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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The Board wishes to inform the shareholders of the Company and potential investors that based on the preliminary review of the unaudited consolidated management accounts of the Group, it is expected to record a significant decrease in net profit for the three months ended 31 March 2013 as compared to the net profit recorded in the corresponding period in 2012.

The information contained in this announcement is only a preliminary assessment by the Board based on the information currently available and the unaudited consolidated management accounts of the Group, which have not been reviewed by the Company's audit committee.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the shares of the Company.

This announcement is made by Directel Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Based on preliminary review by the board of directors of the Company (the “**Board**”) of the unaudited consolidated management accounts of the Group, the Board wishes to inform the shareholders of the Company and potential investors that the Group is expected to record a significant decrease in net profit for the three months ended 31 March 2013 as compared to the net profit recorded in the corresponding period in 2012. Based on the relevant information currently available to the Company, the Board considers that such decrease in net profit was mainly attributable to the decrease in turnover as a result of the decrease in the monthly average number of activated phone numbers and decrease of airtime usage by users. The above factors have adversely affected the Group’s revenue as well as its operating results for the three months ended 31 March 2013.

As the Company is still in the course of preparing its results for the three months ended 31 March 2013, the information contained in this announcement is only a preliminary assessment by the Board based on the information currently available and the unaudited consolidated management accounts of the Group, which have not been reviewed by the Company’s audit committee. The overall financial results of the Group for the three months ended 31 March 2013 will only be ascertained when all the relevant results and corresponding treatments are finalised. The results of the Group for the three months ended 31 March 2013 are scheduled to be approved and announced by the Board on or around 10 May 2013. Shareholders of the Company and potential investors are advised to read the quarterly results announcement of the Company when it is published.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the shares of the Company.

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

Hong Kong, 30 April 2013

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 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.