

#### Monthly Return of Equity Issuer on Movements in Securities

### For the month ended (dd/mm/yyyy) : <u>28/02/2019</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Directel Holdings Limited		
Date Submitted	4 March 2019		

I. Movements in Authorised Share Capital

# 1. Ordinary Shares

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

#### 2. Preference Shares

Stock code :		Description :			
		pret	lo. of ference hares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of preceding	month			
Increase/(decre	ase)				
Balance at clos	e of the month	I			

### 3. Other Classes of Shares

Stock code :Descrip	otion :		
	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

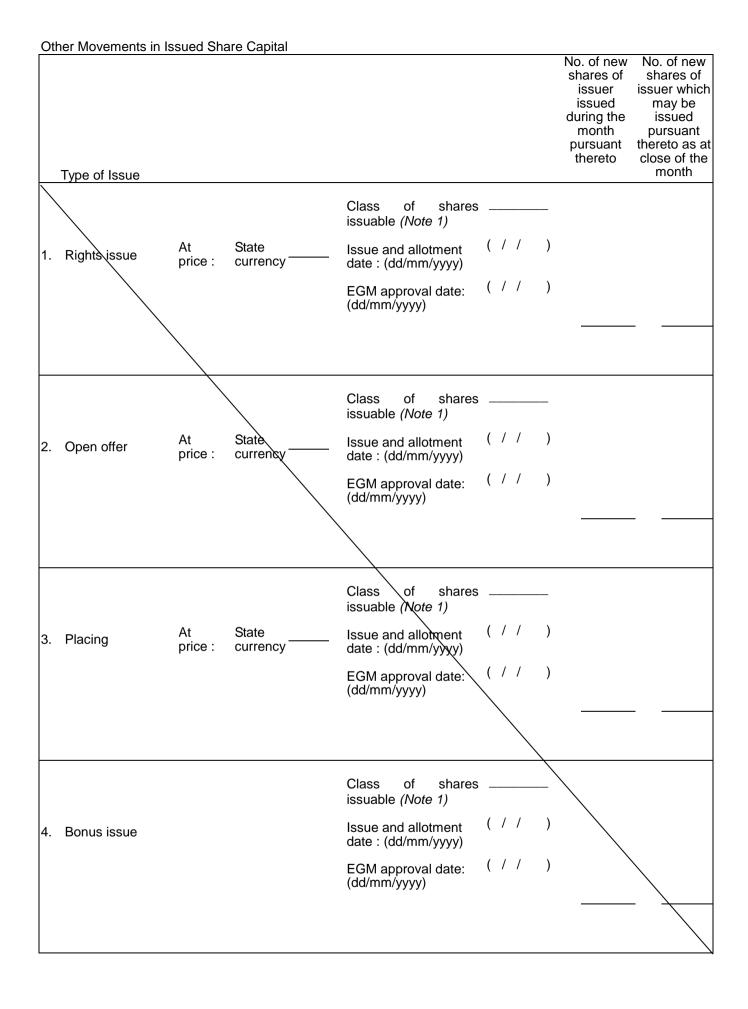
Share Options (und	er Share Opt	tion Schemes of	of the Issuer)			
Particulars of					No. of new shares of	No. of new shares of
share option					issuer issued during	issuer which may be
scheme					the month pursuant	
including EGM	Ν	Movement duri	na the month		thereto	thereto as at close of
approval date	•				_	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
$\mathbf{X}$						
(     )						
shares						
(Note 1)	$\overline{}$					
2.		、 、				
		$\searrow$				
shares						
(Note 1)			$\rightarrow$	·		
3.						
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shares				·		
(Note 1)		<b>-</b> /		. 、	$\sim$	
		lota	IA. (Ordina			
			•	ce shares)		
			•	ther class)		
Total funds raised d		nth from exerc	ise			
of options (State cu	rrency)					

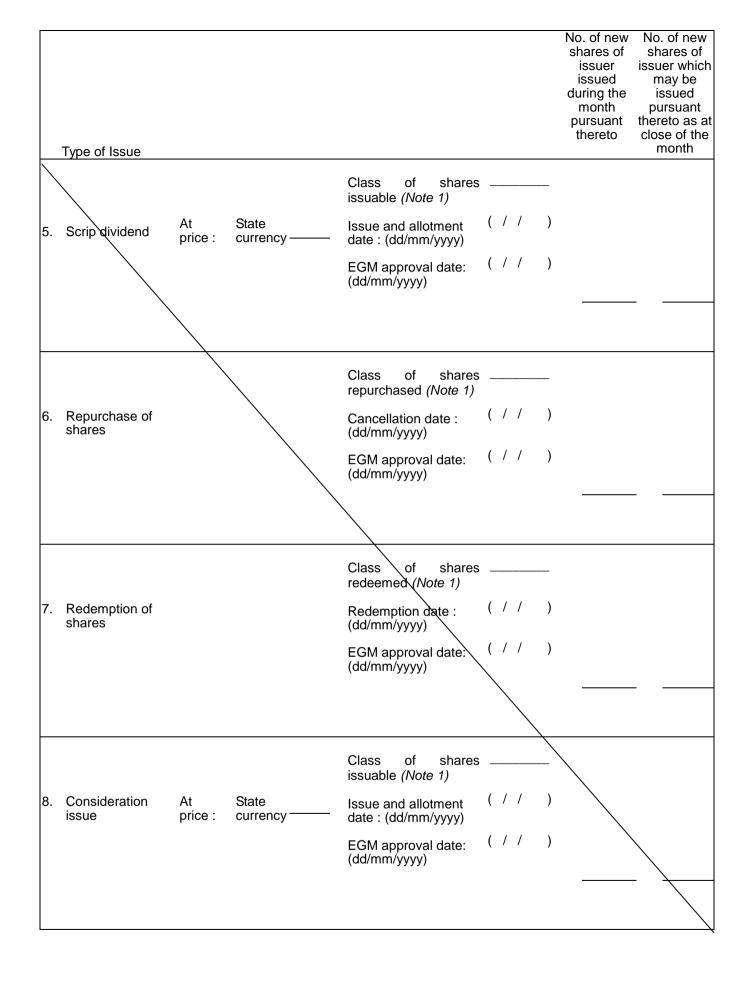
Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	e Issuer which	are to be Listed			No. of new	No. of new
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	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
1. Unlisted Warrant						
		00 0 40 000 00	0	00 0 40 000 00	0	
(28/05/2019)	HK\$	32,940,000.00	0	32,940,000.00	0	600,000,000
Stock code (if listed)	N//	4				
Class of shares issuable (Note 1)	Ordinary	shares				
Subscription price	HK\$0.					
AGM/EGM approval		proval date				
date	(10/0	)5/2013)				
(if applicable)		proval date				
(dd/mm/yyyy)	(03/0	06/2015)				
2						
( / / )				·		
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
3						
( / / )				· ·		<u></u>
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
(dd/mm/yyyy) 4	( / /	/				
( / / )						
Stock code (if listed)						
Class of shares						
EGM approval date (if applicable) (dd/mm/yyyy)	(					
(uu/iiii/yyyy)	( / /	)				
		Total B	. (Ordina (Preferen	ary shares) ice shares)	0	-
				ther class)		-
			(0			-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	are to be Liste	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						
EGM approval date (if applicable) (dd/mm/yyyy))	( / / )					
2.	7					
	- \					
	- 🔪					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price	<b>`</b>					
(if applicable)	<i>,</i> , , , , ,	$\backslash$				
(dd/mm/yyyy) 3.	( / / )	-				
<u> </u>	_	$\backslash$				
	_	$\backslash$	$\backslash$			
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price			$\backslash$	<b>\</b>		
(if applicable)				$\backslash$		
	( / / )			$\backslash$		
4.	_					
	-			$\backslash$		
					$\underline{\}$	
Stock code (if listed) Class of shares					$\backslash$	
issuable (Note 1)					$\backslash$	
					$\backslash$	
EGM approval date (if applicable)						$\setminus$
	( / / )			· · · · · ·		$\backslash$
		10	otal C. (Ordina (Preferen	ry shares) ce shares)		- \
			(0	ther class)		
						$\sim$

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





Type of Issue	No. of new No. of new shares of shares of issuer issuer which issued may be during the issued month pursuant pursuant thereto as at thereto close of the month
9. Capital reorganisation Class of share issuable (Note 1) Issue and allotment date : (dd/mm/yyyy)	
EGM approval date: (dd/mm/yyyy)	
10. Other       At       State         (Please specify)       price :       currency	es
EGM approval date: (dd/mm/yyyy)	
	al E. (Ordinary shares) eference 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

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:
(*Note 2*)
(i) all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements:
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Pomar	rks (if any):
	tails of the Warrant Subscription, please refer to the Company's announcement dated 30 April 2014,
	2014, 29 May 2014, 15 May 2015 and 23 June 2015.
0 May 2	2014, 23 May 2014, 13 May 2013 and 23 June 2013.
Submi	itted 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. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- З. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up; •
  - they are entitled to dividend/interest at the same rate and for the same period, so that at . the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.