis and with reference to the prevailing market rent of comparable properties in the nearby locations, were set out in the respective tenancy agreements. The Group will pay/receive the monthly rent under the 2026/27 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 transaction amount (including total rental amount involved in the leases entered into under the 2026/27 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 for comparable properties in the vicinity of the leased properties.

The principle terms of the 2026/27 Tenancy Agreements is set out below:

(A) 2026/27 Tenancy Agreements (certain subsidiaries of East-Asia as landlord)

Property	**Address**	**Tenant**	**Landlord**	**Usage**	**Term**	**Monthly rent** ***HK$***
1	Room 3601 and Portion B of 3612, 36/F, Tower 2, Metroplaza, Kwai Fong, New Territories	TDS	GEL	Office	1 April 2026– 31 March 2027 *(Rent free period: 1-31 July 2026, 1-30 November 2026, 1-31 March 2027)*	*93,296*
2	Unit 1801 to Unit 1809 and Unit 1812 to Unit 1820, Shen Rong Building, No.1045 Fuqiang Road, Futian District, Shenzhen City, the PRC	TDM	Marina	Customer service center and IT support office	1 April 2026– 31 March 2027	*105,000*
3	Shop G5, G/F., Commercial Podium Sincere House, 83 Argyle Street, Kowloon	TDS	GEL	Shop	1 April 2026– 31 March 2027	*80,000*
4	Shop A4, G/F., Kam Wah Mansion, No. 226-242 Cheung Sha Wan Road, Kowloon	TDS	SCL	Shop	1 April 2026– 31 March 2027	*80,000*
5	Portion of Shop 4, G/F., 93 Lion Rock Road, Kowloon City, Kowloon	TDS	SCL	Shop	1 April 2026– 31 March 2027	*40,000*
6	Shop C28 & C29, 1/F, Kingswood Richly Plaza, 1 Tin Wu Road, New Territories	TDS	TPI	Shop	1 April 2026– 31 March 2027	*60,000*
7	Shop 6, Wing Light Building, 68-76 Castle Peak Road, Yuen Long, New Territories	TDS	TSL	Shop	1 April 2026– 31 March 2027	*80,000*
8	Roof Level of Ho King Commercial Centre, 2-16 Fa Yuen Street, Mong Kok, Kowloon	CTL	TPI	Cell site	1 April 2026– 31 March 2027	*2,800*
9	Roof Level of Flat E on 22/F., Block 5, Hong Kong Garden, 101 Castle Peak Road, Tsing Lung Tau, New Territories	CTL	TSL	Cell site	1 April 2026– 31 March 2027	*2,800*

Property	Address	Tenant	Landlord	Usage	Term	Monthly rent *HK$*
10	Room 1808, 18/F., Riley House, 88 Lei Muk Road, Kwai Chung, New Territories	TDS	GIL	Warehouse	1 April 2026– 31 March 2027 *(Rent free period: 1-31 July 2026, 1-30 November 2026, 1-31 March 2027)*	*62,700*

(B) 2026/27 Tenancy Agreements (certain subsidiaries of East-Asia as tenant)

Property	Address	Tenant	Landlord	Usage	Term	Monthly rent *HK$*
11	6/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	HEL	OIL	Massage & spa	1 April 2026– 31 March 2027 *(Rent free period: 1-31 July 2026, 1-30 November 2026, 1-31 March 2027)*	*161,304 (including management fee)*
12	Unit B, 9/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	TXT	OIL	Pets grooming	1 April 2026– 31 March 2027 *(Rent free period: 1-31 July 2026, 1-30 November 2026, 1-31 March 2027)*	*73,304 (including management fee)*

It is expected that the aggregate annual fees for the transactions with East-Asia Group to be paid/payable by the Group as tenant to East-Asia Group as landlord for the year ending 31 March 2027 will not exceed HK$6,812,000. For the purpose of compliance with the Listing Rules, the aggregate annual fees are treated as the annual cap of the transactions.

As one or more applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees to be paid/payable to East-Asia Group are less than 5% but more than HK$3,000,000, the transactions 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.

It is expected that the aggregate annual fees for the transactions with East-Asia Group to be received/receivable by the Group as landlord from East-Asia Group as tenant for the year ending 31 March 2027 will not exceed HK$2,112,000.

As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees to be received/receivable from East-Asia Group are less than 5% and below HK$3,000,000, the transactions are fully exempt under Chapter 14A of the Listing Rules.

Reasons and benefits for entering into 2026/27 Tenancy Agreements

The Properties have been rented by the Group for the use as shops, cell sites, customer service center and IT support office. The Group considers that the Properties are suitable for the business of the Group. Thus, the Group entered into the 2026/27 Tenancy Agreements to secure the continuous use of the Properties as shops, cell sites, warehouse, customer service center and IT support office. The Group acquired the property, named Telecom Digital Tower, which located at 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong for the use as office premises, some of the remaining portions of

the property have been leased out in order to fully-utilise of the property and maximise the profit of the Company.

The terms of the 2026/27 Tenancy Agreements are arrived at after arm's length negotiation and are on normal commercial terms. The rental under the 2026/27 Tenancy Agreements were determined with reference to the prevailing market rent of similar properties in the nearby locations. The Directors (except the Cheung Brothers being the Directors who have material interests in the 2026/27 Tenancy Agreements have abstained from participating in the approval of the relevant Board resolutions due to conflict of interests), including the independent non-executive Directors, considered that the terms of the 2026/27 Tenancy Agreements are fair and reasonable and on normal commercial terms, in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders.

Listing Rules Implications

GEL, GIL, Marina, SCL, TPI, TSL, HEL and TXT are wholly-owned subsidiaries of East-Asia, which is indirectly wholly-owned by the KW Cheung Family Trust that holds 54.49% of the issued share capital of the Company. Therefore, each of GEL, GIL, Marina, SCL, TPI, TSL, HEL and TXT, being a party of the 2026/27 Tenancy Agreements, is a connected person of the Company. As such, the transactions contemplated under the 2026/27 Tenancy Agreements constitute continuing connected transactions for the Company under the Listing Rules.

Pursuant to Hong Kong Financial Reporting Standard 16 "Leases", the Company will recognise leases that having a lease term of 12 months or less as short-term leases. Accordingly, the rental payment to be made by the Group under the 2026/27 Tenancy Agreements will be recognised as expenses in the consolidated statement of profit or loss of the Group.

It is expected that the aggregate annual fees for the transactions with East-Asia Group to be paid/payable by the Group as tenant to East-Asia Group as landlord for the year ending 31 March 2027 will not exceed HK$6,812,000. For the purpose of compliance with the Listing Rules, the aggregate annual fees are treated as the annual cap of the transactions.

As one or more applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees to be paid/payable to East-Asia Group are less than 5% but more than HK$3,000,000, the transactions 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.

It is expected that the aggregate annual fees for the transactions with East-Asia Group to be received/receivable by the Group as landlord from East-Asia Group as tenant for the year ending 31 March 2027 will not exceed HK$2,112,000.

As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees to be received/receivable from East-Asia Group are less than 5% and the aggregate annual fee is below HK$3,000,000, the transactions are fully exempt under Chapter 14A of the Listing Rules.

TRANSACTIONS WITH SUN ASIA GROUP

References are made to the announcements of the Company dated 1 April 2025 and 3 February 2026 in relation to the transactions between Sun Asia Group and the Group, in which setting out the scope of transactions for a term of one year commencing from 1 April 2025 and expiring on 31 March 2026.

The Group will continue various transactions with Sun Asia Group for a term of one year commencing from 1 April 2026 and expiring on 31 March 2027, the scope of transactions includes (i) leasing of properties by OIL to TKS, TKC and CKC F&B; (ii) provision of streaming real-time quote service and other ancillary or related services by TDD to TKS; (iii) purchasing KRL Group's products and coupons by TDS; and (iv) selling carpark coupons of Telecom Digital Tower from OIL to CKC F&B.

It is expected that the aggregate annual fees for the transactions with Sun Asia Group to be received/receivable by the Group from Sun Asia Group for the year ending 31 March 2027 will not exceed HK$3,526,000 and the aggregate annual fees for the transactions with Sun Asia Group to be paid/payable by the Group to Sun Asia Group for the year ending 31 March 2027 will not exceed HK$3,500,000. For the purpose of compliance with the Listing Rules, the aggregate annual fees are treated as the annual cap of the transactions.

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

OIL will continue to lease the Property 13, 14 and 15 to TKS, TKC and CKC F&B as offices and restaurant for a term of one year commencing from 1 April 2026 and expiring on 31 March 2027 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$***
13	Unit 1202, 12/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	TKS	OIL	Office	1 April 2026– 31 March 2027	*22,490 (including management fee)*
14	Room 401, 4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	TKC	OIL	Office	1 April 2026– 31 March 2027	*1,000 (including management fee)*
15	3/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	CKC F&B	OIL	Restaurant	1 April 2026– 31 March 2027 *(Rent free period: 1-31 July 2026, 1-30 November 2026, 1-31 March 2027)*	*215,908 (including management fee)*

(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 cap of the respective services fee has been fixed to be HK$1,000,000.

The historical amounts for provision of streaming real-time quote services fees paid by TKS to TDD for the previous years were set out below:-

	HK$
Year ended 31 March 2023	*1,041,000*
Year ended 31 March 2024	*913,000*
Year ended 31 March 2025	*765,000*
For the nine months ended 31 December 2025	*525,000*

(iii) *Purchasing KRL Group's products and coupons by 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 be given away, as gifts, to the customers who purchase the Group's mobile products or sell to customers at the retail shops of the Group. The Products will sell to customers at 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 price of the Products and Coupons shall be determined according to the selling price which KRL offer to independent third parties. The annual budget of the Products and Coupons for the year ending 31 March 2027 is determined based on the forecast and estimation of the Products and Coupons, which are expected to be sold and given away by TDS, has been fixed to be HK$3,500,000.

(iv) *Selling carpark coupons of Telecom Digital Tower from OIL to CKC F&B*

OIL will sell the carpark coupons of Telecom Digital Tower ("**CP Coupons**") to CKC F&B, mainly for their customers. CKC F&B operates a restaurant on the third floor of Telecom Digital Tower, and purchases the CP Coupons for the customers who dine at the restaurant. The CP Coupons will be given away, as gifts, to their customers who spend with a limited amount or sell to their customers at the restaurant. OIL being the owner of Telecom Digital Tower, will sell the CP Coupons to CKC F&B for business needs. The price of the CP Coupons shall be determined according to the selling prices which OIL offer to independent third parties. The annual budget of the CP Coupons for the year ending 31 March 2027 is determined based on the forecast and estimation of the CP Coupons, which is expected to be sold and given away by CKC F&B, has been fixed to be HK$300,000.

Reasons and benefits of the transactions with Sun Asia Group

The Property 13 and 14 would be rented by TKS and TKC for the use as office premises, the Property 15 would be rented by CKC F&B for the use as restaurant, all of them considers that the properties'

locations are suitable for their business operation. In relation to the provision of streaming real-time quote services and other ancillary or related services, TDD has the unique technical support experience for the business of TKS, therefore, TKS appointed TDD to provide such services in order to accommodate the development of its businesses. TDS has been purchasing a wide range of products and KRL Group's Coupons for its retail shops and different kinds of food products for choices of their customers. KRL Group being the suppliers to provide food products to TDS who have been sourcing suitable products for their promotion programme. OIL will sell the CP Coupons to CKC F&B who operates a restaurant at the Telecom Digital Tower, and the CP Coupons which purchase for their customers and the operation needs. OIL being the owner of Telecom Digital Tower to sell the CP Coupons to CKC F&B.

The transactions with Sun Asia Group are arrived at after arm's length negotiation and are on normal commercial terms. The Directors (except the Cheung Brothers who have material interest in the transactions with Sun Asia Group and who abstained from participating in the approval of the relevant Board resolutions due to conflict of interests), including the independent non-executive Directors, are of the view that the transactions with Sun Asia Group are in the ordinary and usual course of business of the Group, and that the transactions with Sun Asia Group including the aggregate annual caps are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Listing Rules Implications

TKS, TKC and CKC F&B are wholly-owned subsidiaries 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, each of the TKS, TKC and CKC F&B is an associate of the Cheung Brothers and thus a connected person of the Company. Accordingly, the transactions with Sun Asia Group constitute continuing connected transactions for the Company under the Listing Rules.

It is expected that the aggregate annual fees for the transactions with Sun Asia Group to be received/receivable by the Group from Sun Asia Group for the year ending 31 March 2027 will not exceed HK$3,526,000 and the aggregate annual fees for the transactions with Sun Asia Group to be paid/payable by the Group to Sun Asia Group for the year ending 31 March 2027 will not exceed HK$3,500,000. For the purpose of compliance with the Listing Rules, the aggregate annual fees are treated as the annual cap of the transactions.

As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees with Sun Asia Group are less than 5% but more than HK$3,000,000, the aggregate annual fees 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.

TRANSACTIONS WITH TSO

On 1 April 2026, OIL entered into an individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO, for a term of one year commencing from 1 April 2026 and expiring on 31 March 2027. The annual cap for the year ending 31 March 2027 for the transaction with TSO will not exceed HK$1,452,000.

Leasing of a property by OIL to TSO

OIL as landlord will lease the Property 16 to TSO as repair and refurbishment services centre for a term of one year commencing from 1 April 2026 and expiring on 31 March 2027. The rental was determined with reference to the prevailing market rent of comparable properties in nearby location. The rental shall be determined at arm's length negotiation between the parties. TSO will pay the monthly rental in accordance with the tenancy agreement and in the same manner as the tenancy agreement with independent third parties.

During the term of the rental period, the parties shall provide reasonable estimates of the transaction amount (including total rental amount involved in the leases entered into under the tenancy agreement 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 tenancy are set out below:

Property	**Address**	**Tenant**	**Landlord**	**Usage**	**Term**	**Monthly rent** ***HK$***
16	8/F., Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	TSO	OIL	Services centre	1 April 2026– 31 March 2027 *(Rent free period: 1-31 July 2026, 1-30 November 2026, 1-31 March 2027)*	*161,304 (including management fee)*

Reasons and benefits of entering into the tenancy agreement for 2026/27 with TSO

The Property 16 would be rented by OIL to TSO for the use as repair and refurbishment services centre, TSO considers that the property location is suitable for the business operation. The Group acquired the property, named Telecom Digital Tower, which located at 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong for the use as office premises, some of the remaining portions of the property have been leased out in order to fully-utilise of the property and maximise the profit of the Company.

The terms of the tenancy agreement for 2026/27 with TSO are arrived at after arm's length negotiation and are on normal commercial terms. The Directors (except the Cheung Brothers who have material interest in the tenancy agreement for 2026/27 with TSO and who abstained from participating in the approval of the relevant Board resolutions due to conflict of interests), including the independent non-executive Directors, are of the view that the entering into the tenancy agreement for 2026/27 with TSO is in the ordinary and usual course of business of the Group, and that the tenancy agreement for 2026/27 with TSO including the aggregate annual cap for the transaction with TSO is on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

Listing Rules Implications

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

As all applicable percentage ratios (other than the profits ratio) in respect of the annual fees for the above-mentioned transaction with TSO are less than 5% and below HK$3,000,000, the transaction is fully exempt under Chapter 14A of the Listing Rules.

Since (i) TSO, East-Asia Group and Sun Asia Group are connected with each others; and (ii) the leasing of property by OIL to TSO is of similar nature to the tenancy of the Properties by OIL to East-Asia Group and the leasing of properties by OIL to Sun Asia Group, the transactions contemplated under the individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO, the 2026/27 Tenancy Agreement entered into by OIL as landlord and East-Asia Group as tenant and the leasing of properties by OIL to Sun Asia Group should be aggregated pursuant to Rule 14A.81 of the Listing Rules.

Accordingly, as one or more applicable percentage ratios (other than profits ratio) in respect of the annual fees for the individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO, when aggregated with the annual fees for the tenancy transaction with East-Asia Group and leasing of properties with Sun Asia Group to be received/receivable by the Group as landlord, are less than 5% but more than HK$3,000,000, the entering into of the individual agreement for 2026/27 with TSO in respect of the leasing of a property by OIL to TSO is subject to the announcement, annual review and reporting requirements, but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

PRICING POLICY AND MECHANISMS IN RELATION TO THE CONTINUING CONNECTED TRANSACTIONS

Under the pricing policy of the Group in relation to continuing connected transactions, the Group shall determine, review and evaluate the amounts payable/receivable under the respective continuing connected transactions with East-Asia Group, TSO and Sun Asia Group with reference to the rates quoted by or to other independent third parties of comparable goods or services, in order to ensure that the amounts under such transactions are determined and conducted on normal commercial terms. Where it is impracticable to refer to the rates offered by or to independent third parties for comparable goods or services, the Group shall take into consideration the specifications of the goods or services, cost structure, profit margin, transaction amount, market condition and past performance of historical transactions between the Group and the respective connected persons in determining the rate for the amounts payable/receivable for the goods or services contemplated under for the respective continuing connected transactions with East-Asia Group, TSO and Sun Asia Group. In such circumstance, if the Group provides or acquires such goods or services to or from independent third parties in the future, the abovementioned methods, procedures and considerations for determining the price and transaction terms shall be also applicable to such transactions with independent third parties, so that the continuing connected transactions will still be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL PROCEDURES

The abovementioned amount will be submitted to the independent non-executive Directors for their annual review on the pricing so as to ensure its fairness and reasonableness. The Directors consider such methods and procedures detailed above can ensure that the transactions will be conducted on normal commercial terms and will not prejudice the interests of the Company and its Shareholders. In order to ensure the effectiveness of the control procedures and that the transactions are in fact conducted on normal commercial terms and the transaction amounts do not exceed annual caps, the Company adopts the following mechanism:

- project managers are designated to collect the market rate from transactions between the Group and the independent third parties or public domain by conducting online research and/or obtaining quotations from independent third parties from time to time;

- the accounting manager of the Company is designated to check whether the transaction amounts recorded in the accounting system of the Company are consistent with the pricing mechanism monthly;

- in order to ensure that the transaction amounts do not exceed annual caps, the accounting manager is designated and responsible to review and check in the second week of each month the aggregate transaction amounts of continuing connected transactions in the preceding months during the financial year. When the aggregate transaction amounts exceeded 80% of the annual caps, the chief financial officer will liaise with the project managers to consider if revision of annual caps is required and appropriate actions shall be taken accordingly;

- the independent non-executive Directors will conduct an annual review of the implementation of the continuing connected transactions to confirm that such transactions have been entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better and the terms are fair and reasonable and in the interests of the Company and its Shareholders as a whole; and

- the Company's external auditors will conduct an annual review on the continuing connected transactions.

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.

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

GEL, GIL, Marina, SCL, TPI and TSL, are wholly-owned subsidiaries of East-Asia and their principal business activities are properties investment.

HEL, is a wholly-owned subsidiary of East-Asia and principally engaged in massage and spa services.

TXT, is a wholly-owned subsidiary of East-Asia and principally engaged in pets grooming.

Sun Asia, an investment holding company, is indirectly wholly-owned by the Cheung Brothers who are 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.

CKC F&B, a wholly-owned subsidiary of KRL and indirect wholly-owned by Sun Asia, is principally engaged in the operation of a restaurant in Hong Kong.

TKS, a wholly-owned subsidiary of Sun Asia, is a licensed corporation under the Hong Kong Securities and Futures Ordinance and is licensed for dealing in securities and futures contracts. The principal activities of TKS are provision of securities and futures contracts dealing agency service.

TKC, a wholly-owned subsidiary of Sun Asia, is a licensed corporation under the Money Lenders Ordinance and is licensed for money lending business.

TSOH is indirectly owned by the KW Cheung Family Trust as to 51.43%. As the KW Cheung Family Trust indirectly holds 54.49% of the issued share capital of the Company, TSO is a connected person of the Company.

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

DEFINITIONS

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

"2025/26 Tenancy Agreements"	all the separate individual tenancy agreements dated 1 April 2025 entered into between the subsidiaries of the Company and the subsidiaries of East-Asia in respect of the tenancy of properties in Hong Kong and PRC from 1 April 2025 to 31 March 2026
"2026/27 Tenancy Agreements"	all the separate individual tenancy agreements dated 1 April 2026 entered into between the subsidiaries of the Company and the subsidiaries of East-Asia in respect of the tenancy for the Properties from 1 April 2026 to 31 March 2027
"Board"	the board of Directors
"Cheung Brothers"	Messrs. CHEUNG King Shek, CHEUNG King Shan, CHEUNG King Chuen Bobby and CHEUNG King Fung Sunny
"CKC F&B"	CKC Food and Beverage Limited, a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of KRL and in turn wholly-owned by 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

"CTL"	Carries Technology Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
"Director(s)"	director(s) of the Company
"East-Asia"	East-Asia Pacific Limited, a company incorporated in the British Virgin Islands with limited liability, which is indirectly wholly-owned by the KW Cheung Family Trust and thus a connected person of the Company
"East-Asia Group"	East-Asia and its subsidiaries
"GEL"	Glossy Enterprises Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"GIL"	Glossy Investments Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"Group"	the Company and its subsidiaries
"HEL"	Hellomoto Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"KRL"	King's Restaurant Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by 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
"KRL Group"	KRL and its subsidiaries
"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

"Marina"	Marina Trading Inc., a company incorporated in the British Virgin Islands with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"OIL"	Onbo International Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
"PRC"	The People's Republic of China
"Properties"	the Property 1 to Property 12
"SCL"	Silicon Creation Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"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
"subsidiary"	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
"Sun Asia"	Sun Asia Pacific Limited, a company incorporated in the British Virgin Islands with limited liability, 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
"Sun Asia Group"	Sun Asia and its subsidiaries
"TDD"	Telecom Digital Data Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
"TDM"	Telecom Digital Mobile Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
"TDS"	Telecom Digital Services Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
"TKC"	Telecom King Credit Limited, a company incorporated in Hong Kong and wholly-owned by 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

"TKS"	Telecom King Securities Limited, a company incorporated in Hong Kong and wholly-owned by 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
"TPI"	Telecom Properties Investment Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"TSL"	Telecom Service Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"TSO"	Telecom Service One Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by TSOH
"TSOH"	Telecom Service One Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on Main Board of the Stock Exchange (Stock Code: 3997)
"TSOH Group"	TSOH and its subsidiaries
"TXT"	Txtcom Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by East-Asia which is indirectly wholly-owned by the KW Cheung Family Trust, and thus a connected person of the Company
"%"	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, 1 April 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.