

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges and Clo | earing Limited | | |
|------------------------------------|------------------------|----------------------------------|---|
| Name of Issuer Dir | ectel Holdings Limited | | |
| Date Submitted 5 O | October 2015 | | |
| I. Movements in Authorised Share | Capital | | |
| 1. Ordinary Shares | | | |
| (1) Stock code : <u>08337</u> De | escription : | DIRE | CTEL |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding mont | h10,000,000,000 | HK\$0.01 | HK\$100,000,000.00 |
| Increase/(decrease) | 0 | | 0 |
| Balance at close of the month | 10,000,000,000 | HK\$0.01 | HK\$100,000,000.00 |
| (2) Stock code : De | escription : | | _ |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding mont | h | | |
| Increase/(decrease) | · - | | |
| Balance at close of the month | | | |

30/09/2015

2. Preference Shares

| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------------|----------------------------------|---|
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |
| | | | |
| 3. Other Classes of Shares | | | |
| | iption : | | |
| | | | Authorised share capital |
| Stock code : Descr | iption: <u></u> No. of other | Par value (State | Authorised share |
| | iption: <u></u> No. of other | Par value (State | Authorised share capital |

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No of preference | No. of other classes |
|--|---------------|------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 3,112,500,000 | | | |
| Increase/ (decrease) during the month | 0 | | | |
| Balance at close of the month | 3,112,500,000 | | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be issued pursuant thereto including EGM the month pursuant as at close of the month approval date thereto Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed shares (Note 1) shares (*Note 1*) shares (*Note 1*) Total A. (Ordinary shares) (Preference shares) (Other class) Total funds raised during the month from exercise of options (State currency)

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|--|----------------------------|---|--|--|
| 1. Unlisted Warrant | - | | | | | |
| | HK\$ | 32,940,000.00 | 0 | 22 040 000 00 | 0 | 600,000,000 |
| (28/05/2019) | ПКФ | 32,940,000.00 | 0 | 32,940,000.00 | 0 | 000,000,000 |
| Stock code (if listed) | N/A | A | | | | |
| Class of shares issuable (Note 1) | Ordinary | | | | | |
| Subscription price | HK\$0. | | | | | |
| AGM/EGM approval date (if applicable) (dd/mm/yyyy) | (10/0 EGM a _l | pproval date 05/2013) pproval date 06/2015) | | | | |
| 2 | (03/1 | 90/2013) | | | | |
| <u></u> | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3 | (/ / |) | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4 | (/ / |) | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ / |) Total | (Prefer | nary shares) ence shares) (Other class) | | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant thereto as at pursuant Currency of Amount at close Converted Amount at close of the thereto amount of preceding during the close of the month Class and description outstanding month month month Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) (Other class)

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. (/ /) shares (Note 1) | | |
| 2 | | |
| 3 | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | | |

| (| Oth | er Movements in Issu | ued Share Capital | | | | | | | |
|---|-----|----------------------|---------------------------|---|---|-----|---|---|--|---|
| | | Type of Issue | | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| ` | | | | Class of shares issuable (Note 1) | - | | | _ | | |
| | 1. | Rights issue | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (| / . | / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | _ | | | _ | | |
| 2 | 2. | Open offer | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | - | | | _ | | |
| 3 | 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyx) | (| / | / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | ` | | \ | | | |
| | | | | Class of shares issuable (Note 1) | _ | | | _ | | |
| 4 | 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | | |

| | Type of Issue | I | For | · M | <u>Iain</u> | Boa | rd and GEM list No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|--|-----|-----|-------------|-----|--|---|
| | | | - | | | | | |
| | | Class of shares issuable (Note 1) | - | | | | | |
| 5 | . Scrip dividend At price : State currency ——— | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | |
| | | Class of shares repurchased (Note 1) | _ | | | | | |
| 6 | . Repurchase of shares | Cancellation date : (dd/mm/yyyy) | (| / | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | |
| | | Class of shares redeemed (<i>Note 1</i>) | - | | | | | |
| 7 | . Redemption of shares | Redemption date: (dd/mm/yyyy) | (| / | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | \ | \ | | | |
| | | Class of shares issuable (Note 1) | _ | | | _ | | |
| 8 | . Consideration issue At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | |

| | | For Main Boa | rd and GEM lis | |
|--|---|---|--|---|
| Type of Issue | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| | Class of shares issuable (Note 1) | e | | |
| 9. Capital reorganisation | Issue and allotment date : (dd/mm/yyyy) | (/ /) | | |
| | EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | | |
| | Class of shares issuable (Note 1) | e | | |
| 10. Other (Please specify) At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ /) | | |
| | EGM approval date: (dd/mm/yyyy) | | | |
| | | Ordinary share reference share (Other class | es) | |
| | | | | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 0 |
|---|------------|---------------|
| | (2) | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | _ | |
| (These figures should be the same as the relevant figures under II above ("Movements in Is. | sued Share | e Capital").) |

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| Remarks (if any): |
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| For details of the Warrant Subscription, please refer to the Company's announcement dated 30 April 2014, |
| 8 May 2014, 29 May 2014, 15 May 2015 and 23 June 2015. |
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| Submitted by: <u>Tricor Investor Services Limited</u> |
| |
| Title: Branch Share Registrar |
| (Director, Secretary or other duly authorised officer) |
| |
| |
| |

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.