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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)**

**VOLUNTARY ANNOUNCEMENT  
IN RELATION TO THE FRAMEWORK AGREEMENT  
FOR COOPERATION**

This announcement is made by Directel Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis so the public is aware of the latest information.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 29 April 2016 (after trading hours), Directel Communications Limited (直通電訊有限公司) (“**Directel Communications**”), an indirect wholly-owned subsidiary of the Company, entered into a two-year agreement for corporation (the “**Agreement**”) with a Hong Kong based telecommunication service provider (the “**Service Provider**”), which is a company incorporated in Hong Kong with limited liability, in respect of the establishment of strategic cooperation relationship concerning the provision of airtime and mobile data services in the PRC and other regions, including but not limited to Japan, Taiwan and Macau (the “**Covered Regions**”) to the Group.

Pursuant to the Agreement, the Service Provider will provide Directel Communications airtime and mobile data services in the Covered Regions with Short Message Service (“**SMS**”) (the “**Services**”). Whereas Directel Communications will develop and operate the connective devices for accessing to the Services, including but not limited to SIM card, SoftSIM card, application system and server (the “**Devices**”). The mobile users of Directel Communications (the “**Users**”) would utilise the Services provided by the Service Provider through the Devices according to the services terms and conditions set by Directel Communications (together the “**Operative Business**”).

The Agreement was entered into on 29 April 2016 and with a effective date from 1 May 2016 and remain in full force for 24 months. Thereafter, the Agreement shall be subject to automatic renewal with the same terms and conditions on an annual rolling

basis (the “**Renewal Period**”) unless notified by either party by giving two months notice in writing prior to the end of the first 24 months period or the Renewal Period. The Agreement could be terminated by Directel Communications by giving 60 days notice in writing.

To the best knowledge of the Directors and having made all reasonable enquiries, the Service Provider and its ultimate beneficial owners are third parties independent of and not connected with the Directors, chief executive or substantial shareholder(s) of the Company or any of its subsidiaries or any of their respective associates under the GEM Listing Rules.

## **REASONS FOR AND BENEFITS OF THE AGREEMENT**

The Group is principally engaged in the provision of telecommunication services.

The Board believes that the cooperation with the Service Provider will enable the Group to expand its telecommunication services to the Covered Regions, and to create new roaming platforms for providing airtime and mobile data services in the Covered Regions to Users from different countries. Thereafter, the Users would be able to enjoy the mobile data service in addition to the airtime service that the Group has been providing. The Board considers that the cooperation contemplated under the Agreement is in the usual course of business of the Group, and it is of the view that the terms of the Agreement are fair and reasonable and the entering into of the Agreement is a furtherance of the principal business of the Group which is in the interest of the Company and its shareholders as a whole.

By Order of the Board  
**Directel Holdings Limited**  
**Pang Kwok Chau**  
*Executive Director*

Hong Kong, 29 April 2016

*As at the date of this announcement, the executive directors are Mr. Pang Kwok Chau and Mr. Li Wang, the non-executive directors are Mr. Li Kin Shing and Mr. Wong Kin Wa, the independent non-executive directors 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [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 website of the Company at [www.directel.hk](http://www.directel.hk).*