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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 TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

The Board would like to announce that an application has been made by the Company to the Stock Exchange on 11 May 2012 for the Transfer of Listing in respect of the Company and the Shares pursuant to Chapter 9A of the Main Board Listing Rules.

Shareholders and potential investors should be aware that the implementation of the proposed Transfer of Listing is subject to, among other things, the granting of relevant approval by the Stock Exchange and thus the proposed Transfer of Listing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

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REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed on GEM since 2 June 2010. The Group is a mobile virtual network operator which is principally engaged in the provision of mobile phone services.

Pursuant to Chapter 9A of the Main Board Listing Rules, the Company has fulfilled the requirement of Rule 9A.02(2) of the Main Board Listing Rules when its annual report for the year ended 31 December 2011 has been published and distributed to the

Shareholders. In view of the financial performance of the Company and the potential benefits of listing on the Main Board, the Directors consider that the Transfer of Listing would enhance the Company's corporate image and flexibility to raise funds for further expansion.

As at the date of this announcement, the Board has no intention to change the nature of business of the Company and its subsidiaries following the proposed Transfer of Listing. The proposed Transfer of Listing will not involve any issue of new Shares by the Company.

The Company will make further announcement(s) to keep the Shareholders and potential investors informed of the progress as and when appropriate.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	the board of Directors;
“Company”	Directel Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM;
“Director(s)”	the director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China;
“Main Board”	the stock exchange operated by the Stock Exchange prior to the establishment of GEM, which excludes the options market and continues to be operated by the Stock Exchange in parallel with GEM. For the purpose of this announcement, the Main Board excludes the GEM;

“Main Board Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time, and any applicable practice notes, supplementary guidance or other regulations issued by the Stock Exchange;
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Shareholders”	holders of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Transfer of Listing”	the transfer of listing of the Shares from GEM to the Main Board

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

Hong Kong, 11 May 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 and 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 enquires, 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 (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 Company’s website at www.directel.hk.