THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Telecom Digital
電訊數碼
Wireless Data

Telecom Digital Holdings Limited
電訊數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6033)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR, 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 10:45 a.m. on Thursday, 27 August 2026 at 3/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 16 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

If a tropical cyclone warning signal number 8 or above is hoisted, a "black" rainstorm warning is in force in Hong Kong, and/or "extreme conditions" are announced by the Hong Kong Government at any time between 8:45 a.m. and 10:45 a.m. on 27 August 2026, the annual general meeting shall automatically be postponed to the next Business Day, or any later day as determined by the Company. The Company will post an announcement on the websites of both the Stock Exchange and the Company to notify shareholders of the details of the rescheduled meeting. The AGM will be held as scheduled when a tropical cyclone warning signal number 3 or below or an "amber" or a "red" rainstorm warning is in force. Shareholders should make their own decision as to whether they would attend the AGM under bad weather condition bearing in mind their own situations.

Whether or not you are intend to attend the AGM, you are encouraged to complete and sign the form of proxy in accordance with the instructions stated thereon and return 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. **The return of a completed proxy form will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should 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.

4 August 2026

CONTENTS

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 3/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 27 August 2026 at 10:45 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 21 of this circular, or any adjournment thereof;
"Articles of Association"	the memorandum and articles of association of the Company as amended and restated from time to time;
"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;
"CCASS"	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"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);
"Companies Act"	the Companies Act of the Cayman Islands, as revised and amended from time to time
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Mandate"	as defined under section 2 "Proposed Grant of the General Mandates" 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, entire issued share capital of which is held by a trustee of 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"	3 August 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Repurchase Mandate"	as defined under section 2 "Proposed Grant of the General Mandates" 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 Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time;
"Treasury Shares"	has the meaning ascribed thereto under the Listing Rules and as amended from time to time;
"%"	per cent.

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

Independent Non-executive Directors:
Mr. LAM Yu Lung
Mr. LAU Hing Wah, *BBS, MH, JP*
Mr. LO Kam Wing

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

4 August 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding certain resolutions to be proposed and to seek your approval at the AGM including, inter alia, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of the retiring Directors; (iii) the re-appointment of auditor; and (iv) give Shareholders the notice of AGM.

2. PROPOSED GRANT OF THE GENERAL MANDATES

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 repurchase, on the Stock Exchange, Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) on the date of passing of such resolution ("**Repurchase Mandate**"); and (ii) to allot, issue and otherwise deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury, if any) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) ("**Issue Mandate**") as at the date of passing such resolution; and (iii) to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate at the AGM.

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 ordinary resolution approving the grant of the Issue Mandate at the AGM, and assuming no further Shares will be issued or repurchased after the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised to issue a maximum of 80,750,600 Shares (excluding Treasury Shares) under the Issue Mandate.

An explanatory statement required by the Listing Rules is set out in Appendix I of this circular containing requisite information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

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

By virtue of Article 108(a) and (b) of the Articles of Association, Mr. Cheung KS, Ms. Mok and Mr. Lau shall retire by rotation at the AGM. All of the retiring Directors, being eligible, have offered themselves for re-election at the AGM. The biographical details of the above retiring Directors are set out in Appendix II to this circular.

Pursuant to the code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, it states that further appointment of an independent non-executive Director serving more than 9 years should be subject to a separate resolution to be approved by the Shareholders. As Mr. Lau has been serving as an independent non-executive Director for more than 9 years, a separate resolution shall be proposed for his re-election at the AGM.

Notwithstanding that Mr. Lau has served the Company for more than nine years, the Board and the Nomination Committee consider Mr. Lau to be a person of integrity and independent in judgment and character. In particular, when assessing the independence of Mr. Lau, the Board and the Nomination Committee noted that (i) none of the factors in the independence criteria to be taken into account in assessing his independence under Rule 3.13 of the Listing Rules is applicable to Mr. Lau; (ii) during the tenure of Mr. Lau as an independent non-executive Director, he has given impartial advice and exercised independent judgment on the affairs of the Company when participating in meetings of the Board and the committees of the Board (as applicable); and (iii) Mr. Lau does not have any management role in the Group and nor does he have any relationship with any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, the Board and the Nomination Committee received the written confirmation of independence from Mr. Lau.

The Board and the Nomination Committee are of the view that, despite the length of service, Mr. Lau maintains an independent mindset and provides invaluable expertise, knowledge, experience, professionalism, continuity and stability to the Board, and the Group has benefited greatly from his contribution, valuable insight and in-depth knowledge and experience in the Group's business. Hence, the Board, upon the recommendation of the Nomination Committee, has determined to propose separate resolutions for the re-appointment of Mr. Lau as an independent non-executive Director to the Shareholders for approval at the AGM.

Having regard to the structure, size and composition (including skills, knowledge, experience and diversity profile) of the Board, the Nomination Committee considered and assessed the suitability of Mr. Cheung KS, Ms. Mok and Mr. Lau for re-election in accordance with the Board Diversity Policy, Director's Nomination Policy, and the Company's corporate strategy, with due regard to the diversity perspectives set out in the Board Diversity Policy. The Nomination Committee has also taken into account the aforesaid Directors' time commitment and contribution to the Board, the skills mix of the Board, as well as their ability, diverse qualifications, experience and background. The Nomination Committee was satisfied that each of Mr. Cheung KS, Ms. Mok and Mr. Lau has the required character, integrity and experience to continue fulfilling the role of a Director and thereby recommended the re-election and the re-appointment of the aforesaid Directors to the Board. Accordingly, the Board has proposed that the aforesaid Directors, namely Mr. Cheung KS, Ms. Mok and Mr. Lau, stand for re-election and re-appointment as Directors by way of separate resolutions at the AGM. The Board considers that the re-election of the aforesaid Directors is in the best interests of the Company and the Shareholders as a whole. The aforesaid Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Biographical details of the Directors who are proposed to be re-elected at the AGM as required to be disclosed by the Listing Rules are set out in Appendix II of this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 March 2026 were audited by SHINEWING (HK) CPA Limited whose term of office will expire upon the conclusion of the AGM in accordance with the Articles of Association.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. A proposed resolution will also authorise the Board to fix its remuneration as auditor of the Company. SHINEWING (HK) CPA Limited have indicated their willingness to be re-appointed as auditor of the Company for the said period. The estimated annual audit fee of the consolidated financial statements of the Company for the year ending 31 March 2027 is expected to be in the range of approximately HK$950,000 and approximately HK$1,050,000, exclusive of out-of-pocket expenses.

The above estimated audit fee was determined after due consideration and arm's length negotiations between the Company and the auditor, taking into account, among other things, the size, nature and complexity of the Group's business operations, the planned business activities, the expected scope of the audit, the proposed audit timetable, and the auditors' resources required to perform the audit for the year ending 31 March 2027, which were expected to be similar to those in the year ended 31 March 2026.

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, 24 August 2026 to Thursday, 27 August 2026, 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, 21 August 2026. Shareholders whose names are recorded in the register of members of the Company on Thursday, 27 August 2026 are entitled to attend and vote at the AGM.

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 16 to 21 of this circular.

Pursuant to Rule 13.39(4) of 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. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll pursuant to the Articles of Association. An announcement on the poll voting results will be published on the websites of Stock Exchange and the Company respectively after the AGM in the manner prescribed under Rule13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Stock Exchange (www.hkexnews.hk) and the Company (www.TDHL.cc) respectively. Whether or not you intend to attend the AGM, you are encouraged to complete and sign the form of proxy in accordance with the instructions stated thereon and return 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. **The return of a completed proxy form will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should 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

This Appendix serves as an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for 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 granting of the Repurchase Mandate.

1. SHARE CAPITAL

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

Subject to the passing of the ordinary resolution set out in item 6 of the AGM notice in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised to repurchase up to 40,375,300 Shares, representing 10% of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing the relevant resolution at the AGM.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share attributable to the Shareholders and/or earnings per Share 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 in Treasury. 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, permitted under the Listing Rules, the Articles of Association, and all applicable laws and regulations of the Cayman Islands.

If there are any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) not, or 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.

3. FUNDING AND IMPACT OF REPURCHASES

Repurchase of Shares must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules, the laws of Cayman Islands and/or any other applicable laws, as the case may be. The Company shall not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. The Company may make repurchases out of profits of the Company or out of proceeds of a fresh issuance of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

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 2026 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 intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing levels of the Company, which in the opinion of the Directors, are from time to time appropriate for the Company.

4. TAKEOVERS CODE IMPLICATIONS

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 will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, 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.

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**
Long Position in the Shares:			
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%

Note: Messrs. CHEUNG King Shek, CHEUNG King Shan, CHEUNG King Chuen Bobby and CHEUNG King Fung Sunny (collectively, the "**Cheung Brothers**").

(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)* ("**CKK Investmen**t")	220,000,000	54.49%	60.54%
Amazing Gain Limited *(Note 1)* ("**Amazing Gain**")	220,000,000	54.49%	60.54%

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
KW Cheung Family Holdings Limited *(Note 1)* ("**KWCFH**")	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%	66.19%
Ms. YEUNG Ho Ki *(Note 2)*	240,638,000	59.60%	66.22%

Notes:

1. 220,000,000 Shares of the Company (representing approximately 54.49% of the issued Shares) were held by CKK Investment, which is a wholly-owned subsidiary of Amazing Gain. The sole shareholder of Amazing Gain is KWCFH, entire issued share capital of which is held by HSBC International Trustee Limited as trustee of the KW Cheung Family Trust. The Cheung Brothers are the beneficiaries of the KW Cheung Family Trust, and the directors of each of the CKK Investment and Amazing Gain. 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.

2. Ms. TANG Fung Yin Anita and Ms. YEUNG Ho Ki, spouse of Messrs. CHEUNG King Shan and Mr. CHEUNG King Fung Sunny respectively, are deemed to be interested in the shares held by Messrs. CHEUNG King Shan and Mr. CHEUNG King Fung Sunny, respectively, under the SFO.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to the extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

5. GENERAL

The Directors confirm that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. The Board confirms that neither the explanatory statement nor the proposed share repurchase has any unusual features.

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.

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$*	**Lowest** *HK$*
2025		
July	0.88	0.61
August	0.83	0.70
September	0.77	0.71
October	0.76	0.69
November	0.69	0.62
December	0.70	0.60
2026		
January	0.70	0.58
February	0.64	0.58
March	0.64	0.55
April	0.61	0.50
May	0.68	0.52
June	0.66	0.53
July	0.64	0.51
August (up to and including the Latest Practicable Date)	0.51	0.51

The biographical details of the Directors, namely, Mr. CHEUNG King Shek, Ms. MOK Ngan Chu, and Mr. LAU Hing Wah, proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. CHEUNG King Shek ("**Mr. Cheung KS**"), aged 74, was appointed as a Director in November 2002, appointed as the chairman of the Company and re-designated as an executive Director in March 2014. He also holds directorships in certain subsidiaries of the Company. He joined the Group in 1981 and is responsible for the overall strategic planning and corporate policies as well as overseeing the operations of the Group. Mr. Cheung KS brings to the Group more than 45 years of experience in the telecommunications industry and has achieved a solid track record of achievements. Under his leadership and stewardship, the Group has grown to be a versatile service provider in the telecommunications industry. Mr. Cheung KS graduated with a bachelor's degree in commerce from the University of New South Wales in April 1976 and a master degree in business administration from the University of Melbourne in Australia in August 1981. Mr. Cheung KS is the chairman of Hong Kong Radio Paging Association Limited, and an honorary citizen of Swatow City. He is the elder brother of Mr. CHEUNG King Shan (executive Director), Mr. CHEUNG King Chuen Bobby (executive Director) and Mr. CHEUNG King Fung Sunny (chief executive officer and executive Director). Mr. Cheung KS has been the chairman and a non-executive director of Telecom Service One Holdings Limited ("**TSO Holdings**", stock code: 3997, a company listed on Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since August 2012. Mr. Cheung KS is a director of each of CKK Investment, Amazing Gain and KWCFH, which have disclosure interests in the Company under the provisions of the SFO.

Ms. MOK Ngan Chu ("**Ms. Mok**"), aged 70, was appointed as an executive Director in March 2014 and became a member of the nomination committee of the Company with effect from 18 June 2025. She is currently the chief operating officer of the Group who is responsible for customer services and business operation. Ms. Mok joined the Group in July 1977. For the 49 years' service for the Group, Ms. Mok has rich experience in customer services and business operation, especially in handling the customers' enquiries and complaints, retaining the clients, setting up workflow for the staff and daily operational policies. Ms. Mok completed her secondary education in Hong Kong.

Each of Mr. Cheung KS and Ms. Mok has entered into a service agreement with the Company for an initial fixed term and has been renewed automatically for successive term of 12-month until which 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. Mr. Cheung KS and Ms. Mok is entitled to a remuneration of HK$1,944,000 and HK$564,000 per annum respectively 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 Ms. Mok are interested in the Shares as disclosed in the Appendix I.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lau Hing Wah, ***BBS, MH, JP***, ("**Mr. Lau**") aged 70, was appointed as an independent non-executive Director on 28 April 2017 (with effect from 1 May 2017). He is the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company. Mr. Lau is currently a committee member of the Tsing Yi (North East) Area Committee, Kwai Tsing District Office starting from 1 April 2024. He is currently a director and chairman of Asia Pacific Holdings Corp. Limited. He also serves as a director and the chief executive officer of Asia Pacific Power Electric Limited and a director of Cooltech Global Limited and Asia Pacific New Energy Limited, all of which are wholly-owned subsidiaries of Asia Pacific Holdings Corp. Limited. Mr. Lau has 49 years of experience in electrical engineering profession. He served as a member of the Community Investment & Inclusion Fund, Home and Youth Affairs Bureau, HKSAR since 2023, a council member (director) of the Hong Kong Repertory Theatre Limited since 2022, a member of The Sixth Term of the Election Committee, HKSAR since 2021, a chairman of the Friends of the Community Chest Kwai Tsing District Committee since 2021, a non-official member of the Correctional Services Department Complaints Appeal Board (CSDCAB) since 2020, the 3rd vice president of Hong Kong Justice of the Peace Association Limited since 2019, a chairman of Kwai Tsing District Junior Police Call Honorary Presidents Council since 2015, and a school board member of Hong Kong and Kowloon Chiu Chow Public Association Secondary School since 2012. He also served as a committee member of the 11th and 12th of Heilongjiang Provincial Committee of the People's Political Consultative Conference.

Mr. Lau has entered into a letter of appointment with the Company for an initial term of three years, and renewed automatically for successive 12-month periods, subject to provisions on removal, retirement by rotation, vacation and termination as set out 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. Lau does not hold any interests in the securities of the Company.

Save as disclosed above, none of Mr. Cheung KS, Ms. Mok and Mr. Lau, (i) hold any other position in the Company or any of its subsidiaries nor did he/she hold any other directorships in other 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) has any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules)of the Company, (iii) has 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 the above Directors that need to be brought to the attention of the Shareholders nor is there any information need to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

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 3/F, Telecom Digital Tower, 58 Tsun Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 27 August 2026 at 10:45 a.m. 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 2026.

2. (a) To re-elect Mr. CHEUNG King Shek as an executive director of the Company.

   (b) To re-elect Ms. MOK Ngan Chu as an executive director of the Company.

   (c) To re-elect Mr. LAU Hing Wah as an independent non-executive director of the Company.

3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

4. To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**

(a) subject to paragraph (c) and (d) 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

(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 Rule 13.36(5) under the Listing Rules) 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; 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)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**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. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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.”

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

Hong Kong, 4 August 2026

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) 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, 24 August 2026 to Thursday, 27 August 2026, 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 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, 21 August 2026. Shareholders whose names are recorded in the register of members of the Company on Thursday, 27 August 2026 are entitled to attend and vote at the AGM.

(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/her/it. 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/her/it to attend and vote on his/her/it 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) Biographical 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 websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.TDHL.cc).

(i) If a tropical cyclone warning signal number 8 or above is hoisted, a "black" rainstorm warning is in force in Hong Kong, and/or "extreme conditions" are announced by the Hong Kong Government at any time between 8:45 a.m. and 10:45 a.m. on 27 August 2026, the annual general meeting shall automatically be postponed to the next Business Day, or any later day as determined by the Company. The Company will post an announcement on the websites of both the Stock Exchange and the Company to notify shareholders of the details of the rescheduled meeting. The AGM will be held as scheduled when a tropical cyclone warning signal number 3 or below or an "amber" or a "red" rainstorm warning is in force. Shareholders should make their own decision as to whether they would attend the AGM under bad weather condition bearing in mind their own situations. "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.

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.