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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)

**THE STOCK EXCHANGE'S NOTICE OF PROCEEDING TO CANCEL
THE COMPANY'S LISTING**

This announcement is made by the Company pursuant to Rule 9.17 of the GEM Listing Rules and the inside information provisions under Part XIVA of the SFO.

**THE STOCK EXCHANGE'S NOTICE OF PROCEEDING TO CANCEL THE
COMPANY'S LISTING**

The Company has received a letter dated 29 September 2017 from the Stock Exchange (the "**Letter**"), which serves as a notice pursuant to Rule 9.15 of the GEM Listing Rules that the Stock Exchange has decided to proceed with cancellation of the Company's listing under Rule 9.14 of the GEM Listing Rules (the "**Decision**") after having considered, among others, the following:

- (i) the Company's principal businesses of telecommunications services businesses are in a low level of operations which is insufficient to justify the Company's continued listing;
- (ii) the Company has not demonstrated that it would be able to substantially increase its business operations to support the viability and sustainability of its businesses; and
- (iii) the level of the Company's consolidated assets as at 30 June 2017 fails to demonstrate the Company has assets of sufficient value to warrant the continued listing of the Shares.

Pursuant to the Letter, the Company is required to submit a resumption proposal to demonstrate that it has a sufficient level of operations or assets as required by Rule 17.26 of the GEM Listing Rules at least 10 business days before the expiry of a period of six months from the date of the Letter (i.e. 14 March 2018). If the Company fails to submit a viable resumption proposal by the aforesaid deadline, the Stock Exchange will proceed with cancellation of the Company's listing.

Under Rule 4.06(1) of the GEM Listing Rules, the Company has the right to have the Decision referred to the GEM Listing Committee for review. The Company may request that the Decision be reviewed by the GEM Listing Committee on or before 12 October 2017. If the Company does not make any review application by 12 October 2017, trading in the Shares will be suspended from 9:00 a.m. on 13 October 2017. Before that, trading in the Shares will continue. The Company is still in the process of reviewing the Letter and is discussing the same with the Company's legal and financial advisers, and would actively consider lodging a request for the Decision be referred to the GEM Listing Committee for review.

The Directors remind the Shareholders and potential investors that (i) the Company may or may not proceed with the review by the GEM Listing Committee; and (ii) the outcome of such review is uncertain, if undertaken.

Further announcements will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders who have any queries about the implications of the Stock Exchange's notice of proceeding to cancel of the Company's listing are advised to obtain appropriate professional advice.

DEFINITIONS

Terms of expressed used in this announcement shall, unless the context otherwise requires, have the meanings ascribed to them below:

“Board”	the board of Directors
“Company”	Directel Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM (Stock Code: 8337)
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of par value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 29 September 2017

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 Tiejun, the independent non-executive Directors are Mr. Chen Xue Dao, Ms. Lee Man Yee, Maggie and Mr. Liu Kejun.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.