



Hong Kong Exchanges and Clearing Limited

香港交易及結算所有限公司

The Stock Exchange of Hong Kong Limited

(a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

(the “Exchange”)

CRITICISM

DigiTel Group Limited

(the “Company”)

The Exchange hereby publicly criticises the Company in relation to its failure to: (i) send and publish its annual report (including audited accounts) and annual results for the financial year ended 31 December 2002; and (ii) publish its quarterly results for the three months ended 31 March 2003 on time. The failure constituted breaches of the GEM Listing Rules.

At a disciplinary hearing held on 10 February 2004 (the “Disciplinary Hearing”), the Listing Committee of the Growth Enterprise Market of the Exchange (the “GEM Listing Committee”) conducted a hearing into the conduct of the Company.

The Company was required under: (i) Rule 18.03 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) to send to its shareholders its annual report and audited accounts within three months of the end of its financial year; (ii) Rule 18.49 of the GEM Listing Rules to publish on the GEM website a preliminary announcement of the audited results for its financial year no later than three months after the date upon which the financial year ended; and (iii) Rule 18.66 of the GEM Listing Rules to publish its quarterly report within 45 days after the end of the relevant quarter.

For the financial year ended 31 December 2002, the Company’s annual results and annual report (including audited accounts) were not published and sent until 5 August 2003 and 6 August 2003 respectively and for the three months ended 31 March 2003, the Company’s quarterly results were not published until 13 August 2003.

The Disciplinary Hearing was conducted into possible breaches by the Company of its obligations under Rules 18.03, 18.49 and 18.66 of the GEM Listing Rules. The Company acknowledged breaching the said provisions.

The GEM Listing Committee attaches great importance to compliance with these provisions, which are designed to ensure prompt dissemination of essential financial information on the affairs of the Company to the shareholders and the public.

The GEM Listing Committee concluded that the Company was in breach of Rules 18.03, 18.49 and 18.66 of the GEM Listing Rules.

Accordingly, the GEM Listing Committee hereby publicly criticises the Company for breaching Rules 18.03, 18.49 and 18.66 of the GEM Listing Rules.

For the avoidance of doubt, the Exchange confirms that this public statement which involves criticism applies only to the Company and not to any other past or present members of the Board of Directors of the Company.

**The GEM Listing Committee of
The Stock Exchange of Hong Kong Limited**

Hong Kong, 16 March 2004

Please also refer to the published version of this announcement in South China Morning Post.