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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)

CHANGE OF AUDITOR

This announcement is made by Directel Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF AUDITOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that KPMG has resigned as auditor of the Company with effect from 19 December 2024, as KPMG and the Company could not reach a consensus on the audit fee for the financial year ending 31 December 2024 and after the Company has considered fee quotations received from other professional accounting firms.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the shareholders of the Company (the “**Shareholders**”). Therefore, KPMG has not issued such confirmation.

Both the Board and the audit committee of the Company (the “**Audit Committee**”) have confirmed that there is no disagreement between KPMG and the Company, and there are no matters in respect of the change of the auditors which should be brought to the attention of the Shareholders.

It is expected that the change of auditor will not have any significant impact on the annual audit and the release of annual results of the Group for the financial year ending 31 December 2024.

The Board would like to take this opportunity to thank KPMG for their professional services and support in the past years.

APPOINTMENT OF AUDITOR

The Board, with the recommendation from the Audit Committee, has resolved to appoint Reanda HK CPA Limited (“**Reanda**”) as the new auditor of the Group with effect from 19 December 2024 to fill the casual vacancy following the resignation of KPMG and to hold office until the conclusion of the next annual general meeting of the Company.

In respect of the resignation of KPMG as the Company’s auditor and the appointment of Reanda as the new auditor of the Company, the Audit Committee has:

1. discussed and dealt with issues regarding the reasons for KPMG resignation as the Company’s auditor, mainly being the lack of consensus in respect of the audit fee for the financial year ending 31 December 2024;
2. obtained and discussed the fee quotations from Reanda and other professional accounting firms; and
3. conducted a review of the background and suitability of Reanda, including its qualifications and industry experience.

The Audit Committee has considered a number of factors in assessing the appointment of Reanda as the new auditor of the Company, including but not limited to (i) the proposed audit scope of Reanda; (ii) experience, industry knowledge and technical competence of key members of audit engagement team which Reanda proposed in handling audit work for companies listed on the Stock Exchange, its familiarity with the requirements under the GEM Listing Rules and the Hong Kong Financial Reporting Standards; (iii) its independence from the Group and objectivity; (iv) its resources and capabilities including proposed manpower and timetable; and (v) fulfilment of the guidelines issued by The Accounting and Financial Reporting Council.

On the basis of the above, the Audit Committee has passed a resolution to recommend to the Board the appointment of Reanda as the new auditor of the Company to fill the casual vacancy with effect from 19 December 2024 and to hold office until the conclusion of the next annual general meeting of the Company after taking into consideration, *inter alia*, Reanda’s fee quotation and its qualifications and industry experience.

The Board has agreed to adopt the recommendations of the Audit Committee and a board resolution has been passed to appoint Reanda as the Company's new auditor to fill the casual vacancy with effect from 19 December 2024 until the conclusion of the next annual general meeting of the Company. The Board and the Audit Committee are of the view that the change of auditor would enhance the cost-effectiveness of the annual audit for the financial year ending 31 December 2024 and is in the interests of the Company and its Shareholders as a whole.

The Board would like to take this opportunity to extend its welcome to Reanda on its appointment as the new auditor of the Company.

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

Hong Kong, 19 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 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 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.