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Telecom Service One Holdings Limited

電訊首科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8145)

CONTINUING CONNECTED TRANSACTIONS

(1) TENANCY AGREEMENTS WITH EAST-ASIA GROUP

On 31 March 2015, GEL, GIL and ORL as landlords entered into the New Tenancy Agreements and Renewal Tenancy Agreements with TSO (a wholly-owned subsidiary of the Company) as tenants respectively in relation to the tenancy of the Properties.

GEL, GIL and ORL are wholly-owned subsidiaries of East-Asia. East-Asia is indirectly wholly-owned by the Cheung Family Trust which indirectly holds 55% of the issued share capital of the Company. As such, each of East-Asia, GEL, GIL and ORL is a connected person of the Company under the GEM Listing Rules. Accordingly, the New Tenancy Agreements and Renewal Tenancy Agreements constitute continuing connected transactions for the Company.

Pursuant to Rule 20.79 of the GEM Listing Rules, the transactions contemplated under the New Tenancy Agreements and Renewal Tenancy Agreements are required to be aggregated with the transactions under the Other Existing Tenancy Agreements (which are also continuing connected transactions for the Company). As all applicable percentage ratios in respect of the total annual rentals under the New Tenancy Agreements, Renewal Tenancy Agreements and the Other Existing Tenancy Agreements are less than 25% and such total annual rentals are less than HK\$10,000,000, such tenancy agreements are exempt from the circular (including independent financial advice) and shareholders' approval requirements, but are subject to requirements regarding announcement, annual reporting and annual review under Chapter 20 of the GEM Listing Rules.

(2) RENEWAL OF PARTS AND COMPONENTS PURCHASE AGREEMENT WITH SAP

The Existing Parts and Components Purchase Agreement regarding the purchase of parts and components such as parts for repairing pagers and two-way mobile data communication device and mobile phone accessories from SAP Group will expire on 31 March 2015. On 31 March 2015, TSO entered into the Renewal Parts and Components Purchase Agreement with SAP for a new term of three years commencing on 1 April 2015 and to fix the annual caps for the three years ending 31 March 2016, 2017 and 2018 to HK\$5,000,000, HK\$2,500,000 and HK\$1,500,000 respectively.

As SAP is wholly-owned by the Cheung Brothers, who are Directors and controlling shareholders of the Company, each of SAP and its subsidiaries is an associate of the Cheung Brothers and therefore is a connected person of the Company under the GEM Listing Rules. Accordingly, the Renewal Parts and Components Purchase Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company.

As all applicable percentage ratios in respect of the estimated annual purchase under the Renewal Parts and Components Purchase Agreement is less than 25% and such purchase fees are less than HK\$10,000,000, the Renewal Parts and Components Purchase Agreement and the transactions contemplated thereunder are exempt from the circular (including independent financial advice) and shareholders' approval requirement, but are subject to requirements regarding announcement, annual reporting and annual review under Chapter 20 of the GEM Listing Rules.

(3) RENEWAL OF MOBILE PHONE ACCESSORIES SALE AGREEMENT WITH SUN MOBILE

The Existing Mobile Phone Accessories Sale Agreement with Sun Mobile regarding the sale of mobile phone accessories to Sun Mobile will expire on 31 March 2015. On 31 March 2015, TSO entered into the Renewal Mobile Phone Accessories Sale Agreement with Sun Mobile for a new term of three years commencing on 1 April 2015 and to fix the annual caps for the three years ending 31 March 2016, 2017 and 2018 to HK\$9,500,000 respectively.

Sun Mobile is indirectly 40%-owned by TDHL which is indirectly 55%-owned by the Cheung Family Trust. As the Cheung Family Trust indirectly holds 55% of the issued share capital of the Company, Sun Mobile is a connected person of the Company under the GEM Listing Rules. Accordingly, the Renewal Mobile Phone Accessories Sale Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company.

As all applicable percentage ratios in respect of the estimated annual sales under the Renewal Mobile Phone Accessories Sale Agreement is less than 25% and such sales fees are less than HK\$10,000,000, the Renewal Mobile Phone Accessories Sale Agreement and the transactions contemplated thereunder are exempt from the circular (including independent financial advice) and shareholders' approval requirements, but are subject to requirements regarding announcement, annual reporting and annual review under Chapter 20 of the GEM Listing Rules.

**(4) MASTER AGREEMENT WITH TDHL
– Provision of logistic services to TSO by TSN**

With the amendments to the GEM Listing Rules on connected transactions, the continuing connected transactions regarding the provision of logistic services to TSO by TSN under the Master Agreement with TDHL have become exempted continuing connected transactions pursuant to the new Rule 20.74(1)(c) of the GEM Listing Rules. The Company will apply the exemption under Rule 20.74(1)(c) to the continuing connected transactions regarding the provision of logistic services to TSO by TSN under the Master Agreement with TDHL, and such provision of logistic services will no longer be reported nor subject to the requirements for annual reporting and annual review under Chapter 20 of the GEM Listing Rules. The exemption under Rule 20.74(1)(c) of the GEM Listing Rules will continue to apply to the provision of logistic services so long as such transactions satisfy the applicable requirements under Rule 20.74(1)(c) of the GEM Listing Rules.

(1) TENANCY AGREEMENTS WITH EAST-ASIA GROUP

The Board announces that on 31 March 2015, GEL, GIL and ORL as landlords entered into the New Tenancy Agreements and Renewal Tenancy Agreements with TSO as tenant respectively in relation to the tenancy of the Properties.

New Tenancy Agreements dated 31 March 2015

The principal terms of the New Tenancy Agreements are set out below.

New Tenancy Agreement A

Landlord: GEL

Tenant: TSO

Property A: Unit 1005, 10/F., Ginza Plaza, No.2A Sai Yeung Choi Street South, Kowloon, Hong Kong

Usage: repair centre

Saleable area: 772 sq. ft.

Term: two years from 1 April 2015 to 31 March 2017 (both days inclusive)

Rent: HK\$29,336 per month (exclusive of government rates, government rent and building management fee)

Deposit: HK\$88,008

New Tenancy Agreement B

Landlord: GIL

Tenant: TSO

Property B: Unit 1006, 10/F., Ginza Plaza, No.2A Sai Yeung Choi Street South, Kowloon, Hong Kong

Usage: repair centre

Saleable area: 1,021 sq. ft.

Term: two years from 1 April 2015 to 31 March 2017 (both days inclusive)

Rent: HK\$38,798 per month (exclusive of government rates, government rent and building management fee)

Deposit: HK\$116,394

New Tenancy Agreement C

Landlord: ORL

Tenant: TSO

Property C: 12/F., Ginza Plaza, No. 2A Sai Yeung Choi Street South, Mongkok, Kowloon, Hong Kong

Usage: repair centre

Saleable area: 4,357 sq. ft.
Term: two years from 1 April 2015 to 31 March 2017 (both days inclusive)
Rent: HK\$165,566 per month (exclusive of management fee and air-conditioning charges but inclusive of government rates and government rent)
Deposit: HK\$496,698

Renewal Tenancy Agreements dated 31 March 2015

The principal terms of the Renewal Tenancy Agreements are set out below.

First Existing Tenancy Agreement

Landlord: ORL
Tenant: TSO
Property D: Unit 1807, 18/F., Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong
Usage: head office, repair centre and warehouse
Saleable area: 5,511 sq. ft.
Term: two years from 1 April 2015 to 31 March 2017 (both days inclusive)
Rent: HK\$72,200 per month (exclusive of government rates, government rent and building management fee)
Deposit: HK\$216,600

Fourth Existing Tenancy Agreement

Landlord: GIL
Tenant: TSO
Property E: Unit 1805 & Portion B of Unit 1806, 18/F, Riley House, No. 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong
Usage: head office and repair centre
Saleable area: 8,380 sq. ft.
Term: two years from 1 April 2015 to 31 March 2017 (both days inclusive)
Rent: HK\$109,840 per month (exclusive of government rates, government rent and management fee)
Deposit: HK\$329,520

Sixth Existing Tenancy Agreement

Landlord:	ORL
Tenant:	TSO
Property F:	Unit B, 15/F, Kyoto Plaza, No. 491-499 Lockhart Road, Causeway Bay, Hong Kong
Usage:	repair centre
Saleable area:	1,284 sq. ft.
Term:	one year and eight months from 1 August 2015 to 31 March 2017 (both days inclusive)
Rent:	HK\$38,520 per month (exclusive of government rates, government rent and management fee)
Deposit:	HK\$115,560

Aggregate Annual Caps of the New Tenancy Agreements, Renewal Tenancy Agreements and the Other Existing Tenancy Agreements

The aggregate annual caps for the New Tenancy Agreements, Renewal Tenancy Agreements and the Other Existing Tenancy Agreements based on the total annual rental payable thereunder during their respective terms of tenancy for each of the years ending 31 March 2016 and 2017 will be as follows:

	For the year ending 31 March	
	2016	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>
<i>New Tenancy Agreement A</i>	352	352
<i>New Tenancy Agreement B</i>	466	466
<i>New Tenancy Agreement C</i>	1,987	1,987
<i>First Existing Tenancy Agreement</i>	866	866
Second Existing Tenancy Agreement	462	462
<i>Fourth Existing Tenancy Agreement</i>	1,318	1,318
Fifth Existing Tenancy Agreements	222	222
<i>Sixth Existing Tenancy Agreement</i>	452	462
Eighth Existing Tenancy Agreement	609	254
Ninth Existing Tenancy Agreement	154	51
	6,888	6,440

Further details of the Other Existing Tenancy Agreements are as follows:

Address	Landlord	Date of tenancy agreement	Term	Monthly rent	Usage and area
<i>Second Existing Tenancy Agreement</i> Unit B, 23/F., Kyoto Plaza, No. 491-499 Lockhart Road, Causeway Bay, Hong Kong	ORL	30 June 2014	two years and nine months from 1 July 2014 to 31 March 2017	HK\$38,520 per month (exclusive of management fee, air-conditioning charges, government rates and government rent)	repair centre Saleable area: 1,284 sq. ft.

Address	Landlord	Date of tenancy agreement	Term	Monthly rent	Usage and area
<i>Fifth Existing Tenancy Agreement</i> Portion of Unit A, 23/F., Kyoto Plaza, No. 491-499 Lockhart Road, Causeway Bay, Hong Kong	GEL	30 June 2014	two years and nine months from 1 July 2014 to 31 March 2017	HK\$18,480 per month (exclusive of management fee, air-conditioning charges, government rates and government rent)	repair centre Saleable area: 616 sq. ft.
<i>Sixth Existing Tenancy Agreement</i> Unit B, 15/F., Kyoto Plaza, No. 491-499 Lockhart Road, Causeway Bay, Hong Kong	ORL	31 July 2013	two years from 1 August 2013 to 31 July 2015	HK\$35,952 (exclusive of rates, management fees and all other outgoings)	repair centre Saleable area: 1,284 sq. ft.
<i>Eighth Existing Tenancy Agreement</i> Unit 1808, 18/F., Riley House, No.88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong	GIL	31 July 2014	two years from 1 September 2014 to 31 August 2016	HK\$50,760 per month (exclusive of government rates, government rent and building management fee)	repair and refurbishment centre Saleable area: 3,875 sq. ft.
<i>Ninth Existing Tenancy Agreement</i> Rua de Pequim, n°s 170-174, Edificio Centro Commercial Kong Fat, 16° andar portion of D1 and E1, em Macau	HKMag	31 July 2014	two years from 1 August 2014 to 31 July 2016	HK\$12,810 per month (exclusive of building management fee)	service centre Saleable floor area: 915 sq. ft.

Reasons for entering into New Tenancy Agreements and Renewal Tenancy Agreements

The Properties have been rented by TSO for use as its head office, repair centre and warehouse and the Group considers that the Properties are suitable for the business of the Group. Thus TSO entered into the New Tenancy Agreements and Renewal Tenancy Agreements to secure the Properties for continue to be used as its head office, repair centre and warehouse.

The terms of the New Tenancy Agreements and Renewal Tenancy Agreements are arrived at after arm's length negotiation and are on normal commercial terms. The rentals under the New Tenancy Agreements and Renewal Tenancy Agreements were determined with reference to the prevailing market rent of similar properties in the nearby locations. The Directors (except the Cheung Brothers who abstained from participating in the approval of the relevant Board resolution in view of their material interests in the New Tenancy Agreements and Renewal Tenancy Agreements by virtue of being discretionary objects of the Cheung Family Trust), including the independent non-executive Directors, considered that the terms of the New Tenancy Agreements and Renewal Tenancy Agreements are fair and reasonable and the New Tenancy Agreements and Renewal Tenancy Agreements are on normal commercial terms, in the ordinary and usual course of business of the Group, and in the interests of the Company and its shareholders as a whole.

Implications under GEM Listing Rules

GEL, GIL and ORL, being property holding companies, are indirectly wholly-owned by the Cheung Family Trust which indirectly holds 55% of the issued share capital of the Company. As such, GEL, GIL and ORL are connected persons of the Company under the GEM Listing Rules. Accordingly, the New Tenancy Agreements and Renewal Tenancy Agreements constitute continuing connected transactions for the Company.

Pursuant to Rule 20.79 of the GEM Listing Rules, the transactions contemplated under the New Tenancy Agreements and Renewal Tenancy Agreements are required to be aggregated with the transactions under the Other Existing Tenancy Agreements (which are also continuing connected transactions for the Company). As all applicable percentage ratios in respect of the total annual

rentals under the New Tenancy Agreement, Renewal Tenancy Agreements and the Other Existing Tenancy Agreements are less than 25% and such total annual rentals are less than HK\$10,000,000, such tenancy agreements are exempt from the circular (including independent financial advice) and shareholders' approval requirements, but are subject to requirements regarding announcement, annual reporting and annual review under Chapter 20 of the GEM Listing Rules.

(2) RENEWAL OF PARTS AND COMPONENTS PURCHASE AGREEMENT WITH SAP

Background

Reference is made to the continuing connected transactions previously disclosed in the paragraph headed "Continuing Connected Transaction – Non-exempt Continuing Connected Transactions – Purchase of parts and components from SAP (and its subsidiaries)" in the Prospectus. The Existing Parts and Components Purchase Agreement will expire on 31 March 2015.

Existing Parts and Components Purchase Agreement

Under the Existing Parts and Components Purchase Agreement, TSO has agreed to purchase parts and components such as parts for repairing pagers and two-way mobile data communication devices and mobile phone accessories from SAP Group.

The annual caps of the Existing Parts and Components Purchase Agreement for each of the three years ended 31 March 2013, 31 March 2014 and 31 March 2015 are set out below

For the year ended 31 March 2013 – HK\$1,250,000
For the year ended 31 March 2014 – HK\$1,380,000
For the year ended 31 March 2015 – HK\$1,520,000

For each of the three years ended 31 March 2013, 31 March 2014 and 31 March 2015, none of the respective annual cap amount of the Existing Parts and Components Purchase Agreement was exceeded.

Renewal Parts and Components Purchase Agreement

As TSO wishes to continue the continuing connected transactions under the Existing Parts and Components Purchase Agreement after its expiry on 31 March 2015, TSO entered into the Renewal Parts and Components Purchase Agreement, with details as follows:

Date: 31 March 2015

Parties: (1) TSO
(2) SAP

Scope of services: TSO shall purchase parts and components such as parts for repairing pagers and two-way mobile data communication device and mobile phone accessories from SAP Group.

Price: The price of the parts and components purchased from SAP Group is at cost plus certain percentage of the value of the orders. The prices of the parts and components are determined by TSO and SAP with reference to the prevailing market rate of similar products. The terms offered to TSO under the Renewal Parts and Components Purchase Agreement are no less favourable than those offered to other independent third parties in the ordinary course of business.

Term:	From 1 April 2015 to 31 March 2018
Annual caps:	For the year ending 31 March 2016 – HK\$5,000,000 For the year ending 31 March 2017 – HK\$2,500,000 For the year ending 31 March 2018 – HK\$1,500,000
Basis for determining annual caps:	The annual caps under the Renewal Parts and Components Purchase Agreement are determined based on (i) the historical amount of parts and components purchased, (ii) the projected increase in the purchase price, and (iii) taking into account that more parts and components in the pagers and two-way mobile data communication devices may become defective due to normal wear and tear, which results in consumption of more parts and components for replacement.

Reasons for the Renewal Parts and Components Purchase Agreement

TSO has been purchasing parts and components such as parts for repairing pagers and two-way mobile data communication devices and mobile phone accessories from SAP Group since 2006. The principal activity of SAP is investment holding and that of its subsidiary which provides parts and components to TSO is design, manufacture and selling of telecommunication products. It is in the normal and ordinary course of business of TSO to continue purchase such parts and components from SAP Group.

The terms of the Renewal Parts and Components Purchase Agreement are arrived at after arm's length negotiation and are on normal commercial terms. The Directors (except the Cheung Brothers who abstained from participating in the approval of relevant Board resolution in view of their material interests in the Renewal Parts and Components Purchase Agreement by virtue of being the directors and shareholders of SAP), including the independent non-executive Directors, are of the view that the terms of the Renewal Parts and Components Purchase Agreement and the new annual caps for the Renewal Parts and Components Purchase Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

Implications under GEM Listing Rules

As SAP is wholly-owned by the Cheung Brothers, who are Directors and controlling shareholders of the Company, each of SAP and its subsidiaries is an associate of the Cheung Brothers and therefore is a connected person of the Company under the GEM Listing Rules. Accordingly, the Renewal Parts and Components Purchase Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company.

As all applicable percentage ratios in respect of the estimated annual purchase under the Renewal Parts and Components Purchase Agreement is less than 25% and such purchase fees are less than HK\$10,000,000, the Renewal Parts and Components Purchase Agreement and the transactions contemplated thereunder are exempt from the circular (including independent financial advice) and shareholders' approval requirements, but are subject to requirements regarding announcement, annual reporting and annual review under Chapter 20 of the GEM Listing Rules.

(3) RENEWAL OF MOBILE PHONE ACCESSORIES SALE AGREEMENT WITH SUN MOBILE

Background

Reference is made to the continuing connected transactions previously disclosed in paragraph headed "Continuing Connected Transaction – Exempt Continuing Connected Transactions – Sale of mobile phone accessories to New World Mobility Limited" in the Prospectus and the announcement of the Company dated 13 December 2013. The Existing Mobile Phone Accessories

Sale Agreement with Sun Mobile will expire on 31 March 2015.

Existing Mobile Phone Accessories Sale Agreement

Under the Existing Mobile Phone Accessories Sale Agreement, TSO has agreed to sell mobile phone accessories to Sun Mobile, which would give such accessories to its customers as gifts or premium.

The sales of mobile phone accessories from TSO to Sun Mobile for the year ended 31 March 2013 amounted to approximately HK\$963,000. The annual caps of the Existing Mobile Phone Accessories Sale Agreement for each of the two years ended 31 March 2014 and 31 March 2015 are set out below:

For the year ended 31 March 2014 - HK\$2,500,000

For the year ended 31 March 2015 - HK\$7,000,000

For each of the two years ended 31 March 2014 and 31 March 2015, none of the respective annual cap amount of the Existing Mobile Phone Accessories Sale Agreement was exceeded.

Renewal Mobile Phone Accessories Sale Agreement

As TSO wishes to continue the continuing connected transactions under the Existing Mobile Phone Accessories Sale Agreement after its expiry on 31 March 2015, TSO entered into the Renewal Mobile Phone Accessories Sale Agreement, with details as follows:

Date: 31 March 2015

Parties: (1) TSO
(2) Sun Mobile

Scope of services: TSO shall sell mobile phone accessories to Sun Mobile.

Price: The mobile phone accessories are sold at cost plus a certain percentage of markup. The price of such mobile phone accessories is determined by TSO and Sun Mobile with reference to the prevailing market rate of similar products. The terms offered to TSO under the Renewal Mobile Phone Accessories Sale Agreement are no less favourable than those offered to other independent third parties in the ordinary course of business.

Term: From 1 April 2015 to 31 March 2018

Annual caps: For the year ending 31 March 2016 – HK\$9,500,000
For the year ending 31 March 2017 – HK\$9,500,000
For the year ending 31 March 2018 – HK\$9,500,000

Basis for determining annual caps: The annual caps under the Renewal Mobile Phone Accessories Sale Agreement are determined based on (i) the historical transactions between TSO and Sun Mobile and (ii) the estimated demand of Sun Mobile for mobile phone accessories.

Reasons for the Renewal Mobile Phone Accessories Sale Agreement

Sun Mobile is principally engaged in provision of mobile services in Hong Kong and sources mobile phone accessories such as mobile phone cases, chargers and batteries as well as other kinds of accessories and goods in order to provide gifts to their own customers. The transactions under the Renewal Mobile Phone Accessories Sale Agreement relate to normal sale of goods entered into the ordinary course of business of the Group, and enable the Group to profit therefrom.

The terms of the Renewal Mobile Phone Accessories Sale Agreement are arrived at after arm's length negotiation and are on normal commercial terms. The Directors (except the Cheung Brothers who abstained from participating in the approval of relevant Board resolution in view of their material interests in the Renewal Mobile Phone Accessories Sale Agreement by virtue of being discretionary objects of the Cheung Family Trust), including the independent non-executive Directors, are of the view that the terms of the Renewal Mobile Phone Accessories Sale Agreement and the new annual caps for the Renewal Mobile Phone Accessories Sale Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

Implications under GEM Listing Rules

Sun Mobile is indirectly 40%-owned by TDHL which is indirectly 55%-owned by the Cheung Family Trust. As the Cheung Family Trust indirectly holds 55% of the issued share capital of the Company, Sun Mobile is a connected person of the Company under the GEM Listing Rules. Accordingly, the Renewal Mobile Phone Accessories Sale Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under the GEM Listing Rules.

As all applicable percentage ratios in respect of the estimated annual sales under the Renewal Mobile Phone Accessories Sale Agreement is less than 25% and such sales fees are less than HK\$10,000,000, the Renewal Mobile Phone Accessories Sale Agreement and the transactions contemplated thereunder are exempt from the circular (including independent financial advice) and shareholders' approval requirements, but are subject to requirements regarding announcement, annual reporting and annual review under Chapter 20 of the GEM Listing Rules.

(4) MASTER AGREEMENT WITH TDHL – Provision of logistic services to TSO by TSN

Reference is made to the announcement of the Company dated 22 May 2014 regarding the Master Agreement with TDHL, *inter alia*, the continuing connected transactions regarding the provision of logistic services to TSO by TSN under the Master Agreement with TDHL, pursuant to which TSN (a wholly-owned subsidiary of TDHL) has been providing logistic services for delivery of goods (for example, defective devices for repair and refurbishment) between the office, service centres and collection points of the Group. The fees charged by TSN are on a "per delivery" basis. The fees for the services are determined by TSO and TSN with reference to the prevailing market rate of similar services. The annual caps for the logistic service fee payable by the Group to TSN for the three years ended/ending 31 March 2015, 2016 and 2017 are HK\$850,000, HK\$900,000 and HK\$950,000 respectively and that the annual cap amount for the year ended 31 March 2015 was not exceeded.

TDHL is indirectly 55%-owned by the Cheung Family Trust which indirectly holds 55% of the issued share capital of the Company, and is therefore a connected person of the Company under the GEM Listing Rules.

With the amendments to the GEM Listing Rules on connected transactions effective were on 1 July 2014, the aforesaid provision of logistic services to TSO by TSN under the Master Agreement with TDHL have become exempted continuing connected transactions pursuant to the new Rule 20.74(1)(c) of the GEM Listing Rules, as the total annual consideration for the provision of logistic services to TSO by TSN is and is expected to be under HK\$3,000,000. Accordingly, the Company will apply the exemption under Rule 20.74(1)(c) to the continuing connected transactions regarding the provision of logistic services to TSO by TSN under the Master Agreement with TDHL, and such provision of logistic services will no longer be reported nor subject to the requirements for annual reporting and annual review under Chapter 20 of the GEM Listing Rules. The exemption under Rule 20.74(1)(c) of the GEM Listing Rules will

continue to apply to the provision of logistic services so long as such transactions satisfy the applicable requirements under Rule 20.74(1)(c) of the GEM Listing Rules.

GENERAL

The Company is listed on the GEM and is principally engaged in investment holding. The principal activities of its subsidiaries (including TSO) are providing repair and refurbishment services for mobile phones and other personal electronic products as well as sale of related accessories therefor.

TERMS USED IN THIS ANNOUNCEMENT

“Board”	board of the Directors
“Cheung Brothers”	Mr. Cheung King Shek, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny
“Cheung Family Trust”	a discretionary trust established for the benefit of certain family members of the Cheung family, the discretionary objects of which include the Cheung Brothers
“Company”	Telecom Service One Holdings Limited, the shares of which are listed on the GEM
“Eighth Existing Tenancy Agreement”	the tenancy agreement dated 31 July 2014 entered into between GIL and TSO
“Directors”	directors of the Company
“East-Asia”	East-Asia Pacific Limited, a company incorporated in British Virgin Islands with limited liability and indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“East-Asia Group”	East-Asia and its subsidiaries
“Existing Mobile Phone Accessories Sale Agreement”	the agreement dated 6 May 2013 made between TSO and Sun Mobile in relation to the sale of mobile phone accessories to Sun Mobile from the Listing Date to 31 March 2015
“Existing Parts and Components Purchase Agreement”	the agreement dated 13 May 2013 made between TSO and SAP in relation to the purchase of parts and components such as parts for repairing pagers and two-way mobile data communication devices and mobile phone accessories from SAP Group from the Listing Date to 31 March 2015
“Fifth Existing Tenancy Agreement”	the tenancy agreement dated 30 June 2014 entered into between GEL and TSO

“First Existing Tenancy Agreement”	the tenancy agreement dated 31 March 2015 entered into between ORL and TSO in relation to Property D
“Fourth Existing Tenancy Agreement”	the tenancy agreement dated 31 March 2015 entered into between GIL and TSO in relation to Property E
“GEL”	Glossy Enterprises Limited, a company incorporated in Hong Kong with limited liability and indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“GIL”	Glossy Investment Limited, a company incorporated in Hong Kong with limited liability and indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“HKMag”	H.K. Magnetronic Company Limited, a company incorporated in Hong Kong with limited liability and indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“Listing Date”	the date of listing of the Company’s shares on the GEM, i.e. 30 May 2013
“Master Agreement with TDHL”	the Master Agreement entered into between TSO and TDHL on 22 May 2014 in relation to various continuing connected transactions between the same parties for a term of three years commencing from 22 May 2014
“New Tenancy Agreements”	the New Tenancy Agreement A, the New Tenancy Agreement B and the New Tenancy Agreement C
“New Tenancy Agreement A”	the New tenancy agreement dated 31 March 2015 between GEL and TSO in respect of Property A
“New Tenancy Agreement B”	the New tenancy agreement dated 31 March 2015 between GIL and TSO in respect of Property B
“New Tenancy Agreement C”	the New tenancy agreement dated 31 March 2015 between ORL and TSO in respect of Property C

“Ninth Existing Tenancy Agreement”	the tenancy agreement dated 31 July 2014 entered into between HKMag and TSO
“ORL”	Oceanic Rich Limited, a company incorporated in Hong Kong with limited liability and indirectly wholly-owned by the Cheung Family Trust, and thus a connected person of the Company
“Other Existing Tenancy Agreements”	The Second Existing Tenancy Agreement, the Fifth Existing Tenancy Agreement, the Sixth Existing Tenancy Agreement, the Eighth Existing Tenancy Agreement and the Ninth Existing Tenancy Agreement
“Properties”	Property A, Property B, Property C, Property D, Property E and Property F
“Property A”	Unit 1005, 10/F., Ginza Plaza, No.2A Sai Yeung Choi Street South, Kowloon, Hong Kong
“Property B”	Unit 1006, 10/F., Ginza Plaza, No.2A Sai Yeung Choi Street South, Kowloon, Hong Kong
“Property C”	12/F., Ginza Plaza, No. 2A Sai Yeung Choi Street South, Mongkok, Kowloon, Hong Kong
“Property D”	Unit 1807, 18/F, Riley House, No. 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong
“Property E”	Unit 1805 & Portion B of Unit 1806, 18/F, Riley House, No. 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong
“Property F”	Unit B, 15/F, Kyoto Plaza, No. 491-499 Lockhart Road, Causeway Bay, Hong Kong
“Prospectus”	The prospectus of the Company dated 23 May 2013
“Renewal Mobile Phone Accessories Sale Agreement”	the agreement dated 31 March 2015 entered into between TSO and Sun Mobile in relation to the sale of mobile phone accessories to Sun Mobile for a term of three years commencing 1 April 2015
“Renewal Parts and Components Purchase Agreement”	the agreement dated 31 March 2015 entered into between TSO and SAP in relation to the purchase of parts and components such as parts for repairing pagers and two-way mobile data communication devices and mobile phone accessories from SAP Group for a term of three years commencing 1 April 2015

“Renewal Tenancy Agreements”	the Renewal Tenancy Agreement A, Renewal Tenancy Agreement B and Renewal Tenancy Agreement C
“Renewal Tenancy Agreement A”	the renewal tenancy agreement dated 31 March 2015 between GEL and TSO in respect of Property D
“Renewal Tenancy Agreement B”	the renewal tenancy agreement dated 31 March 2015 between GIL and TSO in respect of Property E
“Renewal Tenancy Agreement C”	the renewal tenancy agreement dated 31 March 2015 between ORL and TSO in respect of Property F
“SAP”	Sun Asia Pacific Limited, a company incorporated in British Virgin Islands with limited liability and wholly-owned by the Cheung Brothers, and thus a connected person of the Company
“SAP Group”	SAP and its subsidiaries
“Second Existing Tenancy Agreement”	the tenancy agreement dated 30 June 2014 entered into between ORL and TSO
“Sixth Existing Tenancy Agreement”	the tenancy agreement dated 31 July 2013 entered into between ORL and TSO in relation to Property F
“sq. ft.”	square feet
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sun Mobile”	Sun Mobile Limited (formerly known as New World Mobility Limited), a company incorporated in Hong Kong with limited liability, 40%-owned by TDHL which is 55%-owned by the Cheung Family Trust, and thus a connected person of the Company
“TDHL”	Telecom Digital Holdings Limited, the shares of which are listed on the GEM, is 55%-owned by the Cheung Family Trust, and thus a connected person of the Company
“TSN”	Telecom Service Network Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of TDHL, which is 55%-owned by the Cheung Family Trust, and thus a connected person of the Company
“TSO”	Telecom Service One Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by the Company

“0%”

per cent.

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

Hong Kong, 31 March 2015

As at the date of this announcement, chairman of the Company and non-executive Director is Mr. Cheung King Shek; chief executive officer of the Company and executive Director is Mr. Cheung King Fung Sunny; non-executive Directors are Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby; and independent non-executive Directors are Mr. Fong Ping, Ms. Kwok Yuen Man Marisa and Mr. Chu Kin Wang Peleus.

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 will remain on the “Latest Company Announcements” page on the GEM website at www.hkgem.com for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.tso.cc.