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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)

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

A notice convening the annual general meeting (the “AGM”) of Telecom Digital Holdings Limited (the “Company”) to be held at 9:45 a.m. on Thursday, 25 September 2025 at 4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 33 to 38 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:45 a.m. on 25 September 2025 and/or the Hong Kong Observatory has announced at or before 7:45 a.m. on 25 September 2025 that either of the above mentioned warnings is to be issued within the next two hours or the extreme conditions as announced by the Government of Hong Kong still exists two hours prior to 9:45 a.m. on 25 September 2025, the annual general meeting shall automatically be postponed to the next Business Day on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 7:45 a.m. to 9:45 a.m. or the extreme conditions as announced by the Government of Hong Kong still exists two hours prior to 9:45 a.m. and in such case the annual general meeting shall be held at 9:45 a.m. on that Business Day at 4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong.

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 at the annual general meeting or any adjournment thereof if you so wish. If you attend and vote at the AGM in person, the authority of your proxy will be deemed to have been revoked.**

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

15 August 2025

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 25 September 2025 at 9:45 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 33 to 38 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 Annual General Meeting;
“Board”	the board of directors of the Company;
“Business Day”	a day (not being a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business;
“Company”	Telecom Digital Holdings Limited (電訊數碼有限公司), 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);
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC;
“core connected person(s)”	has the meaning ascribed to this term under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	as defined in paragraph 2 of the Letter from the Board;
“KW Cheung Family Trust”	CKK Investment Limited is wholly-owned by Amazing Gain Limited. The sole shareholder of Amazing Gain Limited is KW Cheung Family Holdings Limited which is in turn wholly-owned by the KW Cheung Family Trust. The KW Cheung Family Trust is a discretionary Trust. The discretionary objects of which include the Cheung Brothers;
“Latest Practicable Date”	11 August 2025 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 existing amended and restated memorandum and articles of association of the Company;
“PRC”	the People’s Republic of China;
“Proposed Amendments”	the proposed changes to the Memorandum and Articles of Association, details of which are set out in Appendix III to this circular;
“Repurchase Mandate”	as defined in paragraph 2 of the Letter from the Board;
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time;
“Share(s)” or “Ordinary 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 Repurchase issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or modified from time to time;
“Treasury Shares”	shall have the meaning ascribed to it in the Listing Rules, as amended from time to time;
“%”	per cent.

LETTER FROM THE BOARD



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:

P.O. Box 31119,
Grand Pavilion,
Hibiscus Way,
802 West Bay Road,
Grand Cayman,
KY1-1205,
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:*

10/F., Telecom Digital Tower,
58 Tsun Yip Street,
Kwun Tong, Kowloon,
Hong Kong

15 August 2025

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED 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 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 20 September 2024. The Existing Mandates will lapse at the conclusion of the AGM. It is therefore proposed that the General Mandates to issue Shares and to repurchase Shares be renewed at the AGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with requisite information regarding certain resolutions to be proposed at the AGM for, inter alia, (i) the approval of the granting of the General Mandates to the Directors; (ii) the re-election of Directors; (iii) proposed amendments to the Memorandum and Articles of Association; and (iv) give you the notice of AGM.

2. GENERAL 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 new Shares (including any sale or transfer of Treasury Shares out of treasury) in accordance with the Listing Rules, not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) (“**Issue Mandate**”) 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. As at the Latest Practicable Date, a total of 403,753,000 Shares were in issue (excluding Treasury Shares). 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 (excluding Treasury 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 (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM (“**Repurchase Mandate**”).

In accordance with the requirements of the Listing Rules, an explanatory statement is set out in Appendix I of 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.

(c) Extend the Issue Mandate

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of Shares which may be allotted, issue and deal with (including any sale or transfer of treasury Shares out of treasury) or agreed conditionally or unconditionally to be allotted, issue and deal with (including any sale or transfer of treasury Shares out of treasury) by the Directors pursuant to such general mandate of the number representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing the resolution approving the Issue Mandate.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

Currently, the Board comprises 9 Directors, of which 6 are executive Directors, namely Messrs. CHEUNG King Shek, CHEUNG King Shan (“**Mr. Cheung KS**”), CHEUNG King Chuen Bobby, CHEUNG King Fung Sunny (“**Mr. Cheng KF**”), WONG Wai Man and Ms. MOK Ngan Chu; and 3 independent non-executive Directors, namely Messrs. LAM Yu Lung (“**Mr. Lam**”), LAU Hing Wah and LO Kam Wing.

By virtue of Article 108(a) of the Articles of Association, Mr. Cheung KS, Mr. Cheung KF and Mr. Lam will retire and, being eligible, offer themselves for re-election at the AGM.

Pursuant to the code provision as set out in paragraph B.2.3 of Part 2 – Principles of Good Corporate Governance, Code Provisions and Recommended in Best Practices of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, any further appointment of an INED serving more than 9 years should be subject to a separate resolution to be approved by the Shareholders. As Mr. Lam has been serving as INED for more than 9 years, separate resolution will be proposed for his re-election at the AGM.

The Company received a confirmation of independence from Mr. Lam pursuant to Rule 3.13 of the Listing Rules. Having considered the requirements and obligations of the INED, including the independence criteria to be taken into account in assessing his independence under Rule 3.13 of the Listing Rules, the nomination committee of the Company (“**Nomination Committee**”), which is responsible for, amongst other matters, assessing the independence of the INED, is satisfied that Mr. Lam continues to be independence. Hence, the Board considers that the long service of Mr. Lam would not affect his exercise of independent judgement. Mr. Lam does not have any management role in the Group and Mr. Lam does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

The Nomination Committee has reviewed the eligibility of Mr. Lam for seeking the re-election at the AGM, and the confirmation of independence provided by Mr. Lam. The Board (including the independent non-executive Directors other than Mr. Lam), through the assessment and recommendation by the Nomination Committee, is of the opinion that Mr. Lam still maintains his independent for the purpose of acting as independent non-executive Director of the Company continuously, and thus recommends Mr. Lam for re-election as a candidate for an independent non-executive Director at the AGM.

The Nomination Committee, having reviewed the Board’s composition, nominated Mr. Cheung KS, Mr. Cheung KF and Mr. Lam to the Board for it to recommend to Shareholders for re-election at the AGM. The nominations were made in accordance with the Company’s nomination policy and the objective criteria (including without limitation, gender, age, cultural and educational background, ethnicity, professional qualification with experience, skill, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy. The Nomination Committee had also taken into account the respective contributions of Mr. Cheung KS, Mr. Cheung KF and Mr. Lam to the Board and their commitment to their roles.

LETTER FROM THE BOARD

The Nomination Committee was satisfied that each of Mr. Cheung KS, Mr. Cheung KF and Mr. Lam has the required character, integrity and experience to continue fulfilling the role of an executive Director (in the case of Mr. Cheung KS and Mr. Cheung KF) and an independent non-executive Director (in the case of Mr. Lam). The Board accepted the Nomination Committee's nominations and recommended Mr. Cheung KS, Mr. Cheung KF and Mr. Lam to stand for re-election by Shareholders at the AGM. The Board considers that each of the re-election of Mr. Cheung KS, Mr. Cheung KF and Mr. Lam is in the best interest of the Company and the Shareholders as a whole. Mr. Cheung KS, Mr. Cheung KF and Mr. Lam abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Information of these Directors required to be disclosed by the Listing Rules are set out in Appendix II of this circular.

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company proposes to amend the Memorandum and Articles of Association in order to (i) reflect and align with the latest regulatory requirements, including the relevant requirements of the Listing Rules in connection with hybrid meetings and electronic voting requirements, treasury shares and the electronic dissemination of corporate communications by listed issuers; (ii) modernize and provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make certain other housekeeping changes.

The full particulars of the Proposed Amendments are set out in the Appendix III to this circular.

A special resolution will be proposed at the AGM for the approval of the Proposed Amendments and adoption of the Amended and Restated Memorandum and Articles of Association. Shareholders are advised that the Proposed Amendments are in English only and that the Chinese translation of the Proposed Amendments contained in the Appendix III to the Chinese version of this circular is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

The legal adviser to the Company as to Hong Kong laws and the legal adviser to the Company as to Cayman Islands laws have respectively confirmed that the Proposed Amendments conform to the requirements of the Listing Rules and do not violate or contravene the laws of the Cayman Islands. The Company confirms that there is nothing unusual in the Proposed Amendments for a company with shares listed on the Main Board of the Stock Exchange.

5. CLOSE OF REGISTER OF MEMBERS FOR ANNUAL GENERAL MEETING

In order to determine the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 September 2025 to Thursday, 25 September 2025, both days inclusive, during which no transfer of shares will be effected. All properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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, not later than 4:00 p.m. on Friday, 19 September 2025. Shareholders whose names are recorded in the register of members of the Company on Thursday, 25 September 2025 are entitled to attend and vote at the AGM.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The resolutions to be proposed at the forthcoming AGM are set out in full in the notice of AGM on pages 33 to 38 of this circular.

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 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) and the Company's website (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 return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof if you so wish. If you attend and vote at the AGM in person, the authority of your proxy will be deemed to have been revoked.**

7. 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.

8. RECOMMENDATIONS

The Directors consider that the resolutions as set out in the notice of the AGM are in the best interests of the Company and its Shareholders as a whole and accordingly recommend you to vote in favour of all resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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.

This explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules which are set out as follow:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 403,753,000 Shares and the Company does not have any Treasury Shares.

Assuming exercise in full of the Repurchase Mandate, on the basis of the total number of 403,753,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or re-purchased prior to the AGM, the Directors would be authorised to re-purchase up to 40,375,300 Shares, representing 10% of the issued share capital of the Company (excluding any treasury Shares), during the period ending on the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from its Shareholders to enable the Company to repurchase its Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and its Shareholders as a whole.

If the Company repurchase Shares pursuant to the general repurchase mandate, the Company may cancel the repurchased Shares and/or hold such Shares as Treasury Shares. Shares bought back and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the applicable laws of the Cayman Islands.

Shares repurchased by the Company may be held by the Company as treasury Shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

3. FUNDING AND IMPACT OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate must be funded out of funds which are legally available for the purpose in accordance with the Memorandum, the Articles and the applicable laws of the Cayman Islands.

The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. The amount of premium payable on the repurchase may only be paid out of either funds of the Company which would otherwise be available for dividend or distribution or the share premium account.

4. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

(ii) Substantial Shareholders

Long Position:

Name of Shareholders	Number of issued Shares held	Approximate percentage of the Shares in issue	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
CKK Investment Limited ^(Note 1)	220,000,000	54.49%	60.54%
Amazing Gain Limited ^(Note 1)	220,000,000	54.49%	60.54%
KW Cheung Family Holdings Limited ^(Note 1)	220,000,000	54.49%	60.54%
HSBC International Trustee Limited ^(Note 1)	220,000,000	54.49%	60.54%
Ms. TANG Fung Yin Anita ^(Note 2)	240,506,000	59.57%	66.18%
Ms. YEUNG Ho Ki ^(Note 2)	240,638,000	59.60%	66.22%

Notes:

- 220,000,000 Ordinary Shares of the Company (representing approximately 54.49% of the issued Shares) were held by CKK Investment Limited (“CKK Investment”), CKK Investment is a wholly-owned subsidiary of Amazing Gain. The sole shareholder of Amazing Gain is KW Cheung Family Holdings Limited (“KWCFH”), which HSBC International Trustee Limited is the sole shareholder and trustee of KWCFH. The Cheung Brothers are the beneficiary owner and directors of the KWCFH, and the directors of CKK Investment. Therefore, each of the Cheung Brothers is deemed to be interested in the shares of the Companies (shown in the table above) which held by the KW Cheung Family Trust under the SFO.
- Ms. TANG Fung Yin Anita and Ms. YEUNG Ho Ki, spouse of Mr. CHEUNG King Shan and Mr. CHEUNG King Fung Sunny respectively, in which are deemed to be interested in the Shares held by Messrs. CHEUNG King Shan and Mr. CHEUNG King Fung Sunny under the SFO.

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.

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% (excluding Treasury Shares).

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. GENERAL

The Directors consider that there might be a material adverse impact on the working capital or gearing position as disclosed in the audited financial statements of the Company for the year ended 31 March 2025 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate. In the event that the Company repurchases any Shares, the Company may cancel such repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of such repurchase.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any of its core connected persons (as defined in the Listing Rules) that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has bought back any of the Company's Shares (whether on the Stock Exchange or otherwise) during the 6 months immediately preceding the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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:

Month	Highest HK\$	Lowest HK\$
2024		
July	0.78	0.61
August	0.76	0.65
September	0.72	0.65
October	1.00	0.65
November	0.81	0.65
December	0.78	0.70
2025		
January	0.78	0.70
February	0.78	0.71
March	0.80	0.55
April	0.69	0.50
May	0.70	0.61
June	0.69	0.61
July	0.88	0.61
August (up to and including the Latest Practicable Date)	0.78	0.70

Source: The Stock Exchange of Hong Kong Limited

APPENDIX II INFORMATION OF DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, the details information of the three retiring Directors, namely Mr. CHEUNG King Shan, Mr. CHEUNG King Fung Sunny and Mr. LAM Yu Lung, proposed to be re-elected at the AGM is set out below:

EXECUTIVE DIRECTORS

Mr. CHEUNG King Shan (“**Mr. Cheung KS**”), aged 66, was appointed as a Director in November 2002, re-designated as a non-executive Director in March 2014 and re-designated as an executive Director on 8 September 2015. Mr. Cheung KS 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. Mr. Cheung KS graduated from the Carleton University in Ottawa, Canada with a bachelor’s degree in art in November 1983. Mr. Cheung KS is the younger brother of Mr. Cheung King Shek (chairman and executive Director), and the elder brother of Mr. Cheung King Chuen Bobby (executive Director) and Mr. Cheung KF (chief executive officer and executive Director). Mr. Cheung KS has been a non-executive director of TSO Holdings since August 2012. Mr. Cheung KS is a director for each of CKK Investment, Amazing Gain and KWCFH, which have disclosure interests in the Company under the provisions of the SFO.

Mr. CHEUNG King Fung Sunny (“**Mr. Cheung KF**”), aged 57, was appointed as a Director in November 2002, re-designated as an executive Director in March 2014 and appointed as the chief executive officer of the Company on 8 September 2015. Mr. Cheung KF joined the Group in 1990 and is primarily responsible for overseeing the financial management, sales and marketing and special ad hoc projects and played a major role in the growth of the sales volume and customer base of the Group. Mr. Cheung KF graduated from the University of Western Ontario in Canada with a bachelor’s degree in administrative and commercial studies in October 1990. Mr. Cheung KF is the chairman of the La Salle Foundation Limited since November 2024. Mr. Cheung KF is the younger brother of Mr. Cheung King Shek (chairman and executive Director), Mr. Cheung KS (executive Director) and Mr. Cheung King Chuen Bobby (executive Director). Mr. Cheung KF has been an executive director of TSO Holdings since August 2012, and was appointed as its chief executive officer in August 2014. Mr. Cheung KF is a director for each of CKK Investment, Amazing Gain and KWCFH, which have disclosure interests in the Company under the provisions of the SFO.

Each of Mr. Cheung KS and Mr. Cheung KF has entered into a service agreement with the Company for an initial term, both are commencing from 30 May 2014, 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 KS and Mr. Cheung KF 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 KS and Mr. Cheung KF are interested in the Shares as disclosed in the Appendix I.

APPENDIX II INFORMATION OF DIRECTORS TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Yu Lung (“**Mr. Lam**”), aged 60, 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. He has over 35 years of experience in the accountancy profession and currently is a partner of ZHONGHUI ANDA CPA LIMITED. 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), a company listed on the Main Board of the Stock Exchange, 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.

Mr. Lam has served as an INED for more than 9 years. He is not involved in the daily management of the Company and does not have any relationship or is not under any circumstance which would interfere with his ability to carry out his duties as an INED impartially and independently. In addition, Mr. Lam continues to perform the attributes of an INED and there is no evidence that his tenure has had any impact on his independence. Further, as an independent non-executive Director with extensive experience and knowledge and in-depth understanding of the Company’s operations and business, Mr. Lam has expressed objective views and given independent guidance to the Company over the past years. Mr. Lam had high attendance rates at Board, committees and general meetings in the past three years. Mr. Lam is a practicing certified public accountant in Hong Kong, therefore he is able to provide valuable and useful advices to the Company in accounting area. In light of the above, the Board is of the opinion that Mr. Lam remains independent notwithstanding the length of his service and the Board believes that his valuable knowledge and experience in the Group’s business and his general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole. As such, the Board recommends Mr. Lam for re-election as an INED at the AGM.

Mr. Lam does not hold any interests in the securities of the Company.

Save as disclosed above, each of Mr. Cheung KS, Mr. Cheung KF and Mr. Lam, (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 KS, Mr. Cheung KF and Mr. Lam 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.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The following are the Proposed Amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Amended and Restated Memorandum and Articles of Association. If the serial numbering of the clauses of the Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Amended and Restated Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

THE MEMORANDUM OF ASSOCIATION

Clause No.	Proposed amendments showing changes to the existing memorandum of association of the Company
2.	The registered office will be situated at the offices of Tricor Services (Cayman Islands) Vistra (Cayman) Limited, Second Floor, Century Yard, Cricket Square, P.O. Box 902, P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1403205, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

THE ARTICLES OF ASSOCIATION

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
1(b).	<u>WORD</u>	<u>MEANING</u>
	<u>"Company's website"</u>	<u>means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</u>
	<u>"electronic"</u>	<u>means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;</u>
	<u>"electronic communication"</u>	<u>means a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;</u>
	<u>"electronic means"</u>	<u>means and includes sending or otherwise making available to the intended recipients of the communication in electronic format;</u>

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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Article No.	Proposed amendments showing changes to the existing articles of association of the Company
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1(b).	<u>WORD</u>	<u>MEANING</u>
	<u>“electronic meeting”</u>	<u>means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>
	<u>“electronic record”</u>	<u>has the same meaning as in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;</u>
	<u>“hybrid meeting”</u>	<u>means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>
	<u>“Meeting Location”</u>	<u>has the meaning given to it by Article 71A(1);</u>
	<u>“physical meeting”</u>	<u>means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;</u>
	<u>“Principal Meeting Place”</u>	<u>has the meaning given to it by Article 65;</u>
	<u>“Shareholder” or “member”</u>	<u>means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;</u>
	<u>“Transfer Office”</u>	<u>means the place where the principal register of Shareholders is located for the time being; and</u>
	<u>“Treasury Share(s)”</u>	<u>means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s).</u>

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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Article No.	Proposed amendments showing changes to the existing articles of association of the Company
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| (iii) | subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and |
| (iv) | references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; |
| (v) | <u>references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u> |
| (vi) | <u>Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;</u> |
| (vii) | <u>references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u> |
| (viii) | <u>references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;</u> |
| (ix) | <u>references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (b) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;</u> |

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
(x)	<u>references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and</u>
(xi)	<u>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u>
15. (b)	<u>Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.</u>
(bc) (i)	Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
(ed) (i)	The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.
15A.	<u>Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:</u> <u>(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and</u> <u>(b) the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with.</u>
15B.	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share. Nothing in this Article 15B prevents an allotment of shares as fully paid bonus shares in respect of a Treasury Share and shares allotted as fully paid bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.</u>

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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15C.	<u>The Company shall be entered in the Register as the holder of the Treasury Shares. However:</u>
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(a)	<u>the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and</u>
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(b)	<u>a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u>
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15D.	<u>Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.</u>
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15E.	<u>Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:</u>
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(a)	<u>cancel any one or more Treasury Shares; or</u>
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(b)	<u>transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u>
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63.	<u>All general meetings other than annual general meetings shall be called extraordinary general meetings. A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
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63A.	<u>All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held: (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, (b) as a hybrid meeting, or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>
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| 64. | <p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner <u>may convene a physical meeting at only one location which will be the Principal Meeting Place</u>, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p> |
| 65. | <p>An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company other than an annual general meeting shall be called by at least 14 days' notice in writing. <u>The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business.</u> The notice <u>for every general meeting</u> 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:</p> |

Article No. Proposed amendments showing changes to the existing articles of association of the Company

70. (1) Subject to Article 70(2), The ~~the~~ Chairman (if any) 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 of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.
- (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 70(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.
71. Subject to Article 71A, ~~The~~ ~~the~~ 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(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) 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.

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| <u>71A.</u> | <p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following:</u></p> <p style="padding-left: 40px;">(a) <u>where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p> <p style="padding-left: 40px;">(b) <u>members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> |
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- (c) where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.
- (3) The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

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(4) If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.

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- (5) The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.
- (6) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

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- (a) when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and
- (b) notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.
- (7) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A(4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
- (8) Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.

Article No. Proposed amendments showing changes to the existing articles of association of the Company

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. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. A poll may be demanded by:
- 79B. All members (including a member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
82. A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting or adjourned meeting or postponed meeting (as the case may be), be delivered.
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 or postponed 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 chairman of the meeting, whose decision shall be final and conclusive.

Article No. Proposed amendments showing changes to the existing articles of association of the Company

88. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.
- (2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with Article 88(1), shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
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| 91. | A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, <u>or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified,</u> at least 2 hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used. |
| 175. | (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post <u>in accordance with Article 180(A)(ii)</u> together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice. |

Article No. Proposed amendments showing changes to the existing articles of association of the Company

- 180(A). (ii) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such electronic address as may from time to time be supplied ~~authorised~~ by the Shareholder concerned or by publishing it on a the Company's website ~~and notifying the Shareholder concerned that it has been so published~~ and the website of the HK Stock Exchange.
181. (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of (i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice. Where the registered address of the Shareholder is outside the Relevant Territory, notice, (i) if given through the post, shall be sent by prepaid airmail letter where available, or (ii) if served by electronic means, shall be sent in accordance with Article 180 (A)(ii).

Article No. Proposed amendments showing changes to the existing articles of association of the Company

- (b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, or, in case of electronic communications, fails to supply his electronic address or a correct electronic address, to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document. ~~served in the manner so described which~~ Any notice or document served in the manner so described shall be sufficient service as regards Shareholders with no registered or incorrect addresses, or, in case of electronic communications, no or an incorrect electronic address, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.
- (c) If on 3 consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic means to his electronic address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or a new electronic address for the service of notices on him.

Article No. Proposed amendments showing changes to the existing articles of association of the Company

- (d) Notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.
- (e) Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.

182. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or made available on a the Company's website and the website of the HK Stock Exchange shall be deemed to have been served or delivered on the first day it was so published.

NOTICE OF ANNUAL GENERAL MEETING



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 4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 25 September 2025 at 9:45 a.m. (if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above or the extreme conditions as announced by the Hong Kong Special Administrative Government in force on Thursday, 25 September 2025, the provisions contained in Note i below shall be applicable) for the following purposes:

ORDINARY RESOLUTIONS

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 2025.
2.
 - (a) To re-elect Mr. CHEUNG King Shan as executive director of the Company.
 - (b) To re-elect Mr. CHEUNG King Fung Sunny as executive director of the Company.
 - (c) To re-elect Mr. LAM Yu Lung as 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:

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT

- (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “Shares”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules on the Stock Exchange) out of treasury if permitted under the Listing Rules), and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or to be allotted and issue (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issue (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of Shares; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which Shares shall be subscribed, and/or in the number of Shares which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or

NOTICE OF ANNUAL GENERAL MEETING

- (v) a specified authority granted by the shareholders of the Company in general meeting of the Company;

shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (d) the Company may not issue securities convertible into shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as defined in paragraph (e) of this Resolution) of the shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company; or (ii) any securities convertible into new shares of the Company, for cash consideration under the General Mandate (as defined in paragraph (e) of this Resolution); and

- (e) 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; or
- (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; and
- (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.

“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).”

NOTICE OF ANNUAL GENERAL MEETING

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 excluding treasury shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (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; or
 - (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.”

7. **“THAT**

conditional upon Resolutions nos. 5 and 6 above being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) pursuant to Resolution no. 5 be and is hereby extended by the addition thereto of the number representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 6 above, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

8. “**THAT** (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix III of the circular of the Company dated 15 August 2025, be and are hereby approved; (b) the new amended and restated memorandum and articles of association of the Company (the “**New M&A**”) produced at the meeting and initialled by the chairman of the meeting for the purposes of identification be and is hereby approved and adopted in substitution for and to the exclusion to the existing amended and restated memorandum and articles of association of the Company with immediate effect, from the close of the meeting; and (c) (i) any of the directors of the Company shall be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient to give effect to the adoption of the New M&A and to make such filing in Hong Kong as is necessary in connection with this resolution, and (ii) the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands as is necessary in connection with this resolution.”

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

Hong Kong, 15 August 2025

Registered office:
P.O. Box 31119,
Grand Pavilion,
Hibiscus Way,
802 West Bay Road,
Grand Cayman,
KY1-1205,
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
10/F., Telecom Digital Tower,
58 Tsun Yip Street,
Kwun Tong, Kowloon,
Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Monday, 22 September 2025 to Thursday, 25 September 2025, 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, 19 September 2025.

NOTICE OF ANNUAL GENERAL MEETING

- (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) A form of proxy for use at the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.TDHL.cc).
- (i) If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:45 a.m. on Thursday, 25 September 2025 and/or the Hong Kong Observatory has announced at or before 7:45 a.m. on Thursday, 25 September 2025 that either of the above mentioned warnings is to be issued within the next two hours or the extreme conditions as announced by the Government of Hong Kong still exists two hours prior to 9:45 a.m. on Thursday, 25 September 2025, the annual general meeting shall automatically be postponed to the next Business Day on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted between the hours from 7:45 a.m. to 9:45 a.m. or the extreme conditions as announced by the Government of Hong Kong still exists two hours prior to 9:45 a.m. and in such case the annual general meeting shall be held at 9:45 a.m. on that Business Day at 4/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong. "Business Day", in this context, shall mean a day (not being a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business.

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.

As at the date of this notice, the executive directors of the Company 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 of the Company are Messrs. LAM Yu Lung, LAU Hing Wah and LO Kam Wing.