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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)**

**REVISION OF ANNUAL CAP  
FOR CONTINUING CONNECTED TRANSACTIONS  
WITH SUN ASIA GROUP**

**REVISION OF ANNUAL CAP FOR THE TRANSACTIONS WITH SUN ASIA GROUP**

Reference is made to the announcement of the Company dated 31 March 2023, in which it was announced, among other things, that the existing annual caps for the transactions with Sun Asia Group is fixed based on the aggregate annual fees and the amount of goods to be purchased or sold for respective transactions for the year ending 31 March 2024 to HK\$9,940,000.

On 30 August 2023, the Group has an additional transaction with Sun Asia Group which leasing of a property by Onbo to CKKJP. The Board expects that the existing annual cap for the transactions with Sun Asia Group for the year ending 31 March 2024 will be insufficient, and has therefore resolved to revise the relevant annual cap.

**LISTING RULES IMPLICATIONS**

As at the date of this announcement, CKKJP is an indirect wholly-owned by Sun Asia which is ultimately owned by the Cheung Brothers, as well as, Cheung Brothers are the beneficiary of the Cheung Family Trust (the controlling shareholder of the Company indirectly interested in 54.49% of the issued share capital of the Company), and hence, CKKJP is a connected person of the Company. Accordingly, the additional transaction with Sun Asia Group constitutes continuing connected transactions for the Company, which is required to be aggregated with the transactions with Sun Asia Group, under Chapter 14A of the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) in respect of the revised annual cap for the transactions with Sun Asia Group for the year ending 31 March 2024 are less than 5% but more than HK\$3,000,000, the revised annual cap is subject to the announcement, annual review and reporting requirements, but exempt from the circular (include independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## REVISION OF ANNUAL CAP FOR THE TRANSACTIONS WITH SUN ASIA GROUP

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On 30 August 2023, the Group has an additional transaction with Sun Asia Group which leasing of a property by Onbo to CKKJP. The Board expects that the existing annual cap for the transactions with Sun Asia Group for the year ending 31 March 2024 will be insufficient, and has therefore resolved to revise the relevant annual cap. The details of the additional transaction is set out below:

### *Leasing of a property by Onbo to CKKJP*

On 30 August 2023, Onbo as landlord, entered into the Tenancy Agreement with CKKJP as tenant, in relation to the Property. The rental was determined by both parties through negotiation with reference to the prevailing market rent of similar properties in nearby location. The annual cap for the year ending 31 March 2024 determined based on the turnover forecasted by CKKJP is fixed to HK\$800,000. The principle terms of the Tenancy Agreement is set out below:

Address	Tenant	Landlord	Usage	Term	Monthly rent HK\$
Unit A, 1/F, 58 Tsun Yip Street, Kwun Tong, Kowloon	CKKJP	Onbo	Restaurant	1 September 2023 to 31 March 2024	217,000 (Notes)

#### *Notes:*

- Including building management fee;
- Rent-free period from 1 September 2023 to 31 December 2023; and
- Additional turnover rent: 5% on the portion of monthly gross turnover which over HK\$2,000,000.

## Revised annual cap for the transactions with Sun Asia Group

The additional transaction involves CKKJP with the Group, the aggregate annual fees payable/receivable by the Group for the transactions with Sun Asia Group will be increased. It is expected that the existing annual cap is insufficient for the series of transactions with Sun Asia Group for the year ending 31 March 2024. Therefore, the Board resolved to revise the existing annual cap for the transactions with Sun Asia Group to HK\$10,740,000 for the year ending 31 March 2024. The revision of annual cap which increase the existing annual cap by the anticipated additional amounts payable from CKKJP to Onbo respectively.

## Reasons and benefits of the additional transaction with Sun Asia Group

Onbo is a company incorporated in Hong Kong and is wholly-owned subsidiary of the Company, which is principally engaged in property investment and being the registered owner of the Property.

The additional transaction with Sun Asia Group is arrived at after arm's length negotiation and is on normal commercial terms. The rental under the Tenancy Agreement was determined with reference to the prevailing market rent of similar properties in the nearby locations. The Group will receive the monthly rental in accordance with the Tenancy Agreement, and in the same manner as the tenancy agreements with independent third parties.

The Directors (except the Cheung Brothers who have material interest in the transactions with Sun Asia Group and who abstained from participating in the approval of the relevant Board resolutions due to conflict of interests), including the independent non-executive Directors, are of the view that the additional transaction with Sun Asia Group and revision of annual cap are in the ordinary and usual course of business of the Company, and that the transactions with Sun Asia Group including the revision of annual caps are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CKKJP is an indirect wholly-owned by Sun Asia which is ultimately owned by the Cheung Brothers, as well as, Cheung Brothers are the beneficiary of the Cheung Family Trust (the controlling shareholder of the Company indirectly interested in 54.49% of the issued share capital of the Company), and hence, CKKJP is a connected person of the Company. Accordingly, the additional transaction with Sun Asia Group constitutes continuing connected transactions for the Company, which is required to be aggregated with the transactions with Sun Asia Group, under Chapter 14A of the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) in respect of the revised annual cap for the transactions with Sun Asia Group for the year ending 31 March 2024 are less than 5% but more than HK\$3,000,000, the revised annual cap is subject to the announcement, annual review and reporting requirements, but exempt from the circular (include independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **GENERAL INFORMATION**

The Company is listed on Main Board of the Stock Exchange. The Group is principally engaged in the telecommunications and related business in Hong Kong, including (i) retail sales of mobile phones and other consumer goods and related services; (ii) distribution of mobile phones and related services; and (iii) provision of operation services to Sun Mobile Limited, an associate owned as to 40% by the Group and as to 60% by HKT Limited.

Onbo, a wholly-owned subsidiary of the Company, is principally engaged in properties investment.

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

CKKJP, indirect wholly-owned subsidiaries of Sun Asia, are principally engaged in the operation of restaurant in Hong Kong.

## DEFINITIONS

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

“Board”	the board of Directors
“Cheung Brothers”	Messrs. CHEUNG King Shek, CHEUNG King Shan, CHEUNG King Chuen Bobby and CHEUNG King Fung Sunny
“Cheung Family Trust”	a discretionary trust established for the benefit of the Cheung Brothers and their family members
“CKKJP”	CKK Japanese Restaurant Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of Sun Asia
“Company”	Telecom Digital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6033)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the rules governing the listing of securities on the Stock Exchange
“Onbo”	Onbo International Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“Property”	Unit A, 1/F., 58 Tsun Yip Street, Kwun Tong, Kowloon
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Sun Asia”	Sun Asia Pacific Limited, a company incorporated in the British Virgin Islands with limited liability, which is ultimately owned by the Cheung Brothers who are the beneficiary of the Cheung Family Trust

“Sun Asia Group”	Sun Asia and its subsidiaries
“Tenancy Agreement”	the tenancy agreement dated 30 August 2023 entered into between CKKJP and Onbo in respect of the tenancy for the Property
“%”	per cent

Certain amounts and percentage figures included in this announcement have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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

Hong Kong, 30 August 2023

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

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