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DIRECTEL HOLDINGS LIMITED

直通電訊控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8337)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Directel Holdings Limited (the “**Company**”) will be held at 10:00 a.m. (Hong Kong time) on Friday, 11 September 2026 at Office Nos. 1, 2, 14 and 15, 37th Floor, Hong Kong Plaza, No. 188 Connaught Road West, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) all the directors of the Company (“**Directors**”) signing the solvency statement in accordance with the requirements of the Companies Act (As Revised) of the Cayman Islands (the “**Companies Act**”); (ii) registration by the Registrar of Companies of the Cayman Islands with a copy of the solvency statement and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction (as defined below) and the Sub-division (as defined below); (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to effect the Capital Reduction and the Sub-division; and (iv) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Ordinary Shares (as defined below) arising from the Capital Reduction and the Sub-division, with effect from the date on which the aforesaid conditions are fulfilled (the “**Effective Date**”):

- (a) the issued and paid-up share capital of the Company be reduced (the “**Capital Reduction**”) by reducing the par value of each existing ordinary share with a par value of HK\$0.20 of the Company (the “**Ordinary Share**”) in issue on the Effective Date from HK\$0.20 each to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.19 on each issued Ordinary Share in issue on the Effective Date so that following the Capital Reduction each such issued Ordinary Share with a par value of HK\$0.20 shall be treated as one fully paid-up share with a par value of HK\$0.01 (the “**New Ordinary Shares**”) in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied;

- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued existing Ordinary Shares with a par value of HK\$0.20 be subdivided into twenty (20) unissued New Ordinary Shares with a par value of HK\$0.01 each in the share capital of the Company (the “**Sub-division**”);
- (c) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company will be changed from HK\$100,000,000 divided into 500,000,000 Ordinary Shares to HK\$100,000,000 divided into 10,000,000,000 New Ordinary Shares of which 244,875,000 New Ordinary Share with a par value of HK\$0.01 each will be in issue and the amount deemed to be paid up on each issued New Ordinary Share will be HK\$0.01 each and the issued share capital of the Company will be reduced from an amount of HK\$48,975,000 by an amount of HK\$46,526,250 to an amount of HK\$2,448,750;
- (d) the credit arising from the Capital Reduction shall be transferred to a capital reduction reserve account of the Company which will be a distributable reserve account of the Company and may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules (including the GEM Listing Rules) including, without limitation, eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividends and/or making any other distribution out of such account from time to time and/or to use the credit in such other manner as may be permitted under the articles of association of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all actions in relation thereto be approved, ratified and confirmed;
- (e) each of the New Ordinary Shares arising from the Capital Reduction and the Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Sub-division.”

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

Hong Kong, 21 August 2026

Registered office:

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

Head office and Principal Place of Business in Hong Kong:

Office Nos. 1, 2, 14 and 15
37th Floor
Hong Kong Plaza
No. 188 Connaught Road West
Hong Kong

Notes:

- (1) A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its stead. A Shareholder who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a Shareholder. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he/she acts as proxy as such Shareholder could exercise if it were an individual Shareholder.
- (2) The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or signed by any officer, attorney or other person duly authorised to sign the same.
- (3) In order to be valid, the form of proxy must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with any power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours (i.e. 10:00 a.m. (Hong Kong time) on Wednesday, 9 September 2026) before the time appointed for holding the EGM or any adjournment thereof.
- (4) In the case of joint holders of any Shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, 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 a Shareholder from attending and voting in person at the EGM or at 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 of the Shareholders to attend and vote at the EGM, the Company’s register of members will be closed from Tuesday, 8 September 2026 to Friday, 11 September 2026 (both days inclusive) during which no transfer of the Shares will be effected. In order to be entitled to attend and vote at the EGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 7 September 2026. The record date for the purpose of determining eligibility to attend and vote at the EGM is Friday, 11 September 2026.

- (7) If tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 a.m. (Hong Kong time) on Friday, 11 September 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) In compliance with the GEM Listing Rules, all resolutions to be proposed at the EGM will be voted by way of poll.
- (9) References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, 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 notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 notice 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 notice misleading.

This notice 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 notice will also be posted on the Company’s website at www.directel.hk.