

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Telecom Digital Holdings Limited (the “Company”) dated 26 May 2014.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.



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

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET
OF THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

**Number of Placing Shares : 100,000,000 Shares (subject to the
Over-allotment Option)**

**Placing Price : HK\$1.00 per Placing Share (payable in full
on application, plus brokerage of 1%,
SFC transaction levy of 0.003% and
Stock Exchange trading fee of 0.005%)**

Nominal Value : HK\$0.01 per Share

Stock Code : 8336

Sole Sponsor



Guotai Junan Capital Limited

Sole Bookrunner and Sole Lead Manager



Guotai Junan Securities (Hong Kong) Limited

Co-Lead Manager



Telecom Digital Securities Limited

As required under the GEM Listing Rules and the Companies Ordinance, copies of the prospectus are available, for information purpose only, at the offices of (1) Guotai Junan Securities (Hong Kong) Limited at 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong; and (2) Ever-Long Securities Company Limited at 18th Floor, Dah Sing Life Building, 99–105 Des Voeux Road Central, Hong Kong, during 4:30 p.m. to 5:00 p.m. on Monday, 26 May 2014 and during 9:00 a.m. to 5:00 p.m. from Tuesday, 27 May 2014 to Friday, 30 May 2014 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 100,000,000 Placing Shares for subscription by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

In connection with the Placing, the Company has granted the Over-allotment Option to the Sole Lead Manager. Under the Over-allotment Option, which is exercisable on or before Sunday, 29 June 2014, being the 30th day after the Listing Date, the Sole Lead Manager shall have the right to require the Company to allot and issue at the Placing Price up to an aggregate of 15,000,000 additional new Shares, representing 15% of the Placing Shares initially made available for subscription under the Placing. Any such additional Shares may be issued to cover any excess demand in the Placing and in the event that the Over-allotment Option is exercised, the Sole Lead Manager in its sole and absolute discretion may decide to whom and the proportions in which the additional Shares will be allotted. If the Over-allotment Option is exercised in full, the Company will be required to issue 15,000,000 additional new Shares, representing approximately 3.6% of the Company's total enlarged number of Shares in issue immediately following completion of the Placing and the Capitalisation Issue and the exercise of the Over-allotment Option but without taking into account any Shares which may fall to be issued upon the exercise of any option that may be granted under the Share Option Scheme.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in the section headed "Structure and Conditions of the Placing — Conditions of the Placing" in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the GEM Website and the Company's website at www.telecomdigital.cc on the next business day immediately following the date of such lapse.

Prospective investors should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth under the section headed "Underwriting — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 30 May 2014.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Capitalisation Issue and the Placing and upon the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price will be HK\$1.00 per Placing Share. Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the indication of level of interest in the Placing will be announced on the GEM Website and the Company's website at www.telecomdigital.cc on or before Thursday, 29 May 2014.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 30 May 2014. Shares will be traded in board lots of 4,000 Shares. The GEM stock code for the Shares is 8336.

By order of the Board
Telecom Digital Holdings Limited
Cheung King Shek
Chairman

Hong Kong, 26 May 2014

As at the date of this announcement, the executive Directors are Mr. Cheung King Shek, Mr. Cheung King Fung Sunny, Ms. Mok Ngan Chu and Mr. Wong Wai Man, the non-executive Directors are Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby and the independent non-executive Directors are Mr. Hui Ying Bun, Mr. Ho Nai Man Paul and Mr. Lam Yu Lung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the GEM website and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.telecomdigital.cc.