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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 3 DECEMBER 2024

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 3 December 2024.

References are made to the notice of the extraordinary general meeting (the “**EGM Notice**”) and the circular (the “**Circular**”) of Directel Holdings Limited (the “**Company**”) dated 14 November 2024 and the announcement of the Company dated 24 October 2024 in relation to the Loan Capitalisation Agreement and the transactions contemplated thereunder. Unless otherwise defined, capitalised terms used in this announcement have the same meanings as these defined in the Circular.

THE EGM

The Board is pleased to announce that at the EGM held at Office Nos. 1, 2, 14 and 15, 37th Floor, Hong Kong Plaza, No. 188 Connaught Road West, Hong Kong on Tuesday, 3 December 2024 at 10:00 a.m., the proposed resolution as set out in the EGM Notice was duly approved by way of Shareholders poll voting.

As at the date of the EGM, the total number of issued shares of the Company was 184,875,000 Shares. Mr. Li, the chairman of the Board and a non-executive Director and the controlling shareholder of the Company, beneficially owns 5,062,500 Shares and holding 104,437,500 Shares via his controlled corporation New Everich Holdings Limited, representing in aggregate approximately 59.23% of the total issued share capital of the Company. Therefore, Mr. Li and his associates were required to abstain, and had abstained from voting on the ordinary resolution at the EGM. Accordingly, there were a total of 75,375,000 Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution. Save as disclosed above, to the best of the Directors’ knowledge, belief and information, no other Shareholders had a material interest in the transactions contemplated under the Loan

Capitalisation Agreement and was required to abstain from voting on the ordinary resolution at the EGM. Save as disclosed above, there were no Shareholders had stated his or her intention in the Circular to vote against or abstain from voting on the proposed ordinary resolution at the EGM and no Shareholders was required to abstain from voting in favour of the proposed ordinary resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules.

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

The Directors, namely Mr. Pang Kwok Chau, Mr. Li Kin Shing, Mr. Wong Kin Wa, Ms. Lee Man Yee, Maggie and Mr. Chen Xue Dao have attended the EGM either in persons or by electronic means while Mr. Liu Kejun did not attend the EGM due to his other work arrangement.

VOTING RESULTS OF THE EGM

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

Ordinary Resolution		No. of Shares Voted (%)	
		For	Against
1.	<p>“THAT</p> <p>(a) the Loan Capitalisation Agreement (the “Loan Capitalisation Agreement”) dated 24 October 2024 and entered into between the Company as issuer and Mr. Li Kin Shing (the “Subscriber”) as subscriber in relation to the conversion of the principal amount of HK\$12,000,000 under the unsecured shareholder’s loan due from the Group to the Subscriber into the share capital of the Company (the “Loan Capitalisation”) involving the subscription (the “Subscription”) of an aggregate of 60,000,000 new shares to be issued and allotted by the Company (the “Capitalisation Shares”) at the Capitalisation Price of HK\$0.20 per Capitalisation Share, a copy of which is tabled at the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p>	41,362,630 (100%)	0 (0%)

Ordinary Resolution	No. of Shares Voted (%)	
	For	Against
<p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Capitalisation Shares, the directors (the “Directors”) of the Company be and are hereby granted a specific mandate authorising the Directors to exercise all the powers of the Company to allot and issue the Capitalisation Shares to the Subscriber subject to the terms of the Loan Capitalisation Agreement (the “Specific Mandate”), with such Specific Mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any Director be and is hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and giving effect to the Loan Capitalisation Agreement, the Loan Capitalisation, the allotment and issue of the Capitalisation Shares and the transactions contemplated thereunder, and to agree to the variation, amendment and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Loan Capitalisation Agreement and are in the best interests of the Company.”</p>		

As more than 50% of the votes were cast in favour of the ordinary resolution 1, the above resolution proposed at the EGM was duly passed as an ordinary resolution of the Company.

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

Hong Kong, 3 December 2024

As at the date of this announcement, the executive Director is Mr. Pang Kwok Chau, the non-executive Directors are Mr. Li Kin Shing and Mr. Wong Kin Wa, the independent non-executive Directors are Ms. Lee Man Yee, Maggie, Mr. Chen Xue Dao, and Mr. Liu Kejun.

This announcement, for which the Directors 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 website of the Stock Exchange at www.hkexnews.hk 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.