

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: NA

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Directel Holdings Limited

Stock code (ordinary shares): 8337

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 7 June 2016.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 2 June 2010

Name of Sponsor(s): Not Applicable

Names of directors:
(*please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive*)

Li Kin Shing (Chairman and Non-Executive Director)
Pang Kwok Chau (Chief Executive Officer and Executive Director)
Li Wang (Executive Director)
Wong Kin Wa (Non-Executive Director)
Hu Tiejun (Non-Executive Director)
Chen Xue Dao (Independent Non-Executive Director)
Lee Man Yee, Maggie (Independent Non-Executive Director)
Liu Kejun (Independent Non-Executive Director)

Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Mr. Li Kin Shing, holds 2,190,000,000 shares (2,088,750,000 through interest of controlled corporation and 101,250,000 as beneficial owner), representing 70.36% of the issued share capital of the Company
Ms. Kwok King Wa, holds 2,190,000,000 shares (spouse of Mr. Li Kin Shing and is deemed to be interested in the 2,190,000,000 shares), representing 70.36% of the issued share capital of the Company
New Everich Holdings Limited, holds 2,088,750,000 shares, representing 67.11% of the issued share capital of the Company

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: NA

Financial year end date: 31 December

Registered address: Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands

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

Web-site address (if applicable): www.directel.hk

Share registrar: Tricor Investor Services Limited

Auditors: KPMG
Certified Public Accountants

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (the "Group") is a mobile virtual network operator ("MVNO") which is principally engaged in the provision of mobile phone services. Its business mainly involves trading of airtime sourced from mobile network operators ("MNOs") and sold the airtime through different channels and in various forms to users, dealers or the MNOs. The Group's mobile phone services include "One Card Multiple Number" service and Hong Kong local mobile phone services. The Group also provides services including the resale of airtime to MNOs, telesales dealership services and other services.

C. Ordinary shares

Number of ordinary shares in issue: 3,112,500,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: Not Applicable

D. Warrants

Stock code: Not Applicable

Board lot size: Not Applicable

Expiry date: Not Applicable

Exercise price: Not Applicable

Conversion ratio: Not Applicable
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: Not Applicable

No. of shares falling to be issued upon the exercise of outstanding warrants: Not Applicable

THE STOCK EXCHANGE OF HONG KONG LIMITED
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E. Other securities

Details of any other securities in issue.

Directel Holdings Limited issued an aggregate of 200,000,000 unlisted warrants (the "Warrants") at the issue price of HK\$0.01 and an initial exercise price of HK\$ 0.1648 on 29 May 2014, conferring the rights to the subscribers to subscribe up to an aggregate of 200,000,000 new shares of the Company. The subscription rights may be exercised during a period of 60 months commencing from the date of issue of the Warrants. Further details are set out in the announcement of the Company on 29 May 2014. Upon completion of the bonus issue on 23 June 2015, the number of warrants shares to be issued and allotted upon exercise of the subscription rights has been adjusted from HK\$0.1648 to HK\$0.0549 and from 200,000,000 shares to 600,000,000 shares respectively.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

NA

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Pang Kwok Chau

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Li Wang

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Li Kin Shing

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Wong Kin Wa

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Hu Tiejun

.....
Lee Man Yee, Maggie

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Chen Xue Dao

.....
Liu Kejun

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*