THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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This circular, for which the directors (the "**Directors**") of Directel Holdings Limited (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 circular 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 circular misleading.

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in the Company, you should at once hand this circular and accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

DIRECTEL HOLDINGS LIMITED
直通電訊控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 8337)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED ADOPTION OF THE 2026 SHARE OPTION SCHEME, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

This circular 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 circular will also be posted on the Company's website at www.directel.hk.

A notice convening the AGM of the Company to be held at Office Nos. 1, 2, 14 and 15, 37th Floor, Hong Kong Plaza, No. 188 Connaught Road West, Hong Kong on Tuesday, 16 June 2026 at 10:00 a.m. (or any adjourned meeting thereof) is set out on pages 48 to 53 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours (i.e. 10:00 a.m. on Sunday, 14 June 2026) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person in the AGM if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

29 April 2026

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"2016 Share Option Scheme"	the existing share option scheme of the Company adopted on 11 May 2016;
"2026 Share Option Scheme"	the new share option scheme proposed to be adopted by the Company at the AGM, the principal terms of which are set out in the appendix to this circular;
"Acceptance Date"	the date upon which an offer for an Option must be accepted by the relevant Eligible Participant, being a date not later than 30 days after the Offer Date;
"Adoption Date"	the date (which is expected to be the date of the AGM) on which the 2026 Share Option Scheme is conditionally adopted by ordinary resolutions to be passed by the Shareholders at the AGM;
"AGM"	the annual general meeting of the Company convened and to be held on Tuesday, 16 June 2026 at 10:00 a.m. at Office Nos. 1, 2, 14 and 15, 37th Floor, Hong Kong Plaza, No. 188 Connaught Road West, Hong Kong or any adjournment thereof, the notice of which is set out on pages 48 to 53 of this circular;
"Articles of Association"	the third amended and restated articles of association of the Company adopted on 5 June 2025 and as amended from time to time;
"associate(s)" or "close associate(s)"	has the meaning as ascribed to it/them under the GEM Listing Rules;
"Auditors"	the auditors for the time being of the Company;
"Board"	the board of Directors of the Company;
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon;
"Cayman Companies Act"	the Companies Act (2021 Revision), formerly known as the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;

"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"Company"	Directel Holdings Limited (直通電訊控股有限公司), a company incorporated in the Cayman Islands with limited liability whose securities are listed on GEM;
"controlling Shareholders"	as the same meaning as defined in the GEM Listing Rules;
"Core Connected Person"	has the same meaning as defined in the GEM Listing Rules;
"Director(s)"	the director(s) of the Company;
"Eligible Participant(s)"	any persons who are eligible to participate in the 2026 Share Option Scheme, being any (a) Employee Participant(s), and (b) Related Entity Participant(s);
"Employee Participant(s)"	the director(s) (including the independent non-executive Directors) and employee(s) (whether full-time or part-time) of any member of the Group (including persons who are granted Options under the 2026 Share Option Scheme as inducement to enter into employment contracts with any member of the Group);
"Exercise Price"	the price per Share, determined by the Board, at which a Grantee may subscribe for Shares on the exercise of an Option;
"Expiry Date"	in respect of an Option, the date of the expiry of the Option as may be determined by the Board which shall not be later than the last day of the Option Period in respect of such Option;
"GEM"	GEM of the Stock Exchange;
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM;
"Grantee"	any Eligible Participant who accepts the offer of the grant of an Option in accordance with the rules of the 2026 Share Option Scheme;
"Group"	the Company and its subsidiaries;

"HK$"	Hong Kong Dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"inside information"	has the meaning defined in the SFO;
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
"Listing Committee"	has the meaning ascribed to it under the GEM Listing Rules;
"Main Board"	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM;
"Nomination Committee"	the nomination committee of the Board;
"Offer Date"	in respect of an offer, the date on which an Option is offered in writing to an Eligible Participant which must be a Business Day;
"Offer Letter"	a letter setting out the terms of the offer given by the Company to the Eligible Participant in accordance with the Scheme Rules of the 2026 Share Option Scheme;
"Option(s)"	any option(s) to be granted to Eligible Participant(s) to subscribe for Shares granted pursuant to the 2026 Share Option Scheme;
"Option Period"	in respect of an Option, the period to be notified by the Board to each Grantee in the Offer Letter within which the Option may be exercised subject to the terms thereof, provided that such period shall not exceed a period of 10 years commencing on the Offer Date;
"Personal Representative(s)"	a person or persons who, in accordance with the laws of succession applicable in respect of the death of such Grantee is or are entitled to exercise the Option accepted by such Grantee (to the extent not already exercised) in consequence of the death of such Grantee;

"Related Entity Participant(s)"	director(s) and employee(s) of the holding companies, fellow subsidiaries or associated companies of the Company;
"Scheme Limit"	has the meaning ascribed to it under the 2026 Share Option Scheme as disclosed in the appendix to this circular;
"Scheme Rules"	the terms and conditions of the 2026 Share Option Scheme;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
"Share(s)"	ordinary share(s) of HK$0.20 each in the share capital of the Company;
"Shareholder(s)"	Holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong Securities and Future Commission, as amended, modified and supplemented from time to time;
"Termination Date"	close of business of the Company on the date which falls ten (10) years after the Adoption Date;
"Treasury Shares"	Shares repurchased and held by the Company in treasury as treasury shares, as authorised by the laws of Cayman Islands, and for the purpose of the 2026 Share Option Scheme, references to new Shares include Treasury Shares, and references to the issue of new Shares include the transfer of Treasury Shares; and
"%"	per cent.

DIRECTEL HOLDINGS LIMITED
直通電訊控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8337)

Non-executive Directors:
Mr. Li Kin Shing *(Chairman)*
Mr. Wong Kin Wa

Executive Director:
Mr. Pang Kwok Chau *(Chief Executive Officer)*

Independent non-executive Directors:
Ms. Lee Man Yee, Maggie
Mr. Liu Kejun
Mr. Fung Wai Hang

Registered office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business:
Office Nos. 1, 2, 14 and 15
37th Floor
Hong Kong Plaza
No. 188 Connaught Road West
Hong Kong

29 April 2026

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED ADOPTION OF THE 2026 SHARE OPTION SCHEME, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the AGM, resolutions will be proposed to (i) grant to the Directors general mandates to allot, issue and deal with new Shares of the Company and to repurchase Shares of the Company; (ii) adopt the proposed 2026 Share Option Scheme; (iii) re-elect the Directors in accordance with the Articles of Association of the Company; and (iv) re-appointment of auditor of the Company. This circular contains the explanatory statement in compliance with the GEM Listing Rules and to give all the information reasonably necessary to enable Shareholders of the Company to make an informed decision on whether to vote for or against the resolutions.

GENERAL MANDATES

At the AGM, separate ordinary resolutions will be proposed to renew the general mandates to authorise the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution (the "**Issue Mandate**"); (ii) to exercise all powers (the "**Repurchase Mandate**") of the Company to repurchase issued and fully paid Shares on GEM up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution; and (iii) to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as mentioned in paragraph (i) above by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, there were in issue an aggregate of 244,875,000 Shares. Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Share is issued or repurchased by the Company prior to the AGM, the Directors will be authorised to allot and issue under the Issue Mandate up to 48,975,000 Shares, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate shall continue to be in force during the period ending on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by law or by its Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The existing general mandates to issue and repurchase Shares granted to the Directors pursuant to the resolutions passed by the Shareholders of the Company on 5 June 2025 will expire at the AGM.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

PROPOSED ADOPTION OF THE 2026 SHARE OPTION SCHEME

2016 Share Option Scheme

The 2016 Share Option Scheme was adopted by the Company by way of a shareholder's resolution passed on 11 May 2016. The 2016 Share Option Scheme has a term of 10 years from its adoption date and will expire on 11 May 2026 and no further options can be granted thereunder. As at the Latest Practicable Date, there were no outstanding options under the 2016 Share Option Scheme.

Proposed adoption of the 2026 Share Option Scheme

As at the Latest Practicable Date, there was no other share scheme (as defined under Chapter 23 of the GEM Listing Rules) in effect. In view of the expiration of the 2016 Share Option Scheme and in order to provide appropriate incentives or rewards to suitable and eligible persons for their contribution or potential contribution to the Group, the Board proposes to seek approval by the Shareholders by way of an ordinary resolution at the AGM to adopt the 2026 Share Option Scheme in accordance with Chapter 23 of the GEM Listing Rules. A summary of the principal terms of the Scheme Rules of the 2026 Share Option Scheme is set out in Appendix II to this circular.

As at the Latest Practicable Date, the Board had no intention to grant any Options under the 2026 Share Option Scheme.

Conditions of the 2026 Share Option Scheme

The 2026 Share Option Scheme will take effect upon satisfaction of the following conditions:

(a) the passing of the necessary resolutions by the Shareholders of the Company in the AGM to approve and adopt the 2026 Share Option Scheme and to authorise the Board to grant the Options to allot, issue and deal with the Shares which fall to be issued pursuant to the exercise of the Options under the 2026 Share Option Scheme; and

(b) the Listing Committee granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the 2026 Share Option Scheme.

An application will be made by the Company to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the new Shares which may fall to be issued pursuant to the exercise of the Options granted under the 2026 Share Option Scheme.

Eligible Participants

Under the 2026 Share Option Scheme, Eligible Participants include the Employee Participants (which include independent non-executive Directors) and the Related Entity Participants. These categories of Eligible Participants are consistent with the GEM Listing Rules and the eligibility criteria of Eligible Participants set out in the paragraph headed "Eligibility of Eligible Participants" below is also consistent with the purposes of the 2026 Share Option Scheme, which enable the Group to preserve its cash resources and use share incentives to encourage both employees and non-employees of the Group to contribute to the Group and align the mutual interests of the Company and the Eligible Participants which in turn will benefit the long-term growth and development of the Group.

The Employee Participants include independent non-executive Directors. As at the Latest Practicable Date, the Company had no specific plans or immediate intention to grant Options to independent non-executive Directors under the 2026 Share Option Scheme. However, the Board supports including independent non-executive Directors as Eligible Participants in the 2026 Share Option Scheme having taken into account: (i) equity-based compensation remains a vital tool for aligning Shareholders' interests with those of all Board members, including independent non-executive Directors; and (ii) the inclusion of independent non-executive Directors in share option schemes is a common practice among listed companies in Hong Kong. The Board believes that having the flexibility to offer Options will enhance the Company's ability to maintain competitive remuneration packages for attracting and retaining talented independent non-executive Directors.

Also, the Board is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of the Options under the 2026 Share Option Scheme having considered (i) the independent non-executive Directors will continue to comply with the independence requirement under Rule 5.09 of the GEM Listing Rules; (ii) approval by independent Shareholders will be required if any Options is to be granted to independent non-executive Directors or any of their respective associates would result in the total number of new Shares issued and to be issued in respect of all Options granted (excluding any Options lapsed in accordance with the terms of the 2026 Share Option Scheme) to such person in the period of 12 months up to and including the date of the grant representing in aggregate over 0.1% of the Shares in issue (excluding Treasury Shares, if any); and (iii) the Board will be mindful of the recommended best practice E.1.9 of the Corporate Governance Code (the "**CG Code**") set out in Appendix C1 to the GEM Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive Directors.

Based on the above, the Board considers the inclusion of independent non-executive Directors fits the purpose of the 2026 Share Option Scheme and is fair and reasonable and in the interest of the Company and its shareholders as a whole.

In addition to Employee Participants, Eligible Participants also include Related Entity Participants. The Company has not previously granted any Options to Related Entity Participants. However, it is considered that apart from the contributions from employees of the Group, the success of the Group might also come from the efforts and contributions from non-employees (including Related Entity Participants) who have contributed to the Group or may contribute to the Group in the future. Grant of Options to Related Entity Participants would not only align the interest of them and the Group, but also strengthen their loyalty to the Group and provide incentives to them for a higher degree of their participation and involvement in promoting the business of the Group; and maintaining a stable and long-term relationship with the Group. Based on the above, the Board considers the inclusion of the Related Entity Participants fits the purpose of the 2026 Share Option Scheme and is fair and reasonable and in the interest of the Company and its shareholders as a whole.

Pursuant to the Note (1) to Rule 23.03(2) of the GEM Listing Rules, the Company has sought legal advice on the prospectus requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) in relation to the 2026 Share Option Scheme proposed to be adopted and understands that exemptions may be available from the prospectus registration requirements, provided that the grant of Options made by the Company under the 2026 Share Option Scheme to the Eligible Participants fall within the said exemptions, and in which case the adoption of the 2026 Share Option Scheme would not constitute an offer to public, and the prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) are not applicable.

Eligibility of Eligible Participants

In determining the basis of eligibility of, and the terms of grant of Options to each of the Eligible Participants, the Board will take into account different factors, his/her experience in the business of the Group, the length of his/her service with the Group, his/her contribution to the development and long-term growth of the Group and other factors as the Board may at its discretion consider appropriate.

The Board also has the discretion to impose different terms and conditions on Options to be granted to these participants, which allows the Board to have flexibility to impose appropriate conditions in light of the particular circumstances of each grant, corresponding to the relevant Eligible Participant's contribution or potential contribution (including future contributions to the Group). In particular, the Board would take into account, on a case-by-case basis, among other things, the following factors in assessing the eligibility of the relevant Eligible Participants:

(a) with respect to Employee Participant: (i) their individual performance; (ii) their time commitment (full-time or part-time), responsibilities or employment conditions with reference to the prevailing market practice and industry standard; (iii) the length of their engagement with the Group; and (iv) their individual contributions or potential contributions towards the development and growth of the Group.

(b) with respect to Related Entity Participant: (i) the positive impact brought by, or expected from, the Related Entity Participant on the Group's business in terms of, amongst other things, actual or expected change in the Group's revenue or profits and/or an addition of expertise to the Group attributable to them; (ii) the length of their collaborative relationship established with the Group; (iii) their participation and contribution to the development of the Group and/or the extent of benefits and synergies brought to the Group, which may include the degree of their involvement in and/or cooperation with the Group; (iv) whether the Related Entity Participant have provided measurable assistance to improve any aspect of the Group's business, such as to refer or introduce new business opportunities to the Group or increase its existing market share; and (v) the amount of actual or potential support, assistance, guidance, advice, effort and contribution that they are likely to be able to give or contribute towards the success of the Group.

The Related Entity Participants who may be selected as Grantees under the 2026 Share Option Scheme are limited to those who provide advisory or consultancy services to the Group on a continuing or recurring basis akin to those of the employees of the Group in the Company's ordinary and usual course of business and which are conducive to the long-term growth of the Group. The Board envisages that the primary category of Related Entity Participants who may be selected as Grantees will be directors and employees of associated companies of the Group, including those of equity joint ventures which may be established by the Group in the future (which are expected to qualify and be accounted for as associated companies of the Group within the meaning of the GEM Listing Rules). Such persons are expected to contribute to the Group in the following manner:

(a) providing industry-specific knowledge, market intelligence and technical expertise relevant to the Group's telecommunications business and operations;

(b) referring or introducing new business opportunities, potential clients or strategic partners to the Group;

(c) providing operational guidance, practical advice and support in connection with the Group's existing or contemplated business activities; or

(d) rendering such other advisory or consultancy services as the Board may determine on a case-by-case basis to be conducive to the long-term growth and development of the Group.

The Directors are of the view that the inclusion of Related Entity Participants as Eligible Participants is in line with the industry norm having regard to the following:

(a) it is common practice in the telecommunications sector for companies to collaborate with associated companies, joint venture partners and strategic allies in the delivery of services and development of business. Operators routinely establish or invest in associated companies to co-develop network infrastructure, share spectrum resources and jointly deploy emerging technologies. In many Asian markets, the regulatory and licensing landscape further necessitates engagement with local partners through equity joint ventures to obtain the necessary operating licences or market access. Telecommunications companies also commonly rely on equity joint ventures for cross-territorial licensing and deployment of proprietary technology, whereby directors and employees of such entities make contributions through market intelligence, technical expertise and operational support that are comparable in nature to those of the group's own employees. The extension of equity-based incentives to such persons is therefore consistent with the established commercial practices of the telecommunications industry;

(b) in the context of the Group's business, the Group holds the exclusive licence of the operation rights of RF-SIM intellectual property rights in Hong Kong and Macau and is principally engaged in the provision of One Card Multiple Number telecommunications services to customers in those territories. Given the technology-intensive and territorially specific nature of the RF-SIM business, the Board envisages that the Group may, in the course of its future business development, establish equity joint ventures with strategic partners to expand the reach of its telecommunications services into new markets or to co-develop new service offerings. The Board is therefore of the view that extending equity-based incentives to directors and employees of such associated companies as Related Entity Participants is directly aligned with the commercial rationale of the Group's potential business development plans and is conducive to attracting and retaining key contributors whose efforts are instrumental to the Group's long-term growth; and

(c) the inclusion of Related Entity Participants as eligible participants in share option schemes is an established and widely adopted practice among companies listed on GEM of the Stock Exchange, particularly among companies at a stage of active business development and expansion. Such companies commonly utilise share option schemes as a flexible and cost-effective tool to incentivise and retain a broader range of contributors, including those from associated companies and joint ventures, whose support is instrumental to the issuer's growth.

The Directors are of the view that although they are not employees of the Group, their specific industry and professional knowledge which will provide insights and expertise to the Group would make contributions in ways that are similar to the Employee Participants under the 2026 Share Option Scheme.

The Board will not rule out exploring opportunities for business expansion or development in the future including the formation of equity joint ventures (which are expected to qualify and be accounted for as associated companies of the Group within the meaning of the GEM Listing Rules) arising from referral or introduction of new opportunities or by tapping into specific knowledge or pre-existing expertise on certain operational areas and guidance of the Related Entity Participants which to support and assist the Group's long-term development. As such, the Board (including the independent non-executive Directors) is of the view that the inclusion of Related Entity Participants in the 2026 Share Option Scheme is designed to align with the Group's potential business plan by extending incentives to staff of future joint ventures which may be established, which Directors believe to be consistent with the purpose of the 2026 Share Option Scheme of aligning mutual interest between the Group and Eligible Participants and motivating contributions to the Group, thereby serving the long-term interests of the Company and its Shareholders.

Having considered the basis of determining the eligibility of the Eligible Participants, in particular with respect to those applicable to the Related Entity Participants, and the factors above, the Board (including the independent non-executive Directors) considers that (i) the inclusion of the Related Entity Participants as Eligible Participants is in line with the Company's business needs and the industry norm of providing equity-based payment to stakeholders in order to align interests and incentivise performance and contribution, as it is desirable and necessary to sustain and foster these business relationships on a long-term basis; and (ii) it is advantageous to foster a sustainable, stable and collaborative relationship with the Related Entity Participants which is vital to the Group's business development. Based on the above, the Directors (including the independent non-executive Directors) are of the view that the criteria for the selection of the Eligible Participants and the inclusion of the Related Entity Participants in the 2026 Share Option Scheme, and the discretion afforded to the Board to impose different terms and conditions (including but not limited to performance targets and vesting conditions) on the Options to be granted to such selected Eligible Participants, are in line with the purpose of the 2026 Share Option Scheme and the Group's business needs and are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Vesting period

The vesting period for Options under the 2026 Share Option Scheme shall be determined by the Board, and in any case, shall not be less than 12 months from (and including) the Offer Date. To ensure the practicability in fully attaining the purpose of the 2026 Share Option Scheme, for Employee Participants, the Board and the remuneration committee of the Board are of the view that (i) there are certain instances where a strict 12-month vesting requirement would not work or would not be fair to the Grantee, such as those set out in paragraphs 7(a) to (f) of the Appendix II to this circular; (ii) there is a need for the Group to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (iii) the Group should be allowed discretion to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances. Hence, the Board is of the view, which view is concurred by the remuneration committee of the Board, that the shorter vesting period prescribed in paragraphs 7(a) to (f) of the Appendix II to this circular, which is available to Employee Participants, is in line with the market practice, is appropriate and aligns with the purpose of the 2026 Share Option Scheme.

Scheme Limit

As at the Latest Practicable Date, the issued share capital of the Company comprised 244,875,000 Shares and the Company held no Treasury Shares. Assuming that there is no change in the issued share capital during the period between the Latest Practicable Date and the Adoption Date, the total number of Shares in respect of all Options to be granted under the 2026 Share Option Scheme together with all options and awards which may be granted under any other share scheme(s) for the time being of the Company will be 24,487,500 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares, if any) as of the Adoption Date.

The Company may issue new Shares and/or utilise Treasury Shares (if any) to satisfy grant of the Options under the 2026 Share Option Scheme to the extent permitted by the GEM Listing Rules, all applicable laws and regulations and the Articles of Association. As at the Latest Practicable Date, the Company had no Treasury Shares.

Performance Targets

Subject to the Scheme Rules of the 2026 Share Option Scheme, the GEM Listing Rules and any applicable laws and regulations, the Board or the committee of the Board or person(s) to which the Board has delegated its authority shall have the power to determine such performance targets or other criteria or conditions for vesting of the Options in its sole and absolute discretion. The performance target, if any, shall be based on the performance of the Eligible Participant and/or the operating or financial performance of the Group including but not limited to (i) business performance and financial performance of the Group such as the profit before tax of the Group; (ii) attaining of corporate goals; (iii) individual performance appraisal; and/or (iv) other criteria to be determined by the Board as its absolute discretion from time to time, which shall be set out in the relevant offer letter in relation to the grant of Options issued to each selected Eligible Participant. The Board considered that such performance targets will align with the purpose of the 2026 Share Option Scheme by remunerating the Eligible Participants with equity incentives that recognise their contributions on the long-term growth and development of the Group.

Clawback

Notwithstanding the terms and conditions of the 2026 Share Option Scheme, the Board has the authority to clawback any Option that has been previously granted but not yet exercised, without a Grantee's consent, in the event that, among others, a Grantee ceases to be an Eligible Participant under certain circumstances, has been convicted of criminal offence involving his integrity or honesty or has engaged in any serious misconduct or in material breach of the terms of the 2026 Share Option Scheme or the Offer Letter, or if there is any material misstatement in the Company's financial statements, as more particularly set out in paragraph 20 of the Appendix II to this circular.

Basis of Determination of the Exercise Price

The Exercise Price in relation to each Option offered to an Eligible Participant shall, subject to the adjustments as determined by the Board in its absolute discretion on the date of grant, but in any event, must be at least the higher of:

(a) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the Offer Date, which must be a Business Day;

(b) the average of the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five Business Days immediately preceding the Offer Date; and

(c) the nominal value of a Share.

The basis for determining the Exercise Price is also specified precisely in the Scheme Rules. The Board considers that such basis will serve to preserve the value of the Company and encourage the Eligible Participants to acquire proprietary interests in the Company.

Value of the Options

The Board considers that it is not appropriate and impractical to state the value of the Options that can be granted under the 2026 Share Option Scheme as if they had been granted at the Latest Practicable Date, given that various factors (such as the Exercise Price and other terms and conditions to which an Option may be subject) crucial for valuation cannot be predicted or ascertained at this stage and may vary from case to case. The Board believes that any calculation of the value of the Options as at the Latest Practicable Date based on assumptions would be speculative, not meaningful to, and may be misleading to the Shareholders.

Document on Display

A copy of the Scheme Rules of the 2026 Share Option Scheme will be published on the respective websites of the Stock Exchange at "www.hkexnews.hk" and the Company at "www.directel.hk" for display for a period of not less than 14 days before the date of AGM and will be made available for inspection at the AGM.

Principal terms of the 2026 Share Option Scheme

A summary of the principal terms of the 2026 Share Option Scheme is set out in the Appendix II to this circular.

Other information

No trustee was appointed under the 2026 Share Option Scheme. None of the Directors is and will be trustee of the 2026 Share Option Scheme or has a direct or indirect interest in the trustee. In the event that the Company considers to appoint a trustee for the administration and implementation of the 2026 Share Option Scheme in future, such trustee will be independent of the Company and its connected persons. With respect to the operation of the 2026 Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 23 of the GEM Listing Rules.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had any material interest in the adoption of the 2026 Share Option Scheme. Accordingly, no Shareholder is required to abstain from voting on the resolution approving the adoption of the 2026 Share Option Scheme at the AGM.

RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

As at the Latest Practicable Date, the non-executive Directors are Mr. Li Kin Shing and Mr. Wong Kin Wa; the executive Director is Mr. Pang Kwok Chau; and the independent non-executive Directors are Ms. Lee Man Yee, Maggie, Mr. Liu Kejun and Mr. Fung Wai Hang.

Pursuant to the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at an annual general meeting at least once every three years.

In accordance with the article 108(a) of the Articles of Association and code provision B.2.2 of the CG Code, Mr. Pang Kwok Chau and Ms. Lee Man Yee, Maggie, will retire and being eligible, offer themselves for re-election at the AGM.

Pursuant to the article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed pursuant to the article 112 shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Mr. Fung Wai Hang, being independent non-executive Director of the Company newly appointed on 28 November 2025 will retire from the Board at the AGM in accordance with the article 112 and, being eligible, offer himself for re-election.

According to code provision B.2.3 of the CG Code, any further appointment of an independent non-executive Director who has served more than nine years should be subject to a separate resolution to be approved by Shareholders at the AGM. Ms. Lee Man Yee, Maggie has served as an independent non-executive Director for about 15 years therefore her re-election will be subject to a separate resolution to be approved by Shareholders at the AGM.

In accordance with the nomination policy of the Company, the Nomination Committee has reviewed the biographies of each of Mr. Pang Kwok Chau and Ms. Lee Man Yee, Maggie, who will be subject to retirement and re-election at the AGM, and took into consideration their knowledge, experience, capability and various diversity aspects as set out in the board diversity policy of the Company as well as their overall contributions and services to the Company, including their attendance of Board/general meetings and the level of participation and performance on the Board over the years. The Nomination Committee and the Board are not aware of any matter that may occur and affect the independence of Ms. Lee Man Yee, Maggie. Ms. Lee Man Yee, Maggie had performed her duty as the independent non-executive Director to the satisfaction of the Board and has not engaged in any executive management of the Group.

The Nomination Committee is of the view that Mr. Pang Kwok Chau and Ms. Lee Man Yee, Maggie will continue to contribute to the Board with their respective perspectives, skills and experience. In addition, Ms. Lee Man Yee, Maggie does not have any financial or family relationships with any other Directors, senior management, substantial or controlling shareholders of the Company, which could give rise to a conflict of interests situation or otherwise affect his exercise of independent judgement. The Nomination Committee believes that Ms. Lee Man Yee, Maggie committed to her role as an independent non-executive Director and will continue to be independent.

Taking into consideration of the above, recommendations of the proposals to re-elect Mr. Pang Kwok Chau as a executive Director, Ms. Lee Man Yee, Maggie and Mr. Fung Wai Hang as an independent non-executive Directors were made by the Nomination Committee to the Board and the Board accepted the nomination by the Nomination Committee and recommended Mr. Pang Kwok Chau, Ms. Lee Man Yee, Maggie and Mr. Fung Wai Hang to stand for re-election by the Shareholders at the AGM.

Brief biographical and other details of Mr. Pang Kwok Chau, Ms. Lee Man Yee, Maggie and Mr. Fung Wai Hang, who are proposed to be re-elected at the AGM are set out as follows:

Mr. Pang Kwok Chau (彭國洲), aged 65, is the chief executive officer and an executive Director. He is responsible for the overall marketing strategic planning and direction of the Group. Mr. Pang obtained a craft certificate in radio servicing (無線電修理行業技能證書) after the completion of a two-year part-time evening course from a Technical Institute under the Education Department, Hong Kong in July 1979 immediately following his graduation from secondary school and has over 31 years of experience in the telecommunications industry, especially in international roaming operation. Since joining the Group, Mr. Pang has been actively involved in the Group's business of "One Card Multiple Number" service in Hong Kong and the PRC. He has also been involved in the Group's overall corporate governance since 2007. Before joining the Group as the general manager in 2001, Mr. Pang served as the manager of China-Hong Kong Telelink Company Limited since 1995. He was appointed as an executive Director on 31 August 2009.

Mr. Pang has entered into a renewal service agreement with the Company to serve as an executive Director for a term of three years commencing from 1 May 2025, which may be terminated by either party thereto giving to the other not less than three months' prior notice in writing or less than three months' prior notice in writing agreed by both parties. Pursuant to the service agreement, Mr. Pang is entitled to an annual remuneration of HK$600,000. He is also entitled to a bonus payment on such amount as shall be determined by the Board in its absolute discretion. The determination of his emoluments is based on salaries paid by comparable companies, time commitment, his duties and responsibilities in the Company, the Company's performance and its remuneration policy.

Mr. Pang beneficially owns 1,500,000 Shares, representing approximately 0.61% of the total issued shares of the Company as at the Latest Practicable Date.

Ms. Lee Man Yee, Maggie (李敏怡), aged 55, was appointed as an independent non-executive Director on 20 May 2010. Ms. Lee has over 25 years of accounting, finance, taxation, audit and corporate governance experience and is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Ms. Lee obtained a diploma in business administration in the PRC from the Hong Kong Productivity Council.

Ms. Lee has served the Company as an independent non-executive Director for about 15 years. The Board, with the assistance and recommendation from the Nomination Committee, has assessed the independence of Ms. Lee as an independent non-executive Director according to the criteria for independence set out in Rule 5.09(1) to (8) of the GEM Listing Rules (the "**Independence Criteria**") and considered that Ms. Lee continues to be independent as she has satisfied all the Independence Criteria in the following ways:

(a) Ms. Lee has confirmed her independence to the Company in respect of each of the Independence Criteria;

(b) Ms. Lee has demonstrated continued independent judgement which contributes positively to the development of the Company's strategy and policies;

(c) since the listing of the Company in 2010, neither Ms. Lee nor any of her immediate family members, has had and have any executive or management role or functions in the Company and its subsidiaries, nor has she or any of her immediate family members been employed by any member of the Group;

(d) neither Ms. Lee nor any of her immediate family members, has received any remuneration from the Company apart from Director's fees and does not participate in the Group's staff incentive plan or pension scheme;

(e) neither Ms. Lee nor any of her immediate family members, has received any remuneration from a third party in relation to her directorship;

(f) neither Ms. Lee nor any of her immediate family members, has any financial, business, family or other material relationships with the Group, its management, advisers and business;

(g) neither Ms. Lee nor any of her immediate family members, holds any cross directorships or other significant links with other directors through involvement with other companies;

(h) neither Ms. Lee nor any of her immediate family members, holds any issued Share capital of the Company;

(i) neither Ms. Lee nor any of her immediate family members, serves as a director or employee of a significant competitor of the Group; and

(j) after due and careful consideration, the Nomination Committee of the Board considers Ms. Lee suitably independent to carry out her duties as an independent non-executive Director.

Ms. Lee has also confirmed to the Company that (i) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any Core Connected Person of the Company; and (ii) there are no other factors that may affect her independence at the time of her re-appointment.

In considering Ms. Lee's re-election, the Board, with the assistance and recommendation from the Nomination Committee of the Board of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, length of service, and the professional experience, skills and expertise that Ms. Lee can provide. The Board would consider that during her tenure as an independent non-executive Director, Ms. Lee has made positive and valuable contributions to the Company's strategies and policies with independent judgement from her areas of expertise, including accounting, finance, taxation, audit and corporate governance. She also contributes to the diversity of the Board in gender and is able to devote sufficient time and attention to perform the duties as an independent non-executive Director. The Board further notes that notwithstanding Ms. Lee's length of service, the Board, having made due and careful enquiry and with the recommendation of the Nomination Committee, is satisfied that Ms. Lee remains independent. In reaching this conclusion, the Board has had particular regard to Ms. Lee's professional background in accounting, finance, taxation, audit and corporate governance spanning over 25 years, which enables her to provide informed and objective scrutiny of the Company's financial and governance matters. The Board is of the view that her expertise and experience reinforce rather than detract from the quality of her independent judgement. Throughout her tenure, Ms. Lee has demonstrated a consistent ability to exercise independent views and, where appropriate, constructively challenge management. The Board is not aware of any circumstance, relationship or interest that could reasonably affect her objectivity or impartiality.

In relation to Board independence, the Board notes that the amended CG Code introduced a phased implementation for the cap on long-serving independent non-executive directors' tenure (the "**Long Serving INED Requirements**"), with Phase 1 requiring that long-serving independent non-executive Directors must not represent the majority of independent non-executive Directors on the Board by the first annual general meeting held on or after 1 July 2028, and Phase 2 requiring that no long-serving independent non-executive Directors remain on the Board by the first annual general meeting held on or after 1 July 2031. The Board confirms that it will comply with the Long Serving INED Requirements within the applicable transition period and will make such further disclosures as required by the GEM Listing Rules as and when appropriate.

In view of the above, Ms. Lee's re-election is considered to be of benefit to the Company. The Board considered that her continued tenure with the Company will continue to bring a wide range of valuable insight and expertise to the Board. A separate resolution will be proposed for her re-election at the AGM.

Ms. Lee has entered into a renewal service agreement with the Company to serve as an independent non-executive Director for a term of three years commencing from 1 June 2025, which may be terminated by either party thereto giving to the other not less than three months' prior notice in writing or less than three months' prior notice in writing agreed by both parties. Pursuant to the service agreement, Ms. Lee is entitled to an annual remuneration of HK$80,000. She is also entitled to a bonus payment on such amount as shall be determined by the Board in its absolute discretion. The determination of her emoluments is based on salaries paid by comparable companies, time commitment, her duties and responsibilities in the Company, the Company's performance and its remuneration policy.

Mr. Fung Wai Hang (馮偉恒), aged 40, has over 17 years of experience in accounting, auditing and financial management. Mr. Fung obtained a Master's degree in business administration from Fudan University, a Bachelor's degree in law from Oxford Brookes University and a Bachelor's degree in business administration from The Chinese University of Hong Kong. He completed the short-term management training courses at the MIT Sloan School of Management and the University of Oxford in 2019 and 2020 respectively. He was conferred as a fellow of the Social Enterprise Research Academy since 2021.

Mr. Fung is currently a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Hong Kong Chartered Governance Institute, a fellow member of the Chartered Governance Institute, a chartered global management accountant of the Chartered Institute of Management Accountants, a certified financial consultant of the Institute of Financial Consultants, a member of the Hong Kong Securities and Investment Institute, an accredited mediator (general) of the Hong Kong Mediation Accreditation Association, a panel member of the Hong Kong Mediation Centre, a certified workplace mediator of the International Dispute Resolution and Risk Management Institute and a life member of the Hong Kong Independent Non-Executive Director Association.

Mr. Fung is currently a director of WH Fung & Co CPA Limited.

From January 2019 to February 2025, Mr. Fung was an executive director, the chief financial officer and the company secretary of Anchorstone Holdings Limited (stock code: 01592), a company listed on the Main Board of the Stock Exchange.

Mr. Fung has entered into a service agreement with the Company to serve as an independent non-executive Director for a term of three years commencing from 28 November 2025, which may be terminated by either party thereto giving to the other not less than three months' prior notice in writing or less than three months' prior notice in writing agreed by both parties. Pursuant to the service agreement, Mr. Fung is entitled to an annual remuneration of HK$80,000. He is also entitled to a bonus payment on such amount as shall be determined by the Board in its absolute discretion. The determination of his emoluments is based on salaries paid by comparable companies, time commitment, his duties and responsibilities in the Company, the Company's performance and its remuneration policy.

Ms. Lee and Mr. Fung, being the independence non-executive Directors eligible for re-election at the AGM, has confirmed their independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company still considers them to be independent.

Save as disclosed hereof, as at the Latest Practicable Date, and to the best knowledge and belief of the Board, the Directors confirmed that:

(a) each of Mr. Pang Kwok Chau, Ms. Lee Man Yee, Maggie and Mr. Fung Wai Hang did not have any relationships with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company;

(b) each of Mr. Pang Kwok Chau, Ms. Lee Man Yee, Maggie and Mr. Fung Wai Hang had no other interests in the Shares which are required to be disclosed under Part XV of the SFO;

(c) each of Mr. Pang Kwok Chau, Ms. Lee Man Yee, Maggie and Mr. Fung Wai Hang did not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or hold other major appointments and professional qualifications;

(d) there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rule 17.50(2) of the GEM Listing Rules; and

(e) the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Directors.

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Reanda HK CPA Limited ("**Reanda**") as auditor of the Company for the year ending 31 December 2026 and to hold the office until the conclusion of the next annual general meeting of the Company. Taking into the account the complexity and business plan of the Company, the expected audit scope, audit timetable and auditors' resources required by Reanda, the estimated audit fee agreed with Reanda for the audit services relating to the year ending 31 December 2026 will be around HK$600,000. A resolution will also be proposed at the Annual General Meeting to authorise the Board to fix the auditor's remuneration for the ensuing year.

GENERAL INFORMATION

The notice for the AGM has been set out on pages 48 to 53 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying proxy form to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours (i.e. 10:00 a.m. on Sunday, 14 June 2026) before the time appointed for holding the AGM or any adjournment thereof. The return of the proxy form will not preclude you from attending and voting in person if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The record date for ascertaining shareholders' entitlement to attend and vote at the AGM will be on Tuesday, 16 June 2026 at 10:00 a.m. or any adjourned meeting hereof to approve matters. The register of members of the Company will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2026.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of Shareholders at the AGM must be taken by way of poll and the Company will announce the results of the poll in the manner as prescribed under Rule 17.47(5) of the GEM Listing Rules.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, for the purpose of the Listing Rules, Treasury Shares, if any, pending withdrawal from and/or transferring through CCASS shall not bear any voting rights at the Company's general meeting(s).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider that the general mandates to issue and repurchase Shares, the proposed adoption of the 2026 Share Option Scheme, the re-election of Directors and the re-appointment of the auditor proposed are in the interest of the Company and so recommend you to vote in favour of the relevant resolutions at the forthcoming AGM.

COMPETING INTERESTS

Directel Limited, a company incorporated in the Cayman Islands, is held as to 50% and 50% by Mr. Li Kin Shing, a non-executive Director, the chairman of the Company, a controlling shareholder and a substantial shareholder of the Company, and Ms. Kwok King Wa, a controlling shareholder and a substantial shareholder of the Company and the spouse of Mr. Li Kin Shing, respectively. According to the GEM Listing Rules, Directel Limited is an associate of Mr. Li Kin Shing and Ms. Kwok King Wa.

Directel Limited is the licensee of the operation rights of RF-SIM in markets other than the PRC (including Hong Kong and Macau) and it has the right to grant licences of the operation rights of RF-SIM intellectual property rights to others in markets other than the PRC. There is a risk that such services provided by Directel Limited may compete with the services provided by the Group as Directel Limited is expected to grant licences of the operation rights of RF-SIM intellectual property rights in other regions in the future.

Sunward Telecom Limited ("**Sunward Telecom**") and its wholly-owned subsidiaries (collectively, the "**Sunward Group**") were directly wholly-owned by Mr. Li Kin Shing. Therefore, the Sunward Group are the associates of Mr. Li Kin Shing under the GEM Listing Rules. The Sunward Group, as a whole, is principally engaged in (i) the research and development, production and sales of RF-SIM products; (ii) licensing of the RF-SIM operations rights in markets other than Hong Kong and Macau, and (iii) research and development and technology transfer of CA-SIM application rights to customers.

The Directors confirm that as China-Hongkong Telecom Limited, a wholly-owned subsidiary of the Company, has obtained the exclusive licence of the operation rights of RF-SIM intellectual property rights in Hong Kong and Macau. The Directors further confirm that the services provided by Directel Limited are in territories other than the PRC, Hong Kong and Macau, the services provided by the Sunward Group concentrate on the application of the RF-SIM intellectual property rights in the PRC, and the services provided by the Group regarding the operation rights of RF-SIM intellectual property rights are solely in Hong Kong and Macau. Nevertheless, Mr. Li Kin Shing, Ms. Kwok King Wa and Directel Limited (as Covenantors) executed a deed of non-competition undertaking in favour of the Company on 24 May 2010 pursuant to which the Covenantors have undertaken to the Company inter alia, that (i) the Covenantors shall not, directly or indirectly, engage in, invest in, participate in, or attempt to participate in, whether on his/her/its own account or with each other or in conjunction with or on behalf of any person or company, any business which will or may compete with the RF-SIM business of the Group in Hong Kong and Macau; and (ii) in the event the Covenantors or their associates were given any business opportunities that is or may involve in direct or indirect competition with the business of the Group, the Covenantors shall assist the Company in obtaining such business opportunities in the terms being offered to the Covenantors, or more favourable terms being acceptable to the Company.

Save as disclosed, to the best knowledge of the Directors, none of the Directors or the controlling Shareholders (as defined in the GEM Listing Rules) of the Company, nor any of their respective close associates (as defined in the GEM Listing Rules), had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

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

This is an explanatory statement given to all Shareholders of the Company, as required by the GEM Listing Rules, to provide requisite information of the Repurchase Mandate.

1. GEM LISTING RULES FOR REPURCHASES OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid Shares on GEM subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed repurchase of securities on the Stock Exchange by a company with primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction.

(b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the relevant resolutions. The Company's authority is restricted to purchases made on GEM in accordance with the GEM Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 244,875,000 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 24,487,500 Shares being repurchased by the Company. It is the intention of the Company that if the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will cancel the Shares so repurchased.

(c) Reasons for repurchase

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share. As compared with the position of the Company in its financial statements for the year ended 31 December 2025 (being the most recent published audited accounts), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(d) Funding of repurchases

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The Company is empowered by its Memorandum and Articles of Association to repurchase its Shares. Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under Cayman Islands law, the repurchased Shares will remain part of the authorised but unissued share capital.

(e) Connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates (as defined in the GEM Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Company's Shareholders, to sell Shares to the Company. As at the Latest Practicable Date, no Core Connected Person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

(f) Undertaking of the Directors

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

(g) Effect of Takeovers Code and minimum public float

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Li Kin Shing*(Note 1)*	169,500,000	69.22%	76.91%
Ms. Kwok King Wa*(Note 2)*	169,500,000	69.22%	76.91%
New Everich Holdings Limited*(Note 3)*	104,437,500	42.65%	47.39%
Golden Brand Holdings Limited*(Note 4)*	16,500,000	6.74%	7.49%
Mr. Bai Zhifeng*(Note 5)*	16,500,000	6.74%	7.49%

Notes:

1. Among the 169,500,000 Shares, 104,437,500 Shares are owned by New Everich Holdings Limited which is owned as to 54% and 46% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa. Accordingly, Mr. Li Kin Shing is deemed to be interested in the 104,437,500 Shares under the SFO.

2. Among the 169,500,000 Shares, 65,062,500 Shares are owned by Mr. Li Kin Shing and 104,437,500 Shares are owned by New Everich Holdings Limited which is owned as to 54% and 46% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Ms. Kwok King Wa is the spouse of Mr. Li Kin Shing. Accordingly, Ms. Kwok King Wa is deemed to be interested in the 65,062,500 Shares and 104,437,500 Shares held by Mr. Li Kin Shing and New Everich Holdings Limited respectively under the SFO.

3. These Shares are beneficially owned by New Everich Holdings Limited.

4. These Shares are beneficially owned by Golden Brand Holdings Limited.

5. The 16,500,000 Shares are owned by Golden Brand Holdings Limited which is wholly owned by Mr. Bai Zhifeng.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole will result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in a public shareholding of less than such prescribed minimum percentage.

2. SHARE PURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares (whether on GEM or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

3. SHARE PRICES

During each of the 12 months immediately preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on GEM were as follows:

Month	Price Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
March	0.071	0.070
April	0.160	0.071
May	0.131	0.130
June	0.140	0.130
July	0.135	0.105
August	0.151	0.113
September	0.145	0.105
October	0.133	0.106
November	0.127	0.120
December	0.122	0.102
2026		
January	0.115	0.110
February	0.140	0.114
March	0.118	0.100
April (up to the Latest Practicable Date)	0.113	0.094

The following is a summary of the principal terms of the Scheme Rules. It does not form part of, nor is it intended to be part of the Scheme Rules and it should not be taken as affecting the interpretation of the Scheme Rules. The Board reserves the right at any time prior to the AGM to make such amendments to the 2026 Share Option Scheme as they may consider necessary or appropriate provided that such amendments do not conflict in any material aspects with the summary in this Appendix II.

1. PURPOSE OF THE 2026 SHARE OPTION SCHEME

The purpose of the 2026 Share Option Scheme is to enable the Directors to grant Options to Eligible Participants as incentives or rewards (i) to recognise their contribution or potential contribution to the Group, and to enable the Company to recruit and retain key employees of the Group; (ii) to align their interests with those of the Company by providing them with the opportunity to acquire a proprietary interest in the Company; and (iii) to motivate them to contribute to the long-term growth and development of the Company with a view to enhance the value of the Company for the benefit of the Company and the Shareholders as a whole.

2. ELIGIBLE PARTICIPANTS OF THE 2026 SHARE OPTION SCHEME AND THE BASIS OF DETERMINING ELIGIBILITY OF ELIGIBLE PARTICIPANTS

2.1 Eligible Participants include the Employee Participants (which include independent non-executive Directors) and the Related Entity Participants.

2.2 In determining the basis of eligibility of, and the terms of grant of Options to each of the Eligible Participants, the Board will take into account different factors, his/her experience in the business of the Group, the length of his/her service with the Group, his/her contribution to the development and long-term growth of the Group and other factors as the Board may at its discretion consider appropriate. In particular, the Board would take into account, on a case-by-case basis, among other things, the following factors in assessing the eligibility of the relevant Eligible Participants:

(a) with respect to Employee Participant: (i) their individual performance; (ii) their time commitment (full-time or part-time), responsibilities or employment conditions with reference to the prevailing market practice and industry standard; (iii) the length of their engagement with the Group; and (iv) their individual contributions or potential contributions towards the development and growth of the Group.

(b) with respect to Related Entity Participant: (i) the positive impact brought by, or expected from, the Related Entity Participant on the Group's business in terms of, amongst other things, actual or expected change in the Group's revenue or profits and/or an addition of expertise to the Group attributable to them; (ii) the length of their collaborative relationship established with the Group; (iii) their participation and contribution to the development of the Group and/or the extent of benefits and synergies brought to the Group, which may include the degree of their involvement in and/or cooperation with the Group; (iv) whether the Related Entity Participant have provided measurable assistance to improve any aspect of the Group's business such as to refer or introduce new business opportunities to the Group or increase its existing market share; and (v) the amount of actual or potential support, assistance, guidance, advice, effort and contribution that they are likely to be able to give or contribute towards the success of the Group.

3. SCHEME LIMIT

3.1 Unless further approval has been obtained pursuant to paragraphs 3.4 and/or 3.5, the total number of Shares which may be issued in respect of all Options to be granted under the 2026 Share Option Scheme and all options and awards under any other scheme(s) of the Company involving issue of new Shares is 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date. For illustrative purpose and assuming there is no change in the number of total number of Shares as at the Latest Practicable Date (i.e. being 244,875,000 Shares) and the Adoption Date, the maximum number of new Shares that may be issued in respect of all Options to be granted under the 2026 Share Option Scheme together with all options and awards that may be granted under any other share schemes for the time being of the Company under the Scheme Limit is 24,487,500 Shares. The Company may either issue new Shares or transfer Treasury Shares to the relevant Grantee upon exercise of the Options granted under the 2026 Share Option Scheme. Options or awards lapsed in accordance with the terms of the 2026 Share Option Scheme and any other schemes of the Company will not be regarded as utilised for the purpose of calculating the Scheme Limit. Options or awards cancelled in accordance with the terms of the 2026 Share Option Scheme and any other schemes of the Company will be regarded as utilised for the purpose of calculating the Scheme Limit.

3.2 If the Company conducts a share consolidation or subdivision after the Scheme Limit has been approved in general meeting, the maximum number of Shares that may be issued in respect of all options and awards to be granted under all of the schemes of the Company under the Scheme Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.

3.3 Without prejudice to paragraph 3.4 below, the Company may seek approval by its Shareholders in a general meeting to refresh the Scheme Limit after three years from the (i) the Adoption Date or (ii) the date of the Shareholders' approval of the last refreshment, or at any time within the three-year period subject to the compliance with the applicable requirements under the GEM Listing Rules provided that the total number of Shares which may be issued in respect of all Options to be granted under the 2026 Share Option Scheme and all options and awards to be granted under any other schemes of the Company under the Scheme Limit as refreshed must not, in aggregate, exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any), respectively as at the date of Shareholders' approval approving the refreshed Scheme Limit, and subject further to compliance with other requirements prescribed under the GEM Listing Rules from time to time.

3.4 Any refreshment of the Scheme Limit within any three-year period must be approved by Shareholders subject to the following provisions:

(a) any controlling Shareholders and their associates (or if there is no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting; and

(b) the Company must comply with the requirements under Rules 17.47(6) and 17.47(7) and rules 17.47A, 17.47B and 17.47C of the GEM Listing Rules,

provided that the requirements under paragraphs (a) and (b) above do not apply if the refreshment is made immediately after an issue of securities by the Company to its Shareholders on a pro-rata basis as set out in Rule 17.41(1) of the GEM Listing Rules such that the unused part of the Scheme Limit (as a percentage of the relevant class of Shares in issue) upon refreshment is the same as the unused part of the Scheme Limit immediately before the issue of securities, rounded to the nearest whole share. The Company must send a circular to the Shareholders containing the number of Options that were already granted under the existing Scheme Limit, and the reason for the "refreshment".

3.5 The Company may seek separate approval by its Shareholders in general meeting for granting Options beyond the Scheme Limit (or the refreshed Scheme Limit, as the case may be) provided the Options in excess of the Scheme Limit or the refreshed Scheme Limit (as the case may be) are granted only to Eligible Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing the name of each specified Eligible Participant who may be granted such Options, the number and terms of the Options to be granted to each Eligible Participant, and the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose. The number and terms of Options to be granted to such

Eligible Participants must be fixed before Shareholders' approval. In respect of any Options to be granted, the date of the Board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the Exercise Price of such Options. The Scheme Limit shall be adjusted, in such manner as the Auditors or the approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company in accordance with paragraph 15 whether by way of sub-division or consolidation of Shares of the Company but in any event shall not exceed the limits prescribed in this paragraph 3, as calculated on the basis of the new capital structure of the Company after completion of the relevant alteration.

4. INDIVIDUAL LIMIT

4.1 Subject to the Scheme Rules of the 2026 Share Option Scheme, where any grant of Options to a selected Eligible Participant under the 2026 Share Option Scheme would result in the Shares issued and to be issued in respect of all Options granted to him/her under the 2026 Share Option Scheme and any options and awards granted to such person under any other scheme(s) of the Company (excluding any options and awards lapsed in accordance with the rules of the relevant scheme(s) of the Company) in the 12 month period up to and including the Offer Date representing in aggregate over 1% of the total number of issued Shares (excluding Treasury Shares, if any) on the Offer Date, such grant of Options shall be approved by the Shareholders in general meeting with such selected Eligible Participant and his/her close associates (or associates if such selected Eligible Participant is a connected person) abstaining from voting.

4.2 The Company must send a circular to the Shareholders, which must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted (and those options and awards previously granted to such Eligible Participant in the twelve (12) month period), the purpose of granting Options to the Eligible Participant and an explanation as to how the terms of the Options serve such purpose. The number and terms of Options to be granted to such Eligible Participant must be fixed before Shareholders' approval. In respect of the Options to be granted, the date of Board meeting for proposing such further grant should be taken as the Offer Date for the purpose of calculating the Exercise Price.

5. GRANT AND ACCEPTANCE OF OPTION

5.1 (a) Subject to the terms of the 2026 Share Option Scheme and any applicable regulatory and legal requirements including, if appropriate, any codes of conduct, the Board may, at its absolute discretion, offer the grant to any Eligible Participants an Option to subscribe for such number of Shares at the Exercise Price as the Board may determine, provided that no such offer shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach by the Company or any of the Directors of any applicable securities laws and regulations in any jurisdiction.

(b) Offers to grant an Option shall be open for acceptance in writing, which must be received by the company secretary of the Company on or before the relevant Acceptance Date provided that:

(i) no such offer shall be open for acceptance after ten years commencing from the Adoption Date; and

(ii) no such offer may be accepted by a person who ceases to be an Eligible Participants prior to his acceptance of the offer.

(c) All acceptances of offers shall be communicated to the company secretary of the Company in one of the following means:

(i) by personal delivery to the company secretary of the Company (in which case receipt shall be deemed to take place at the time of delivery); or

(ii) by post to the Company's principal place of business for the time being in Hong Kong and marked for the attention of the company secretary of the Company (in which case receipt shall be deemed to take place on the second Business Day following the date of posting or, in the case of post sent from outside Hong Kong, on the fifth Business Day following the date of posting by airmail); or

(iii) by facsimile transmission to the facsimile number of the Company's principal place of business for the time being in Hong Kong and marked for the attention of the company secretary of the Company (in which case receipt shall be deemed to take place upon completion of transmission in full).

(d) An Option shall be deemed to have been granted and accepted by the Grantee and to have taken effect when the duplicate offer document constituting acceptance of the Option duly signed by the Grantee, together with a remittance or payment in favour of the Company of HK$1.00 by way of consideration for the grant thereof is received by the company secretary of the Company on or before the relevant Acceptance Date. Such remittance or payment shall in no circumstances be refundable.

5.2 Any offer to grant an Option may be accepted in respect of less than the number of Shares for which it is offered provided that it must be accepted in respect of a board lot for dealing in Shares on GEM or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the Option in the manner as set out in paragraph 5.1 above. To the extent that the offer to grant an Option is not accepted by the Acceptance Date, it shall be deemed to have been irrevocably declined. For the avoidance of doubt, Options which are not accepted by the Acceptance Date and are deemed declined will not be regarded as having been granted and therefore will not be counted towards the Scheme Limit.

6. PERIOD WITHIN WHICH THE OPTION MAY BE EXERCISED

Subject to the Scheme Rules, an Option shall be exercised in whole or in part and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on GEM for the time being, by the Grantee by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. In order for the exercise of an Option to be effective, the company secretary of the Company must, prior to the expiry of the Option Period, have received:

(a) a written notice from the Grantee to be given in any one of the manners set for in paragraph 5.1(c) exercising the Option, signed by or (in case of a corporation) on behalf of the Grantee and specifying the number of Shares in respect of which the Option is being exercised; and

(b) payment in full of the Exercise Price.

Unless otherwise agreed between the Company and the Grantee, within 30 days of the date upon which the exercise of an Option becomes effective (being the date of such receipt), the Shares in respect of Option has been exercised shall be allotted and issued as fully paid and a share certificate in respect of the Shares so allotted shall be issued to the Grantee.

7. VESTING PERIOD OF OPTION

Notwithstanding any rights to be conferred on any Grantee upon the occurrence of any event(s) as disclosed in paragraphs 9, 10, 11 and 12 of this appendix, the vesting period of any Options granted to any Eligible Participant under the 2026 Share Option Scheme, shall not be less than 12 months from (and including) the Offer Date except for Employee Participants. The vesting period in respect of any Options granted to Employee Participants may be less than 12 months from (and including) the Offer Date in any of the following circumstances:

(a) grants of "make-whole" Options to new joiners to replace the awards or options they forfeited when leaving the previous employer;

(b) grants of Options to an Employee Participant whose employment is terminated due to death or disability or occurrence of any out-of-control event;

(c) grants of Options with performance-based vesting conditions in lieu of time-based vesting criteria;

(d) grants of Options that are made in batches during a year for administrative and compliance reasons. They may include Options that should have been granted earlier but had to wait for a subsequent batch. In such cases, the vesting periods may be shorter to reflect the time from which the relevant Options would have been granted;

(e) grants of Options with a mixed or accelerated vesting schedule such as where the Option may vest evenly over a period of 12 months; and

(f) grants of Options with a total vesting and holding period of more than 12 months.

8. EXERCISE PRICE

The Exercise Price in relation to each Option offered to an Eligible Participant shall, subject to the adjustments referred to in paragraph 15, be determined by the Board in its absolute discretion but in any event must be at least the higher of:

(a) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the Offer Date, which must be a Business Day;

(b) the average of the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five Business Days immediately preceding the Offer Date; and

(c) the nominal value of a Share.

9. RIGHTS ON WINDING UP

An Option may be exercised by a Grantee at any time or times during the Option Period provided that, in the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice thereof to all Grantees and thereupon, each Grantee (or in the case of the death of the Grantee, his Personal Representative(s)) shall be entitled to exercise all or any of his Options (to the extent not already exercised) at any time not later than second Business Days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance or payment for the full amount of the aggregate Exercise Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid and register the grantee as holder thereof.

10. RIGHTS ON A GENERAL OFFER (INCLUDING SCHEME OF ARRANGEMENT)

An Option may be exercised by a Grantee at any time or times during the Option Period provided that, if a general offer (whether by way of takeover offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror), the Company shall use its best endeavours to procure that such offer is extended to all the Grantees (on the same terms *mutatis mutandis*, and assuming that they shall become, by the exercise in full of the options granted to them, shareholders of the Company). If such offer, having been approved in accordance with applicable laws and regulatory requirements becomes, or is declared unconditional, the Grantee (or his legal personal representative(s)) shall be entitled to exercise his option in full (to the extent not already exercised) at any time within 14 days after the date on which such general offer becomes or is declared unconditional.

11. RIGHTS ON A COMPROMISE OR ARRANGEMENT

An Option may be exercised by a Grantee at any time or times during the Option Period provided that, if, pursuant to the Cayman Companies Act, a compromise or arrangement between the Company and its members and/or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all the Grantees (together with a notice of the existence of the provisions of this paragraph) on the same day as it despatches to members and/or creditors of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon each Grantee shall be entitled to exercise all or any of his Options in whole or in part at any time prior to 12:00 noon (Hong Kong time) on the Business Day immediately preceding the date of the meeting directed to be convened by the

relevant court for the purposes of considering such compromise or arrangement and if there is more than one meeting for such purpose, the date of the first meeting. With effect from the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and determine. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Options in such circumstances shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the relevant court (whether upon the terms presented to the relevant court or upon any other terms as may be approved by such court) the rights of the Grantees to exercise their respective Options shall with effect from the date of the making of the order by the relevant court be restored in full) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension.

12. RIGHTS ON CEASING TO BE AN ELIGIBLE PARTICIPANT

If the Grantee of an Option ceases to be an Eligible Participant:

(a) by reason of ill-health, injury or disability (all evidenced to the satisfaction of the Board) or death, and none of the events which would be a ground for termination of his relationship with the Group under paragraph 14(e) has occurred, the Grantee or the Personal Representative(s) of the Grantee shall be entitled within a period of 6 months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Participant or death, to exercise the Option in full (to the extent not already exercised); or

(b) by reason of the Grantee's employment or engagement with, or secondment to, which he qualified as an Eligible Participant at the time the Option was granted ceases to be a member of the Group, the Grantee shall be entitled within a period of 6 months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Participant, to exercise the Option in full (to the extent not already exercised); or

(c) by reason of retirement in accordance with his contract of employment or service, the Grantee shall be entitled within a period of 6 months after he so ceases or, if the Board in its absolute discretion determine, within 6 months after the date of his sixtieth (60th) birthday where the retirement takes effect prior to such date, to exercise the Option in full (to the extent not already exercised); or

(d) by reason of voluntary resignation or dismissal, or upon expiration of his term of directorship (unless immediately renewed upon expiration), or by termination of his employment or service in accordance with the termination provisions of his contract of

employment or service by the relevant company otherwise than by reason of redundancy, then his outstanding Option shall lapse and determine on the date he so ceases; or

(e) for any reason other than as described in paragraphs (a) to (d) above, the Grantee may exercise the Option up to his entitlement at the date of cessation of being an Eligible Participant (to the extent not already exercised) within the period of 6 months (or such longer period as the Board may determine) following the date of such cessation (which date shall be, in relation to a Grantee who is an Eligible Participant by reason of his employment with the Group, the last actual working day with the Group whether salary is paid in lieu of notice or not).

For the avoidance of doubt, any unvested Options shall lapse upon the Grantee's cessation under circumstances (b), (c) and (e) above. The vesting period applicable to any Options held by such Grantee shall in any event not be less than 12 months from the Offer Date, save where the shorter vesting period provisions set out in paragraph 7 above (which are applicable to Employee Participants only) apply.

13. DURATION OF THE 2026 SHARE OPTION SCHEME

Subject to paragraph 17 below, the 2026 Share Option Scheme shall be valid and effective until the Termination Date, which means the close of business of the Company on the date of the 10th anniversary after the Adoption Date, after which no further Options shall be offered but the provisions of the 2026 Share Option Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the 2026 Share Option Scheme and Options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with the 2026 Share Option Scheme.

14. LAPSE OF OPTION

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

(a) the Expiry Date relevant to that Option;

(b) the expiry of any of the periods referred to in paragraphs 9 to 12 above;

(c) the expiry of the 14 days period after the date on which the scheme of arrangement of the Company referred to in paragraph 10 becomes effective;

(d) subject to paragraph 9, the date of commencement of the winding up of the Company (as determined in accordance with the Cayman Companies Act); and

(e) the date on which the Grantee ceases to be an Eligible Participant by reason of the termination of his relationship with the Group on any one or more of the following grounds:

(i) that he has been guilty of serious misconduct;

(ii) that he has been convicted of any criminal offence involving his integrity or honesty or in relation to an employee of the Group;

(iii) that he has become insolvent, bankrupt or has made arrangements or compositions with his/her creditors generally; or

(iv) on any other ground as determined by the Board that would warrant the termination of his employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Group. A resolution of the Board or the board of directors of the relevant member of the Group to the effect that the relationship of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive.

15. CAPITAL RESTRUCTURING

In the event of any capital restructuring of the Company, whether by way of capitalisation issue, rights issue, open offer, sub-division, consolidation of shares, or reduction of capital of the Company in accordance with applicable laws and regulatory requirements, such corresponding alterations (if any) shall be made (except on an issue of securities of the Company as consideration in a transaction which shall not be regarded as a circumstance requiring alteration or adjustment) in:

(a) the number of Shares subject to any outstanding Options; and/or

(b) the Exercise Price,

or any combination thereof, in accordance with the GEM Listing Rules.

Any such alterations must give an Eligible Participant the same proportion of the equity capital, rounded to the nearest whole Share, as that to which that person was previously entitled but no such adjustments may be made to the extent that a Share would be issued at less than its nominal value (if any). The issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment. In respect of any such adjustments, other than any made on a capitalisation issue, the Auditor or an independent financial adviser engaged by the Company for this purpose must confirm to the Directors in writing that the adjustments satisfy the requirements set out in the GEM Listing Rules. Such adjustments will be made in according with the requirements under this appendix to Frequently Asked Questions FAQ13 – No. 16 published by the Stock Exchange.

16. CANCELLATION OF OPTIONS

Any cancellation of Options granted but not exercised must be approved by the Grantees of the relevant Options in writing. Where the Company cancels Options, the grant of new options to the same Grantee may only be made under the 2026 Share Option Scheme with the available Scheme Limit (including such refreshed limit, as the case may be) as referred to the paragraph 3 above. The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Limit. The Board may, having regard to the circumstances and the reasons for the cancellation and with a view to ensuring fairness to the Grantees and the Shareholders as a whole, determine whether any consideration or other compensation is to be paid to any Grantee upon the cancellation of any Options.

The circumstances in which the Board may cancel any Option include, but are not limited to:

(a) where the Grantee requests the cancellation of his/her Options;

(b) where the Grantee's employment with the Group has been terminated for cause (including but not limited to serious misconduct, conviction of criminal offence, bankruptcy or insolvency);

(c) where the Board determines that the Grantee has failed or is unable to meet the continuing eligibility criteria applicable to the Grantee under the 2026 Share Option Scheme;

(d) where the grant of such Options to the Grantee would, on the exercise thereof, result in a breach of any applicable law or regulation; and

(e) such other circumstances as may be agreed in writing between the Company and the Grantee.

17. TERMINATION

17.1 The Company by resolution in general meeting may at any time resolve to terminate the operation of the 2026 Share Option Scheme and in such event no further Options shall be offered but the provisions of the 2026 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Option (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2026 Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the 2026 Share Option Scheme.

17.2 Details of the Options granted, including Options exercised or outstanding, under the 2026 Share Option Scheme and (if applicable) Options that become void or non-exercisable as a result of the termination must be disclosed in the circular to Shareholders seeking approval of the new scheme to be established or refreshment of Scheme Limit under any existing scheme after the termination of the 2026 Share Option Scheme.

18. TRANSFERABILITY OF OPTIONS

An Option shall be personal to the respective Grantee and shall not be transferable or assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or enter into any agreement so to do, unless a waiver is granted by the Stock Exchange allowing the transfer of the Option to a vehicle (such as a trust or a private company) for the benefit of the Grantee and any family members of such Grantee for estate planning and tax planning purposes that would continue to meet the purpose of the 2026 Share Option Scheme and compliance of the GEM Listing Rules. Any breach of the foregoing shall entitle the Company to cancel any outstanding Options or any part thereof granted to such Grantee to the extent not already exercised.

19. ALTERATION OF THE 2026 SHARE OPTION SCHEME

19.1 Subject to paragraphs 19.2 and 19.4 below, the 2026 Share Option Scheme may be altered in any respect by a resolution of the Board except that any alterations to:

(i) the provisions of the 2026 Share Option Scheme as to the definitions of "Eligible Participants", "Expiry Date", "Grantee", "Option Period" and "Termination Date" in the Scheme Rules;

(ii) the provisions of the 2026 Share Option Scheme relating to the matters governed by Rule 23.03 of the GEM Listing Rules; and

(iii) the terms and conditions of the 2026 Share Option Scheme which are of a material nature;

to the advantage of Grantees or prospective Grantees must be approved by the Shareholders in a general meeting PROVIDED THAT the amended terms of the 2026 Share Option Scheme or the Options shall remain in compliance with Chapter 23 of the GEM Listing Rules and no alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration or to reduce the proportion of the equity capital to which any person was entitled pursuant to such Option prior to such alteration except with:

(i) the consent in writing of Grantees holding in aggregate Options which if exercised in full on the date immediately preceding that on which such consent is obtained would entitle them to the issue of three-fourths in nominal value of all Shares which would fall to be issued upon the exercise of all Options outstanding on that date; or

(ii) the sanction of a special resolution.

Written notice of any alterations made in accordance with this paragraph 19.1 shall be given to all Grantees.

19.2 Subject to paragraph 19.4 below, any change to the terms of Options granted to a participant must be approved by the Board, the remuneration committee of the Board, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the remuneration committee of the Board, the independent non-executive Directors and/or the Shareholders (as the case may be) except where the alterations take effect automatically under the existing terms of the 2026 Share Option Scheme.

19.3 Any change to the authority of the Board or the administrators of the 2026 Share Option Scheme to alter the terms of the 2026 Share Option Scheme must be approved by the Shareholders in a general meeting.

19.4 Any alteration to the terms and conditions of the 2026 Share Option Scheme shall comply with the relevant requirements of Chapter 23 of the GEM Listing Rules.

19.5 In respect of any meeting of Grantees referred to in paragraph 19.1, all the provisions of the Articles of Association as to general meetings of the Company shall *mutatis mutandis* apply as though the Options were a class of shares forming part of the capital of the Company except that:

(a) not less than seven days' notice of such meeting shall be given;

(b) a quorum at any such meeting shall be two Grantees present in person or by proxy and holding Options entitling them to the issue of one-tenth in nominal value of all Shares which would fall to be issued upon the exercise of all Options then outstanding unless there is only one Grantee holding all Options then outstanding, in which case the quorum shall be one Grantee;

(c) every Grantee present in person or by proxy at any such meeting shall be entitled on a show of hands to one vote, and on a poll, to one vote for each Share to which he would be entitled upon exercise in full of his Options then outstanding;

(d) any Grantee present in person or by proxy may demand a poll; and

(e) if any such meeting is adjourned for want of a quorum, such adjournment shall be to such date and time, not being less than seven or more than fourteen days thereafter, and to such place as may be appointed by the chairman of the meeting. At any adjourned meeting those Grantees who are then present in person or by proxy shall form a quorum and at least seven days' notice of any adjourned meeting shall be given in the same manner as for an original meeting and such notice shall state that those Grantees who are then present in person or by proxy shall form a quorum.

20. PERFORMANCE TARGETS AND CLAWBACK MECHANISM

20.1 Performance targets

Subject to the Scheme Rules of the 2026 Share Option Scheme, the GEM Listing Rules and any applicable laws and regulations, the Board or the committee of the Board or person(s) to which the Board has delegated its authority shall have the power to determine such performance targets or other criteria or conditions for vesting of the Options in its sole and absolute discretion. The performance target, if any, shall be based on the performance of the Eligible Participant and/or the operating or financial performance of the Group including but not limited to (i) business performance and financial performance of the Group such as the profit before tax of the Group; (ii) attaining of corporate goals; (iii) individual performance appraisal; and/or (iv) other criteria to be determined by the Board as its absolute discretion from time to time, which shall be set out in the relevant offer letter in relation to the grant of Options issued to each selected Eligible Participant.

The Company will evaluate the actual performance and contribution of an Eligible Participant against the performance targets set and form a view as to whether the relevant performance targets have been satisfied. For Employee Participants, each performance target may be assessed either annually or cumulatively over a period of years, on an absolute basis or relative to a pre-established target, to previous years' results or to a designated comparison group, in each case as specified by the Board (or, in case the Grantee is a director and/or a senior manager of the Company, the remuneration committee of the Company) in its sole discretion. For Related Entity Participants, the assessment will be based on the quality of support provided to the Group and the level of contributions to the Group with reference to the nature and background of the Related Entity Participant. The Board (and the remuneration committee of the Company in respect of grants of Options to the directors and/or senior managers of the Company) shall have the sole discretion in determining whether the relevant performance targets for the Eligible Participant have been met.

In the event Options were granted to the Directors or senior management of the Company without performance targets and/or clawback mechanism, the Company will comply with the requirements under Rule 23.06B(8) of the GEM Listing Rules that the relevant announcement will include the views of the remuneration committee of the Company on why performance targets are not necessary and how the grants would align with the purpose of the 2026 Share Option Scheme.

20.2 Clawback

Notwithstanding the terms and conditions of the 2026 Share Option Scheme, the Board has the authority to clawback any Option that has been previously granted but not yet exercised, without a Grantee's consent, in the event that:

(a) a Grantee ceases to be an Eligible Participant by reason of the termination of his employment or contractual engagement with the Group or related entity for cause or without notice or with payment in lieu of notice;

(b) a Grantee has been convicted of a criminal offence involving his integrity or honesty;

(c) in the reasonable opinion of the Board, a Grantee has engaged in serious misconduct or breaches the terms of the 2026 Share Option Scheme or the Offer Letter in any material respect;

(d) in the reasonable opinion of the Board, the granting of any Option was based on material misstatement in the financial statements of the Company or any other materially inaccurate performance metric criteria; or

(e) the Company is required to exercise a claw-back in accordance with applicable laws and regulations, including the GEM Listing Rules, and/or pursuant to a request from any regulatory authority (including but not limited to the Stock Exchange).

Under the above circumstances, the Board may (but is not obliged to) by notice in writing to the Grantee concerned claw back such number of Options (to the extent not being exercised) granted as the Board may consider appropriate. The Options that are clawed back pursuant to this paragraph shall be regarded as lapsed and the Options so clawed back will not be regarded as utilised for the purpose of calculating the Scheme Limit (including the refreshed limit, as the case may be). For the avoidance of doubt, in circumstances where both the clawback provisions herein and the cancellation provisions under paragraph 16 may be applicable, the Board shall have absolute discretion to determine, on a case-by-case basis, the appropriate mechanism to apply, having regard to the best interests of the Company and its Shareholders as a whole. The Board shall have regard to, among other things, the impact of such determination on the Scheme Limit when exercising such discretion.

21. GRANT OF OPTIONS TO CONNECTED PERSONS

21.1 Subject to the Scheme Limit, if the Board determines to grant Options to a Director, chief executive or substantial shareholder of the Company or any of their respective associates (as defined in the GEM Listing Rules), such grant shall be subject to the approval by the independent non-executive Directors.

21.2 If the Board determines to grant Options to an independent non-executive Director or a substantial shareholder (or any of his/her respective associates) which will result in the number of Shares issued and to be issued upon exercise of all Options already granted under the 2026 Share Option Scheme and any options and awards granted under any other scheme(s) of the Company (but excluding any options and awards lapsed in accordance with the terms of the relevant schemes of the Company) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1%, or such other percentage as may be from time to time provided under the GEM Listing Rules, of the Shares in issue (excluding Treasury Shares, if any) on the Offer Date, such further grant of Options shall be subject to, in addition to the approval of the independent non-executive Directors of the Company, the issue of a circular by the Company to its shareholders and the approval of the shareholders of the Company in general meeting by way of a poll convened and held in accordance with the Articles of Association at which the Grantee, his/her associates and all Core Connected Persons of the Company shall abstain from voting in favour of the resolution concerning the grant of such Options at the general meeting (except that any such person may vote against the resolution at the general meeting of the Company provided that his/her intention to do so has been stated in the relevant circular to the Shareholders) and/or such other relevant requirements prescribed under the GEM Listing Rules from time to time. Unless provided otherwise in the GEM Listing Rules, the date of the Board meeting at which the Board proposes to grant the Options to that Eligible Participant shall be taken as the Offer Date for the purpose of calculating the Exercise Price.

21.3 If the Board determines to change the terms of the Options granted to an Eligible Participant who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates, such change must be approved by the Shareholders of the Company in the manner as set out in Rule 23.04(4) of the GEM Listing Rule if the initial grant of the options requires such approval (except where the changes take effect automatically under the existing terms of the scheme).

21.4 The circular to be issued by the Company to its shareholders pursuant to paragraph 21.2 shall contain the following information:

(a) the details of the number and terms (including the Exercise Price) of the Options to be granted to each Eligible Participant which must be fixed before the Shareholders' meeting. In respect of any Options to be granted, the date of the Board meeting for proposing such further grant is to be taken as the date of grant for the purpose of calculating the Exercise Price;

(b) the views of the independent non-executive Directors as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of the Company and the Shareholders as a whole, and their recommendation to the independent Shareholders as to voting; and

(c) the information required under Rules 23.02(2)(c) and 2.28 of the GEM Listing Rule and information as may be required by the Stock Exchange from time to time.

21.5 The requirements for the grant to a Director or chief executive of the Company as set out in this paragraph do not apply where the participant is only a proposed director or chief executive of the Company.

22. CONDITIONS OF THE 2026 SHARE OPTION SCHEME

22.1 The 2026 Share Option Scheme and the grant of any Option under the 2026 Share Option Scheme shall take effect subject to and is conditional upon:

(a) the passing of the necessary resolutions by the Shareholders of the Company in the general meetings to approve and adopt the 2026 Share Option Scheme, and to authorise the Board to grant the Options hereunder and to allot, issue and deal with the Shares which fall to be issued pursuant to the exercise of the Options under the 2026 Share Option Scheme; and

(b) the Listing Committee granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the 2026 Share Option Scheme.

22.2 If the conditions in paragraph 22.1 are not satisfied within six calendar months from the Adoption Date:

(a) the 2026 Share Option Scheme shall immediately lapse and be of no further force or effect;

(b) any Option granted or agreed to be granted pursuant to the 2026 Share Option Scheme and any offer of such a grant shall be of no effect; and

(c) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the 2026 Share Option Scheme or any Option.

23. RANKING OF SHARES

No dividends shall be payable in relation to Shares that are the subject of Options that have not been exercised. The Shares to be allotted upon the exercise of an Option shall not carry voting rights until completion of the registration of the Grantee (or such other person nominated by the Grantee) as the holder thereof. Subject as aforesaid, the Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the Articles of Association and shall rank *pari passu* in all respects with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of the Company as attached to the fully-paid Shares in issue on the date of issue and rights in respect of any dividend or other distributions paid or made on or after the date of issue. Shares issued on the exercise of an Option shall not rank for any rights attaching to Shares by reference to a record date preceding the date of allotment.

24. RESTRICTION ON THE TIME OF GRANT OF OPTIONS

(a) For so long as the Shares are listed on the Stock Exchange, the Board shall not grant any Option after an inside information event has come to the knowledge of the Company until (and including) the trading day after it has announced such inside information pursuant to the requirements of the GEM Listing Rules and the Inside Information Provisions of Part XIVA of the SFO. In particular, no Options shall be granted during the period commencing 30 days immediately preceding the earlier of:

(i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of the Company's annual results, half-year, quarterly or any other interim period (whether or not required under the GEM Listing Rules); and

(ii) the deadline for the Company to publish an announcement of results for (aa) any year or half-year period in accordance with the GEM Listing Rules, and (bb) where the Company has elected to publish them, any quarterly or any other interim period,

and ending on the date of the results announcement.

No option may be granted during any period of delay in publishing a results announcement.

(b) Where the grant of Options is to a director of the Company, notwithstanding paragraph 24(a) above, no Options shall be granted to the directors of the Company: (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (ii) during the period of 30 days immediately preceding the publication date of half-year results or, if shorter, the period from the end of the relevant quarterly or half-yearly period up to the publication date of the results.

25. DISCLOSURE IN ANNUAL AND INTERIM REPORTS

The Company will disclose details of the 2026 Share Option Scheme and other schemes of the Company and its subsidiaries, the matters relating to the implementation of the 2026 Share Option Scheme and the grant of Options in the relevant financial year or interim period in its annual reports and interim reports, including the number of Options, Offer Date, Exercise Price, Option Period, vesting period and other information as prescribed under the GEM Listing Rules in force from time to time during the financial year/period in the annual/interim reports in accordance with the GEM Listing Rules in force from time to time.

DIRECTEL HOLDINGS LIMITED
直通電訊控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8337)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Directel Holdings Limited (the "**Company**") will be held at Office Nos. 1, 2, 14 and 15, 37th Floor, Hong Kong Plaza, No. 188 Connaught Road West, Hong Kong, on Tuesday, 16 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2025.

2. To re-appoint Reanda HK CPA Limited as the independent auditor of the Company and to authorise the board of directors of the Company (the "**Directors**") to fix their remuneration.

3. (A) To re-elect Mr. Pang Kwok Chau as a Director.

   (B) To re-elect Ms. Lee Man Yee, Maggie as a Director.

   (C) To re-elect Mr. Fung Wai Hang as a Director.

4. To authorise the board of Directors to fix the remuneration of the Directors.

5. As special business, to consider and if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:

   (A) "**THAT**

   (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with the new shares in the capital of the Company (including any sale or transfer of Treasury Shares out of treasury) or securities convertible into shares, options, warrants or similar rights to subscribe for shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants, and debentures

convertible into shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options (including bonds, warrants, and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of the share capital (including any sale or transfer of Treasury Shares out of treasury) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

(i) a Right Issue (as hereinafter defined);

(ii) the grant or exercise of any option under the option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company; or

(iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

(d) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Right Issue" means an offer of shares or other securities of the Company or an offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People's Republic of China)."

(B) "**THAT**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

(b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT**

conditional upon Resolutions 5(A) and 5(B) being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 5(B) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 5(A) above."

6. To consider, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

(A) "**THAT**

subject to and conditional upon the Stock Exchange granting the approval for the listing of, and the permission to deal in, the shares of the Company which may be issued in respect of the options to be granted under the new share option scheme of the Company (the "**2026 Share Option Scheme**") proposed to be adopted by the Company at the annual general meeting of the Company in its present form or as may be amended from time to time, a copy of which is tabled at the annual general meeting of the Company and marked "A" and initialled by the chairman of the annual general meeting of the Company for identification purpose, the 2026 Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2026 Share Option Scheme including, but without limitation:

(a) to administer the 2026 Share Option Scheme under which the options will be granted to the Eligible Participants (as defined in the 2026 Share Option Scheme) to subscribe for the Shares, including but not limited to determining and granting the Options in accordance with the terms of the 2026 Share Option Scheme;

(b) to grant the options under the 2026 Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the options to be granted under the 2026 Share Option Scheme and subject to the Rules Governing the Listing of Securities on GEM of the Stock Exchange and the Companies Act of the Cayman Islands;

(c) to modify and/or amend the 2026 Share Option Scheme from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the 2026 Share Option Scheme relating to modification and/or amendment;

(d) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2026 Share Option Scheme; and

(e) to take all such steps as may be necessary, desirable or expedient to carry into effect the 2026 Share Option Scheme, and accordingly."

(B) "**THAT**

the total number of Shares which may be issued in respect of all options to be granted under the 2026 Share Option Scheme and any other share schemes of the Company as may adopt by the Company from time to time must not in aggregate exceed 10% of the total number of issued Shares (excluding Treasury Shares) as at the adoption date."

On behalf of the Board
Directel Holdings Limited
Li Kin Shing
Chairman

Hong Kong, 29 April 2026

Head office and principal place of business:
Office Nos. 1, 2, 14 and 15
37th Floor
Hong Kong Plaza
No. 188 Connaught Road West
Hong Kong

Notes:

(1) The instrument appointing a proxy shall be in writing under the hand of appointer or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.

(2) A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the annual general meeting to represent the member.

(3) In order to be valid, the form of proxy must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours (i.e. 10:00 a.m. on Sunday, 14 June 2026) before the time for holding the meeting or any adjournment thereof.

(4) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the annual general meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.

(5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

(6) For determining the entitlement to attend and vote at the annual general meeting, the company's register of members will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026, both days inclusive, during which time no transfer of shares will be registered. In order to ensure that the shareholders are entitled to attend and vote at the annual general meeting, the shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Wednesday, 10 June 2026 for registration of the relevant transfer. The record date for the purpose of determining eligibility to attend and vote at the annual general meeting is Tuesday, 16 June 2026.

(7) If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Tuesday, 16 June 2026, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

(8) References to time and dates in this notice are to Hong Kong time and dates.

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

This circular, 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 circular 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 circular misleading.

This circular 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 circular will also be posted on the Company's website at www.directel.hk.