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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)**

### **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

#### **PROPOSED AMENDMENTS TO EXISTING ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed certain amendments (the “**Proposed Amendments**”) to the existing articles of association of the Company (the “**Articles of Association**”). The purpose and principal effect of the Proposed Amendments are as follows:

- (i) to widen the definition of “Listing Rules” from “the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited” to “subject to such stock exchange(s) where the securities of the Company are listed, the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time) or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) or the rules of such other stock exchanges”; and
- (ii) to conform to the latest Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited such that a Director is no longer permitted to disregard 5% interest when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting.

Details of the Proposed Amendments have been provided in the Company’s circular which was despatched to the shareholders (the “**Shareholders**”) of the Company on 23 March 2012.

Pursuant to the existing Articles of Association, the Proposed Amendments will be subject to the approval by the Shareholders in the form of a special resolution.

## **GENERAL**

Special resolution to approve the Proposed Amendments will be proposed at the forthcoming annual general meeting (the “AGM”) of the Company. A circular containing, among other matters, details of the Proposed Amendments together with a notice of the AGM and the related proxy form, have been despatched to the Shareholders on 23 March 2012. As no Shareholder has a material interest in the Proposed Amendments, no Shareholder will be required to abstain from voting on the relevant resolution.

By order of the Board  
**Directel Holdings Limited**  
**Li Kin Shing**  
*Chairman*

Hong Kong, 29 March 2012

*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 and Mr. Wong Kin Wa, the independent non-executive directors are Mr. Chen Xue Dao, Mr. Chu, Howard Ho Hwa and Ms. Lee Man Yee, Maggie.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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](http://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](http://www.directel.hk).*