

# HKEX

香港交易所

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Directel Holdings Limited

Date Submitted 4 December 2018

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

|                                     |                               |  |   |
|-------------------------------------|-------------------------------|--|---|
| (1) Stock code : <u>08337</u>       | Description : <u>DIRECTEL</u> |  |   |
|                                     | No. of ordinary shares        | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u>10,000,000,000</u>         | <u>HK\$0.01</u>                        | <u>HK\$100,000,000.00</u>                             |
| Increase/(decrease)                 | <u>0</u>                      |  | <u>0</u>  |
| Balance at close of the month       | <u>10,000,000,000</u>         | <u>HK\$0.01</u>                        | <u>HK\$100,000,000.00</u>                             |
| (2) Stock code : <u>--</u>          | Description : <u>--</u>       |  |   |
|                                     | No. of ordinary shares        | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u>                    </u>   | <u>                    </u>            | <u>                    </u>                           |
| Increase/(decrease)                 | <u>                    </u>   |  | <u>                    </u>                           |
| Balance at close of the month       | <u>                    </u>   | <u>                    </u>            | <u>                    </u>                           |

## 2. Preference Shares

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

## 3. Other Classes of Shares

|                                     |                                |                                  |  |
|-------------------------------------|--------------------------------|----------------------------------|--|
| Stock code :    --                  | Description :    --            |                                  |  |
|                                     | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share capital<br>(State currency) |
| 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 shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | <b>3,112,500,000</b>   | --  | --                      | --                             |
| Increase/ (decrease) during the month | <b>0</b>               | --  | --                      | --                             |
| Balance at close of the month         | <b>3,112,500,000</b>   | --  | --                      | --                             |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during 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 |
|--|----------------------------|-----------|-----------|--------|--|---|
|  | Granted                    | Exercised | Cancelled | Lapsed |  |   |
| 1.<br>_____<br>_____<br>_____<br>( / / )<br>_____ shares<br>(Note 1)                                     |                            |           |           |        |  |   |
| 2.<br>_____<br>_____<br>_____<br>( / / )<br>_____ shares<br>(Note 1)                                     |                            |           |           |        |  |   |
| 3.<br>_____<br>_____<br>_____<br>( / / )<br>_____ shares<br>(Note 1)                                     |                            |           |           |        |  |   |
|  | Total A. (Ordinary shares) |           |           |        | _____  |   |
|  | (Preference shares)        |           |           |        | _____  |   |
|  | (Other class)              |           |           |        | _____  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                            |           |           |        | _____  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)    | Currency<br>of nominal<br>value  | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|--|--|----------------------------------|---|---|---|
| 1. Unlisted Warrant   |  |  |                                  |   |   |   |
|   | HK\$   | 32,940,000.00                                      | 0                                | 32,940,000.00                             | 0   | 600,000,000   |
| (28/05/2019)  |  |  |                                  |   |   |   |
| Stock code (if listed)                                      | N/A  |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                        | Ordinary shares  |  |                                  |   |   |   |
| Subscription price  | HK\$0.0549   |  |                                  |   |   |   |
| AGM/EGM approval<br>date<br>(if applicable)<br>(dd/mm/yyyy) | AGM approval date<br>(10/05/2013)<br>EGM approval date<br>(03/06/2015) |  |                                  |   |   |   |
| 2. --   | --   | --   | --                               | --  | --  | --  |
| ( / / )   |  |  |                                  |   |   |   |
| Stock code (if listed)                                      |  |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                        |  |  |                                  |   |   |   |
| Subscription price  |  |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)        | ( / / )  |  |                                  |   |   |   |
| 3. --   | --   | --   | --                               | --  | --  | --  |
| ( / / )   |  |  |                                  |   |   |   |
| Stock code (if listed)                                      |  |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                        |  |  |                                  |   |   |   |
| Subscription price  |  |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)        | ( / / )  |  |                                  |   |   |   |
| 4. --   | --   | --   | --                               | --  | --  | --  |
| ( / / )   |  |  |                                  |   |   |   |
| Stock code (if listed)                                      |  |  |                                  |   |   |   |
| Class of shares<br>issuable (Note 1)                        |  |  |                                  |   |   |   |
| Subscription price  |  |  |                                  |   |   |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)        | ( / / )  |  |                                  |   |   |   |
| Total B.  |  |  |                                  |   | (Ordinary shares)   | 0   |
|   |  |  |                                  |   | (Preference shares)   | --  |
|   |  |  |                                  |   | (Other class)   | --  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| 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 |
|---|--------------------------------|------------------------------------|----------------------------|--|--|---|
| 1.<br>_____<br>_____<br>_____   |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 2.<br>_____<br>_____<br>_____   |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 3.<br>_____<br>_____<br>_____   |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
| 4.<br>_____<br>_____<br>_____   |                                |                                    |                            |  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |  |  |   |
|   |                                |                                    |                            | Total C. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____ |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | 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. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)  |  |   |
| Total D. (Ordinary shares)  |  |   |
| (Preference shares)   |  |   |
| (Other class)   |  |   |

Other Movements in Issued Share Capital

| Type of Issue   |            |                      |  | 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. Rights issue | At price : | State currency _____ | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2. Open offer   | At price : | State currency _____ | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3. Placing      | At price : | State currency _____ | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4. Bonus issue  |            |                      | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |

| Type of Issue |                      |                  |                      | 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 |       |
|---------------|----------------------|------------------|----------------------|---|---|-------|
| 5.            | Scrip dividend       | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / ) | _____   | _____ |
| 6.            | Repurchase of shares |                  |                      | Class of shares repurchased (Note 1) _____<br>Cancellation date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / )     | _____   | _____ |
| 7.            | Redemption of shares |                  |                      | Class of shares redeemed (Note 1) _____<br>Redemption date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / )          | _____   | _____ |
| 8.            | Consideration issue  | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / ) | _____   | _____ |



| Type of Issue                           |   |                      | 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 |
|---|---|----------------------|--|---|
| 9. Capital reorganisation               | Class of shares issuable (Note 1) _____         |                      |  |   |
|   | Issue and allotment date : (dd/mm/yyyy) ( / / ) |                      |  |   |
| EGM approval date: (dd/mm/yyyy) ( / / ) |   |                      |  |   |
| 10. Other (Please specify)              | At price : _____                                | State currency _____ | Class of shares issuable (Note 1) _____                              |   |
|   |   |                      | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
| EGM approval date: (dd/mm/yyyy) ( / / ) |   |                      |  |   |
|   |   |                      | Total E. (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):                         |     | -- |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |    |

Remarks (if any):

For details of the Warrant Subscription, please refer to the Company's announcement dated 30 April 2014,  
8 May 2014, 29 May 2014, 15 May 2015 and 23 June 2015.

Submitted by: Tricor Investor Services Limited

Title: Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

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.*