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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 THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Directel Holdings Limited (the “**Company**”) proposed certain amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt the second amended and restated memorandum and articles of association (“**New Memorandum and Articles of Association**”) of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association. The purpose and principal effect of the Proposed Amendments are as follows:

1. to bring the relevant provisions of the Existing Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the relevant requirements under new Appendix 3 to the GEM Listing Rules;
2. to update the registered office of the Company;
3. to reflect the changes to the authorised share capital of the Company and the total number of shares of the Company as a result of the completion of the share consolidation on 20 January 2021;
4. to update the definition of “Companies Law” to bring it in line with the latest Companies Act (as revised) of the Cayman Islands;
5. to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors; and
6. to make other house-keeping amendments to the Existing Memorandum and Articles of Association.

Details of the Proposed Amendments will be provided in the Company’s circular which will be despatched to the shareholders (the “**Shareholders**”) of the Company in due course.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association will be subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

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Special resolution to approve the Proposed Amendments will be proposed at the forthcoming AGM. A circular of the AGM containing, among other matters, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association, together with a notice of the AGM and the related proxy form, will be despatched to the Shareholders in due course. 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
Pang Kwok Chau
Executive Director

Hong Kong, 10 May 2022

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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 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.