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## **DIRECTEL HOLDINGS LIMITED**

**直通電訊控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8337)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of Directel Holdings Limited (the “**Company**”) will be held at Jasmine Room, 3/F, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Wednesday, 3 June 2015 at 11:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

As special business, to consider and if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:

1. “**THAT**, subject to and conditional upon (i) the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting, or agreeing to grant the listing of, and permission to deal in, the Bonus Shares (as hereinafter defined) and the Warrant Shares (as hereinafter defined); and (ii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the articles of association of the Company:
  - (a) upon the recommendation of the directors of the Company, a sum of HK\$20,750,000 being part of the amount standing to the credit of the share premium account of the Company, or such other sum as may be necessary to give effect to the bonus issue of ordinary shares (“**Share**”) of HK\$0.01 each in the capital of the Company pursuant to this resolution, be capitalised and accordingly the directors of the Company be and are hereby authorised and directed to apply such sum in paying up in full at par such number of new Shares in the capital of the Company, and that such new Shares (“**Bonus Shares**”) shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on Wednesday, 10 June 2015 (the “**Record Date**”) (not being those shareholder(s) (the “**Excepted Shareholder(s)**”), whose address(es) as shown on the register of members of the Company on the Record Date to be outside Hong Kong (if any), to whom the board of directors of the Company, after making enquiries, considers to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue) on the basis of two Bonus Shares for every one existing issued Share in the share capital of the Company held by them respectively on the Record Date;

- (b) as a specific mandate to the Directors, to allot and issue new Shares (subject to adjustment) to be allotted and issued upon exercise of the subscription rights attaching to the unlisted warrants (“Warrant Shares”) granted by the Company pursuant to the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company convened and held on 10 May 2013;
- (c) the Bonus Shares and Warrant Shares to be issued and allotted pursuant to this resolution shall be subject to the articles of association of the Company and shall rank pari passu in all respects with the then existing Shares in issue on the Record Date; and
- (d) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares and the Warrant Shares, including, but not limited to, determining the Excepted Shareholders, the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

2. **“THAT:**

- (a) the authorised share capital of the Company be increased from HK\$40,000,000 divided into 4,000,000,000 shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each (the “Increase in Authorised Share Capital”) by the creation of an additional 6,000,000,000 shares of the Company and such shares shall rank pari passu with all existing shares of the Company; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and to give effect to the Increase in Authorised Share Capital.”

On behalf of the Board  
**Directel Holdings Limited**  
**Pang Kwok Chau**  
*Executive Director*

Hong Kong, 18 May 2015

*Head office and principal place of business:*

Office Nos. 1, 2, 14 and 15  
37th Floor  
Hong Kong Plaza  
No. 188 Connaught Road West  
Hong Kong

**Notes:**

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (2) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the extraordinary general meeting to represent the member.
- (3) In order to be valid, the form of proxy must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (4) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the extraordinary general meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting 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.
- (6) For determining the entitlement to attend and vote at the extraordinary general meeting, the company's register of members will be closed from Monday, 1 June 2015 to Wednesday, 3 June 2015, both days inclusive, during which time no transfer of shares will be registered. In order to ensure that the shareholders are entitled to attend and vote at the extraordinary general meeting, the shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Friday, 29 May 2015 for registration of the relevant transfer.

*As at the date of this announcement, the non-executive directors of the Company are Mr. Li Kin Shing and Mr. Wong Kin Wa, the executive directors of the Company are Mr. Pang Kwok Chau and Mr. Li Wang and the independent non-executive directors of the Company are Mr. Chen Xue Dao, Mr. Chu, Howard Ho Hwa and Ms. Lee Man Yee, Maggie.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, confirm that, to the best of their knowledge and belief (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; and (2) there are no other matters the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the GEM website ([www.hkgem.com](http://www.hkgem.com)) on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be posted on the Company's website at [www.directel.hk](http://www.directel.hk).*