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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 2025/26 Tenancy Agreements, entered into between East-Asia Group and the Group, in which setting out the terms and conditions for leasing of the properties 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 1 August 2025, the Group has entered into the Surrender Agreement with SCL to surrender the Surrender Premise under 2025/26 Tenancy Agreements. In accordance with the terms and conditions of the Surrender Agreement, TDS shall surrender the Surrender Premise under the 2025/26 Tenancy Agreements to SCL on 31 August 2025, the Surrender Premise shall be absolutely ceased and terminated, all parties shall release with each other from all liabilities and obligations regarding to the Surrender Agreement thereof.

LISTING RULES IMPLICATIONS

As at the date of this announcement, SCL is a wholly-owned subsidiary of East-Asia, and East-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, SCL 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 paid/payable to East-Asia Group are less than 5% but more than HK\$3,000,000, the revised aggregate annual fees to be paid/payable for the transactions with East-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:

2025/26 Tenancy Agreements (certain subsidiaries of East-Asia as landlord)

Address	Tenant	Landlord	Usage	Term	Monthly rent HK\$
Portion A of Ground Floor, Cheong K. Building, 84-86 Des Voeux Road Central, Hong Kong	TDS	SCL	Shop	1 April 2025–31 March 2026 (Tenancy to be terminated on 31 August 2025)	60,000

TRANSACTIONS WITH EAST-ASIA GROUP

Details of the 2025/26 Tenancy Agreements after entering into the Surrender Agreement:

(A) 2025/26 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 2025–31 March 2026	73,304

Property	Address	Tenant	Landlord	Usage	Term	Monthly rent <i>HK\$</i>
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 2025–31 March 2026	105,000
3	Shop G5, G/F., Commercial Podium Sincere House, 83 Argyle Street, Kowloon	TDS	GEL	Shop	1 April 2025–31 March 2026	80,000
4	Shop A4, G/F., Kam Wah Mansion, No. 226-242 Cheung Sha Wan Road, Kowloon	TDS	SCL	Shop	1 April 2025–31 March 2026	80,000
5	Portion of Shop 4, G/F., 93 Lion Rock Road, Kowloon City, Kowloon	TDS	SCL	Shop	1 April 2025–31 March 2026	40,000
6	Unit A025, 1/F., Nan Fung Centre, 264-298 Castle Peak Road, Tsuen Wan, New Territories	TDS	TPI	Shop	1 April 2025–31 March 2026	80,000
7	Shop C28 & C29, 1/F, Kingswood Richly Plaza, 1 Tin Wu Road, New Territories	TDS	TPI	Shop	1 April 2025–31 March 2026	60,000
8	Shop 6, Wing Light Building, 68-76 Castle Peak Road, Yuen Long, New Territories	TDS	TSL	Shop	1 April 2025–31 March 2026	80,000
9	Roof Level of Ho King Commercial Centre, 2-16 Fa Yuen Street, Mong Kok, Kowloon	CTL	TPI	Cell site	1 April 2025–31 March 2026	2,800
10	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 2025–31 March 2026	2,800

(B) 2025/26 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 2025– 31 March 2026 <i>(Rent-free period: 1 April to 30 June 2025)</i>	161,304
12	Unit B, 9/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon	TXT	OIL	Pet grooming & Inn	1 April 2025– 31 March 2026 <i>(Rent-free period: 1 April to 30 June 2025)</i>	73,304

Revised annual cap for the transactions with East-Asia Group

Reference is made to the announcement of the Company dated 1 April 2025, in relation to the continuing connected transactions with East-Asia Group and 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 the East-Asia Group as landlord for the year ending 31 March 2026 will not exceed HK\$7,967,000. After entering into the Surrender Agreement, 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 the East-Asia Group as landlord for the year ending 31 March 2026 will not exceed HK\$7,547,000. 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 revised aggregate annual fees to be paid/payable to East-Asia Group are less than 5% but more than HK\$3,000,000, the revised aggregate annual fees to be paid/payable for the transactions with East-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.

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 the East-Asia Group as tenant for the year ending 31 March 2026 will not exceed HK\$2,112,000, which remain-unchanged after entering into the Surrender Agreement. As all applicable percentage ratios (other than the profits ratio) in respect of the aggregate annual fees to be received/receivable from the 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.

Reason and benefit for entering into Surrender Agreement

The Group suggested to change the business strategic and will select another suitable location as retail shop, as such, the Group decided to cease and terminate the Surrender Premise on 31 August 2025. After entered into the Surrender Agreement, the Group would maintain the remaining properties under the 2025/26 Tenancy Agreements unchanged. The Surrender Agreement was entered to surrender the Surrender Premise under 2025/26 Tenancy Agreements.

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 is 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, SCL is a wholly-owned subsidiary of East-Asia, and East-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, SCL is 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 paid/payable to East-Asia Group are less than 5% but more than HK\$3,000,000, the revised aggregate annual fees to be paid/payable for the transactions with East-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.

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.

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

“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
“Surrender Premise”	Portion A of Ground Floor, Cheong K. Building, 84-86 Des Voeux Road Central, Hong Kong
“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
“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 1 August 2025 entered into between TDS and SCL to surrender the Surrender Premise under 2025/26 Tenancy Agreements
“TDS”	Telecom Digital Services Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary 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 August 2025

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.