

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/01/2018</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Date Submitted Directel Holdings Limited 2 February 2018

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|---|------------------------|----------------------------------|--|
| (1) Stock code : <u>08337</u> Description : | | DIRECTEL | |
| | No. of ordinary shares | Par value (State currency) | capital |
| Balance at close of preceding month | 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 : Descrip | otion : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : Descrip | tion : | | |
|-------------------------------------|--------------------------------|----------------------------------|--|
| | No. of preference shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code : Descrip | tion : | | |
|-------------------------------------|--------------------------------------|----------------------------------|--|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

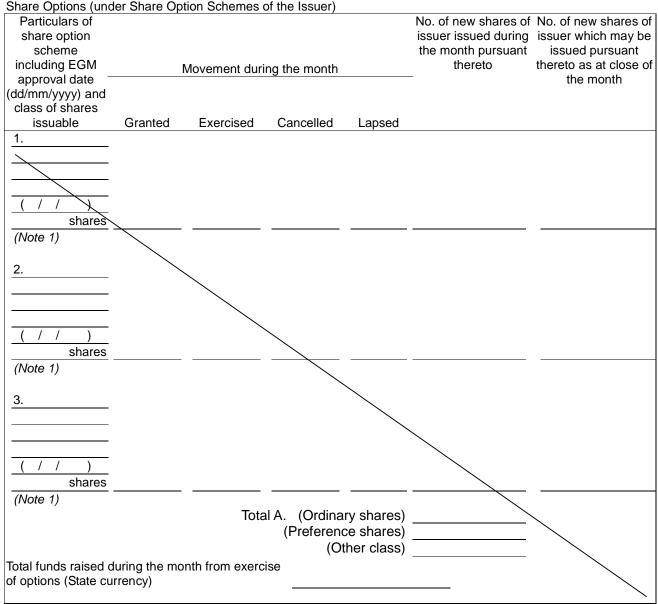
Total authorised share capital at the end of the month (*State currency*) :

HK\$100,000,000.00

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference | No. of other | |
|--|------------------------|-----|------------------|-------------------|--|
| | (1) | (2) | shares | classes 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

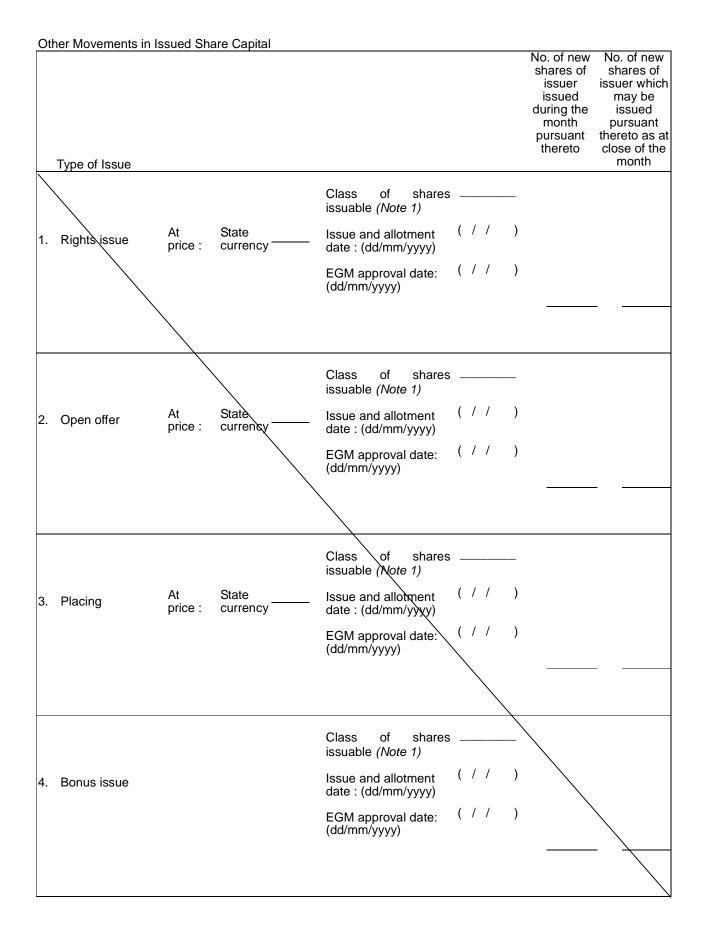


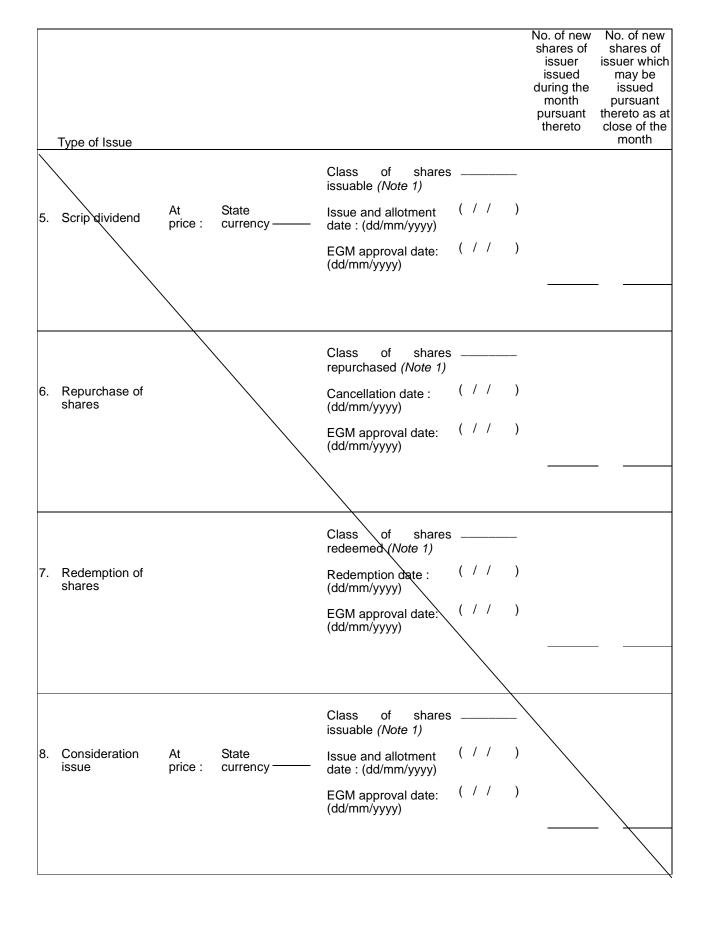
Share Options (under Share Option Schemes of the Issuer)

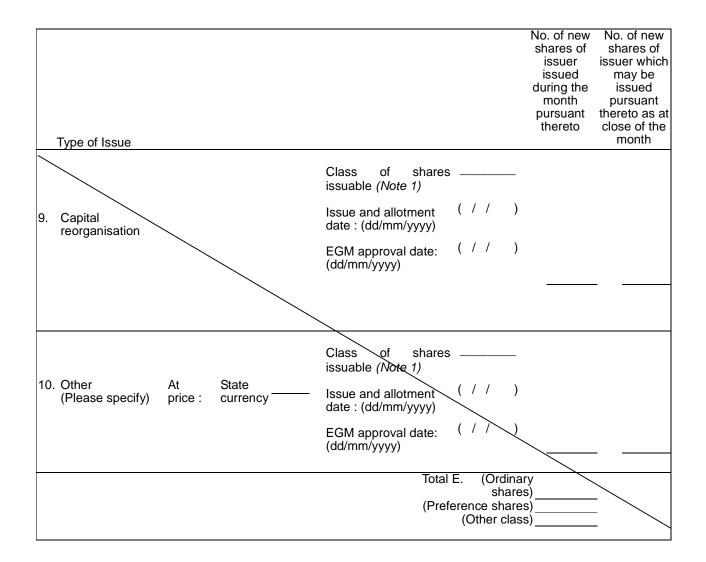
| Warrants to Issue Shares of the | Issuer which | are to be Listed | | | | |
|--|---------------------------------|--|----------------------------------|---|---|---|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised 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 | 32,940,000.00 | 0 | 600,000,000 |
| (28/05/2019) | 1 11/4 | 32,940,000.00 | 0 | 32,940,000.00 | 0 | 600,000,000 |
| Stock code (if listed) | N/A | 4 | | | | |
| Class of shares issuable (Note 1) | Ordinary | | | | | |
| Subscription price | HK\$0.0 | 0549 | | | | |
| AGM/EGM approval | | proval date | | | | |
| date (if applicable) | |)5/2013) proval date | | | | |
| (dd/mm/yyyy) | |)6/2015) | | | | |
| 2 | `` | <u> </u> | | | | |
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| (/ /) | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | ()) | ` | | | | |
| (dd/mm/yyyy) 3 | (/ / |) | | | | |
| 0. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable <i>(Note 1)</i> Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 4 | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| | | Total B | (Ording | ary shares) | 0 | |
| | | IOIAI D | Preferen | ice shares) | | - |
| | | | (C | ther class) | | _ |
| | | | ,0 | | | - |

| Convertibles (i.e. Convertible | into Shares of th | ie Issuer which | are to be List | .ed) | | |
|---|--------------------------------------|---|----------------------------------|------------------------------------|---|---|
| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount 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 |
| <u>\.</u> | | | | | | |
| | — | | | | | |
| | — | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy)) | (/ /) | | | | | |
| 2. | \prec | | | | | |
| | _\ | | | | | |
| | - \ | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | \longrightarrow | | | | | |
| Subscription price EGM approval date | | \leftarrow | | | | |
| (if applicable) | | \backslash | | | | |
| (dd/mm/yyyy) | (/ /) | - | | | | |
| 3. | — | \backslash | | | | |
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| | _ | | \backslash | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) Subscription price | | | \backslash | | | |
| EGM approval date | | | `` | \backslash | | |
| (if applicable) | | | | \mathbf{i} | | |
| | (/ /) | | | \backslash | | |
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| | | | | | <u>\</u> | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | \backslash | |
| Outra animitiana matina | | | | | \backslash | |
| EGM approval date | | | | | \ | \backslash |
| (if applicable) | | | | | | \backslash |
| (dd/mm/yyyy) | (/ /) | <u> </u> | otal C (Ordina | ary shares) | | \backslash |
| | | | (Preferen | nce shares) | | - |
| | | | (O | Other class) | | |
| | | | | | | ```` |

| Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes) | er which are to be Liste | ed, including |
|--|---|---|
| Full particulars including FCM approval data (dd/mm/ann) | 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 |
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | | |
| | | |
| | | |
| | | |
| (/ /) shares (Note 1) | | |
| | | |
| 2 | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 3 | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | <u></u> |
| Total D. (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |
| | | |







| 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 Capital").) | Issued Share |

Remarks (if any):

| For details of the Wa | rrant Subscription, please refer to the Company's announcement dated 30 April 2014, |
|-----------------------|---|
| | 2014 15 May 2015 and 23 June 2015 |
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| Submitted by: | Tricor Investor Services Limited |
| | |
| | Branch Share Registrar |
| (Director, S | ecretary or other duly authorised officer) |
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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.