

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

# Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	learing Limited		
Name of Issuer Di	irectel Holdings Limited		
Date Submitted 3	February 2016		
I. Movements in Authorised Share	e Capital		
1. Ordinary Shares			
(1) Stock code : <u>08337</u>	Description :	DIRE	CTEL
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mor	10,000,000,000	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 :	Description :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	nth		
Increase/(decrease)			
Balance at close of the month			

31/01/2016

# 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 <sub>l</sub>	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)

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
( / / ) shares (Note 1)		
2.		
3		-
Total D. (Ordinary shares)  (Preference shares)  (Other class)		

(	Othe	r Movements in Issu	ed Share Capital						
	Т	'ype 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	. I	Rights issue	At price : State	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. I	Placing	At price : State	Issue and allotment date : (dd/mm/yyyx)	(	/ /	)		
				EGM approval date: (dd/mm/yyyy)	(	/ /	)		
					\				
				Class of shares issuable (Note 1)	_		_		
4	l. I	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
				EGM approval date: (dd/mm/yyyy)	(	/ /	)		

	Type of Issue	F	<del>Tor</del>	Ma	ain I	Boar	d and GEM lis  No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
	\	Class of shares issuable <i>Note 1)</i>	_					
5		ssue and allotment ate : (dd/mm/yyyy)	(	/	/	)		
	E	GGM approval date: dd/mm/yyyy)	(	/	/	)		
	\	class of shares epurchased (Note 1)	_					
6	_	Cancellation date : dd/mm/yyyy)	(	/	/	)		
	E (c	GM approval date: dd/mm/yyyy)	(	/	/	)		
							-	
		class of shares edeemed ( <i>Note 1</i> )	_					
7		Redemption date : dd/mm/yyyy)	(	/	/	)		
	E (c	GGM approval date: dd/mm/yyyy)	(	/	/	)		
			`	\	\			
		Class of shares issuable Note 1)	_			_		
8		ssue and allotment ate: (dd/mm/yyyy)	(	/	/	)		
	E	GGM approval date: dd/mm/yyyy)	(	/	/	)		

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

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Remarks (if any):
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.
<u> </u>
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.