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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)

- (1) APPOINTMENT OF DIRECTORS;**
- (2) RESIGNATION OF DIRECTOR;**
- (3) CHANGE OF COMPOSITION OF AUDIT COMMITTEE;**
- (4) APPOINTMENT OF COMPANY SECRETARY;**
- (5) RESIGNATION OF COMPANY SECRETARY; AND**
- (6) CHANGE OF AUTHORISED REPRESENTATIVE**

APPOINTMENT OF DIRECTORS

The Board announces that, with effect from 7 June 2016,

- (1) Mr. Hu Tie Jun has been appointed as a non-executive Director; and
- (2) Mr. Liu Ke Jun has been appointed as an independent non-executive Director.

RESIGNATION OF DIRECTOR

The Board announces that Mr. Chu, Howard Ho Hwa resigned as an independent non-executive Director, with effect from 7 June 2016.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE

With effect from 7 June 2016, the composition of the Audit Committee has been changed as follows:

- (1) Mr. Liu Ke Jun has been appointed as a member of the Audit Committee; and
- (2) Mr. Chu, Howard Ho Hwa resigned as a member of the Audit Committee.

APPOINTMENT OF COMPANY SECRETARY

The Board announces that Mr. Li Chi Chung has been appointed as the company secretary of the Company with effect from 7 June 2016.

RESIGNATION OF COMPANY SECRETARY

The Board announces that Ms. Chan Wai Ching resigned as the company secretary of the Company with effect from 7 June 2016.

CHANGE OF AUTHORISED REPRESENTATIVE

- (1) Ms. Chan Wai Ching resigned as company secretary with effect from 7 June 2016 and ceased to act as an authorised representative of the Company pursuant to Rule 5.24 of the GEM Listing Rules.
- (2) Mr. Li Chi Chung has been appointed in her stead with effect from 7 June 2016.

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Directel Holdings Limited (the “**Company**”) is pleased to announce that with effect from 7 June 2016:

- (1) Mr. Hu Tie Jun has been appointed as a non-executive Director; and
- (2) Mr. Liu Ke Jun has been appointed as an independent non-executive Director.

The biographies of the new Directors are set out below:

Non-Executive Director

Mr. Hu Tie Jun (胡鐵君) (“**Mr. HU**”), aged 65, has been appointed as a non-executive Director of the Board with effect from 7 June 2016.

Mr. HU has over forty years’ experience in telecommunications, computer systems, data warehouse and information network. Mr. HU is now a marketing director of WIMAX Forum, which is an industry-led, not-for-profit organization, South East Asia district and a vice-president and general secretary of Worldwide Ethnic Chinese Wireless & Radio Association. He served as an executive director and independent non-executive director of Global Link Communications Holdings Limited (stock code: 8060) from November 2002 to May 2016. Mr. HU holds a Bachelor Degree in Physics from the Zhongshan (Sun Yat-sen) University (中山大學).

Pursuant to Mr. HU's appointment letter with the Company, he has been appointed for an initial term of three years commencing from 7 June 2016. Mr. HU will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a director's fee of HK\$80,000 per annum, which is determined with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market conditions.

As at the date hereof, Mr. HU does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Independent non-executive Director

Mr. Liu Ke Jun (劉克鈞) ("Mr. LIU"), aged 61, has been appointed as an independent non-executive Director of the Board with effect from 7 June 2016.

Mr. Liu has extensive experience and knowledge in telecommunication. Mr. LIU was previously the head of Research Institute of Telecommunications, Science and Technology of Guangdong*(廣東省電信科學技術研究院) and served in the National Engineering Laboratory of China Unicom*(中國聯通國家工程實驗室). Mr. LIU was approved as a senior engineer (professor grade) in telecommunication by Ministry of Industry and Information Technology of the PRC in October 2004. He has served as a part-time professor of the School of Electronic and Computer Engineering of the Shenzhen Graduate School of Peking University since 2013. He served as an independent non-executive director of Global Link Communications Holdings Limited (stock code: 8060) from December 2014 to May 2016. He graduated from Beijing College of Posts and Telecommunications (later renamed as Beijing University of Posts and Telecommunications) in 1978 and Norwegian School of Management BI in 2001.

Pursuant to Mr. LIU's appointment letter with the Company, he has been appointed for an initial term of three years commencing from 7 June 2016. Mr. LIU will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a director's fee of HK\$80,000 per annum, which is determined with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market conditions.

As at the date hereof, Mr. LIU does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

As at the date of this announcement, save as disclosed above, each of the new Directors (i) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”)) of the Company; (ii) does not hold other positions with the Company and other members of the Group; (iii) did not hold any directorship in the last three years preceding the date of this announcement in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does he have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to extend its warm welcome to the new Directors to the Board.

RESIGNATION OF DIRECTOR

The Board announces that, Mr. Chu, Howard Ho Hwa (朱賀華) (“**Mr. CHU**”) resigned as an independent non-executive Director with effect from 7 June 2016 due to other business commitments.

Mr. CHU has confirmed to the Board that there is no disagreement with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. CHU for his valuable contribution towards the Company during his tenure of the office.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE

With effect from 7 June 2016, the composition of the Audit Committee has been changed as follows:

- (1) Mr. Liu Ke Jun has been appointed as a member of the Audit Committee; and
- (2) Mr. Chu, Howard Ho Hwa resigned as a member of the Audit Committee.

APPOINTMENT OF COMPANY SECRETARY

The Board is pleased to announce that Mr. Li Chi Chung has been appointed as the company secretary of the Company with effect from 7 June 2016. The biography of Mr. Li is set out below:

Mr. Li Chi Chung (李智聰) (“**Mr. LI**”), aged 43, joined the Company and its subsidiaries (collectively referred to as the “Group”) in 2011 and is the financial manager of the Group. He is responsible for the financial and accounting issues of the Group. Mr. LI has over 14 years of experience in accounting, finance, taxation and corporate governance and is an associate member of the Hong Kong Institute of Certified Public Accountant. Mr. LI holds a bachelor degree of arts in financial management and accounting graduated from Heriot-Watt University.

The Board would like to take this opportunity to express its welcome to Mr. LI to his new appointment.

CHANGE OF AUTHORISED REPRESENTATIVE

- (1) Ms. Chan Wai Ching resigned as company secretary with effect from 7 June 2016 and ceased to act as an authorised representative of the Company pursuant to Rule 5.24 of the GEM Listing Rules.
- (2) Mr. Li Chi Chung has been appointed in her stead with effect from 7 June 2016.

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

Hong Kong, 7 June 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, Mr. Wong Kin Wa and Mr. Hu Tie Jun, the independent non-executive directors are Mr. Chen Xue Dao, Ms. Lee Man Yee, Maggie and Mr. Liu Ke Jun.

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 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.

* *Denotes English translation of a Chinese company or entity name and is provided for identification purpose only. In the event of inconsistency, the Chinese name prevails.*