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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)

**(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 18 JANUARY 2021; AND
(2) SHARE CONSOLIDATION BECOMING EFFECTIVE
ON 20 JANUARY 2021**

The Board is pleased to announce that the ordinary resolution proposed was duly passed by the Shareholders by way of poll at the EGM held on 18 January 2021.

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on 20 January 2021.

Reference is made to the circular of Directel Holdings Limited (the “**Company**”) dated 31 December 2020 (the “**Circular**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution proposed was duly passed by the Shareholders by way of poll at the EGM held on 18 January 2021.

Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results in respect of the ordinary resolution proposed at the EGM are as follows:

Ordinary Resolution		No. of votes cast (approximate %)	
		For	Against
1.	<p>To approve:</p> <p>“THAT subject to the fulfilment of all the conditions (the “Conditions”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 31 December 2020 (the “Circular”), a copy of which has been tabled at the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is the later):</p> <p>(a) every twenty (20) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.20 each in the share capital of the Company (each a “Consolidated Share”) (the “Share Consolidation”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the ordinary shares contained in the memorandum and articles of association of the Company;</p> <p>(b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and</p> <p>(c) the Directors be and are hereby authorised to do all such acts, deeds and things, to sign, execute and deliver any documents including under common seal of the Company or otherwise, and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing in respect of the Share Consolidation.”</p>	2,467,404,000 (99.99%)	5,000 (0.01%)

As more than 50% of the votes were cast in favour of the ordinary resolution, the ordinary resolution was duly passed at the EGM.

As at the date of the EGM, the issued share capital of the Company comprised 3,697,500,000 Shares which was equivalent to the total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the EGM. To the best of the Directors' knowledge, belief and information, no Shareholders had a material interest in the resolution proposed at the EGM. No Shareholders have stated their intention in the Circular to vote against the resolution or to abstain from voting at the EGM. There were no Shareholders required under the GEM Listing Rules to abstain from voting on the resolution at the EGM and there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules.

SHARE CONSOLIDATION BECOMING UNCONDITIONAL

The Board is also pleased to announce that approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Wednesday, 20 January 2021. Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation.

Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from blue to yellow. Certificates for the existing Shares will cease to be marketable and will not be acceptable for delivery, trading and settlement purpose(s) after Thursday, 25 February 2021.

Dealings in the Consolidated Shares on the Stock Exchange are expected to commence on Wednesday, 20 January 2021 at 9:00 a.m.

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

Hong Kong, 18 January 2021

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, Mr. Wong Kin Wa and Mr. Hu Tiejun, the independent non-executive directors are Mr. Chen Xue Dao, Ms. Lee Man Yee, Maggie and Mr. Liu Kejun.

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 GEM of the Stock Exchange 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 Listed Company Information" 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.