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**Beijing Digital Telecom Co., Ltd.**

**北京迪信通商貿股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6188)**

**POLL VOTING RESULTS OF  
THE 2016 ANNUAL GENERAL MEETING  
HELD ON 6 JUNE 2017**

**AND**

**THE APPOINTMENT OF DIRECTORS, SUPERVISORS,  
CHAIRMAN OF THE BOARD OF DIRECTORS,  
VICE CHAIRMEN OF THE BOARD OF DIRECTORS,  
CHAIRWOMAN OF THE BOARD OF SUPERVISORS,  
MEMBERS OF THE BOARD COMMITTEES AND GENERAL MANAGER**

The board of directors (the “**Board of Directors**”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) is pleased to announce that the 2016 annual general meeting of the Company (the “**AGM**”) was held on Tuesday, 6 June 2017 and all the resolutions proposed at the AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

Reference is made to the circular dated 21 April 2017 (the “**Circular**”) and the supplementary circular of the Company dated 19 May 2017 (the “**Supplementary Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplementary Circular unless otherwise indicated.

## I. RESULTS OF THE AGM

The Board of Directors is pleased to announce that the AGM was held at 2:00 p.m. on Tuesday, 6 June 2017 at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC.

The AGM was convened in compliance with the laws and regulations of the PRC, including the Company Law of the PRC, and the requirements of the Articles of Association.

The resolutions at the AGM were put to vote by way of a poll. The voting results in respect of the proposed resolutions at the AGM are as follows:

Ordinary resolutions		Number of votes & Percentage of the total voting shares at the AGM (%)		
		For	Against	Abstain*
1.	To consider and approve the annual report of the Company for the year 2016.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the report of the Board of Directors of the Company for the year 2016.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the report of the Board of Supervisors of the Company for the year 2016.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the financial report of the Company for the year 2016.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2017.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of votes & Percentage of the total voting shares at the AGM (%)		
		For	Against	Abstain*
6.	To consider and approve the proposed appointment of the members of the third session of the Board of Directors:			
6.1	To consider and approve the proposed appointment of Mr. Liu Donghai as an executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
6.2	To consider and approve the proposed appointment of Mr. Liu Yajun as an executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
6.3	To consider and approve the proposed appointment of Mr. Liu Songshan as an executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
6.4	To consider and approve the proposed appointment of Ms. Liu Wencui as an executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
6.5	To consider and approve the proposed appointment of Ms. Liu Hua as an executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
6.6	To consider and approve the proposed appointment of Mr. Qi Xiangdong as the non-executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
6.7	To consider and approve the proposed appointment of Mr. Lv Tingjie as an independent non-executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)

Ordinary resolutions		Number of votes & Percentage of the total voting shares at the AGM (%)		
		For	Against	Abstain*
6.	6.8 To consider and approve the proposed appointment of Mr. Bian Yongzhuang as an independent non-executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
	6.9 To consider and approve the proposed appointment of Mr. Vincent Man Choi, Li as an independent non-executive director of the third session of the Board of Directors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the proposed appointment of the members of the third session of the Board of Supervisors:	/		
	7.1 To consider and approve the proposed appointment of Mr. Li Wanlin as a shareholder representative supervisor of the third session of the Board of Supervisors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
	7.2 To consider and approve the proposed appointment of Mr. Hu Yuzhong as a shareholder representative supervisor of the third session of the Board of Supervisors of the Company.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Number of votes & Percentage of the total voting shares at the AGM (%)		
		For	Against	Abstain*
8.	To consider and approve the authorisation of the Board of Directors to fix the Directors' fees.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.	To consider and approve the authorisation of the Board of Supervisors to fix the Supervisors' fees.	337,700,500 (100%)	0 (0%)	0 (0%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
Special Resolution		Number of votes & Percentage of the total voting shares at the AGM (%)		
		For	Against	Abstain*
10.	To consider and approve the grant to the Board of Directors an unconditional and general mandate during the Relevant Period to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares ("H Shares") of the Company (including securities convertible into domestic shares and/or H Shares of the Company) and to make or grant offers, agreements or options in respect of the above; and to authorise the Board of Directors of the Company to amend the Articles of Association in respect of the above as they deem necessary	337,700,500 (100%)	0 (0%)	0 (0%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

\* Abstain vote or waiver to vote shall be regarded as voting rights for the purpose of calculating the result of that resolution.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as the scrutineer in respect of the voting at the AGM and performed the calculation to obtain the above poll voting results based on the completed and signed poll voting forms collected by the Company.

As at the date of the AGM, the total number of issued shares of the Company was 666,667,000 Shares.

## **Ordinary Resolutions**

The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions was 666,667,000 shares, representing 100% of the total issued shares of the Company. There were no restrictions on any Shareholder casting votes on the ordinary resolutions above at the AGM. Neither are Shareholders entitled to vote only against or required to abstain from voting in respect of the ordinary resolutions proposed at the AGM under the Listing Rules, nor any Shareholders have expressed in the Circular or the Supplementary Circular that they will vote against or abstain themselves from voting regarding any resolutions proposed at the AGM. The Shareholders, holding in aggregate 337,700,500 Shares, representing approximately 50.66% of the issued shares of the Company were present in person or by proxy at the AGM.

## **Special Resolution**

The total number of Shares entitling the Shareholders to attend and vote for or against the special resolution was 666,667,000 shares, representing 100% of the total issued shares of the Company. There were no restrictions on any Shareholder casting votes on the special resolutions above at the AGM. Neither are Shareholders entitled to vote only against or required to abstain from voting in respect of the special resolutions proposed at the AGM under the Listing Rules, nor any Shareholders have expressed in the Circular or the Supplementary Circular that they will vote against or abstain themselves from voting regarding any resolutions proposed at the AGM. The Shareholders, holding in aggregate 337,700,500 Shares, representing approximately 50.66% of the issued shares of the Company were present in person or by proxy at the AGM.

## **II. APPOINTMENT OF THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY AND THE THIRD SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY AND THE RESIGNATION OF THE SUPERVISORS**

The ordinary resolutions no. 6 and no. 7 as set out above were duly approved by the Shareholders at the AGM. In accordance with the Articles of Association, Mr. Liu Donghai, Mr. Liu Yajun, Mr. Liu Songshan, Ms. Liu Wencui and Ms. Liu Hua were appointed as executive Directors of the third session of the Board of Directors of the Company; Mr. Qi Xiangdong was appointed as the non-executive Director of the third session of the Board of Directors of the Company; Mr. Lv Tingjie, Mr. Bian Yongzhuang and Mr. Vincent Man Choi, Li were appointed as independent non-executive Directors of the third session of the Board of Directors of the Company; and Mr. Li Wanlin and Mr. Hu Yuzhong were appointed as shareholder representative supervisors of the third session of the Board of Supervisors of the Company.

In accordance with the service agreements entered into respectively by each of the Directors and the Company, Mr. Liu Donghai, Mr. Liu Yajun, Mr. Liu Songshan, Ms. Liu Wencui and Ms. Liu Hua receive annual director's fees of RMB360,000 for their capacity as executive Directors of the Company; Mr. Qi Xiangdong receives an annual director's fee of RMB60,000 (after tax) for his capacity as non-executive Director of the Company; Mr. Lv Tingjie, Mr. Bian Yongzhuang and Mr. Vincent Man Choi, Li receive respectively annual director's fees of RMB60,000 (after tax), RMB60,000 (after tax) and RMB198,000 (after tax) for their capacity as independent non-executive Directors of the Company. The emoluments of the Directors as mentioned above were considered and proposed by the Remuneration Committee of the Company and were determined by the Board of Directors based on the current market condition, the Directors' respective qualifications and experience and their duties and functions in the Company.

In addition, in accordance with the service agreements entered into respectively by Mr. Hu Yuzhong and Mr. Li Wanlin and the Company, both Mr. Hu Yuzhong and Mr. Li Wanlin's emoluments for their capacity as Supervisors of the Company were RMB40,000 (after tax). The emoluments of Mr. Hu Yuzhong and Mr. Li Wanlin were considered and proposed by the Remuneration Committee of the Company and were determined by the Board of Directors based on the current market condition, Mr. Hu Yuzhong and Mr. Li Wanlin's qualifications and experience and their duties and functions in the Company.

The third session of the Board of Supervisors of the Company also consists of an employee representative Supervisor, i.e. Ms. Wei Shuhui (魏淑慧女士), elected to represent the employees of the Company at the general meeting of staff held by the Company on 5 June 2017. The brief biography of Ms. Wei Shuhui required to be disclosed by Rule 13.51(2) of the Listing Rules is set out as follows:

Ms. Wei Shuhui, aged 53, joined the Company in May 1999 and successively acted as manager of various retail shops, manager of the main shop and manager of the health business department of the Company. Ms. Wei Shuhui studied business administration in China Business Administration College (中國工商管理學校) from 2006 to 2009, and has a professional manager certificate.

In accordance with the service agreement entered into by Ms. Wei Shuhui and the Company, Ms. Wei Shuhui's emolument for her capacity as Supervisor was RMB100,000 (after tax). The emolument of Ms. Wei Shuhui was considered and proposed by the Remuneration Committee of the Company and was determined by the Board of Directors based on the current market condition, Ms. Wei Shuhui's qualification and experience and her duties and functions in the Company.

As at the date of this announcement, save as disclosed above, Ms. Wei Shuhui has confirmed that: (i) she does not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (ii) she does not hold any other positions in the Company or any other members of the Group; (iii) she has not held any positions as directors in any other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas for the past 3 years; (iv) she does not have or is not deemed to have any interests within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) in the Shares or underlying shares of the Company or its associated corporations; (v) there is no any other matter relating to her appointment that needs to be brought to the attention of the Shareholders or needs to be disclosed pursuant to the provisions under Rule 13.51 (2)(h) to (v) of the Listing Rules.

The brief biographies of other members of the third session of the Board of Directors of the Company and the Board of Supervisors of the Company are set out in the Circular. As at the date of this announcement, the contents of the brief biographies remained unchanged.

The Directors of the third session of the Board of Directors of the Company and the Supervisors of the third session of the Board of Supervisors of the Company serve for a term of three years effective from 6 June 2017. Once duly appointed, each of the new Director and Supervisor will enter into a service agreement with the Company respectively for a term of three years. In accordance with the Articles of Association, each of new Director and Supervisor may offer himself/herself for re-election upon expiry of his/her term of office.

In addition, upon the conclusion of the AGM, Ms. Xiao Hong (“**Ms. Xiao**”) resigned as the employee representative Supervisor of the Company. Ms. Xiao has confirmed that she has no disagreement with the Board of Directors and the Board of Supervisors and no matters concerning her resignation need to be brought to the attention of the Shareholders.

The Company would like to express our heartfelt gratitude to Ms. Xiao for her invaluable contributions to the Company during her term of office.

### **III. ROLE DIVISION BETWEEN MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS OF THE COMPANY**

#### **Appointment of Chairman of the Third Session of the Board of Directors of the Company**

The Board of Directors announced that the Board of Directors agreed to appoint Mr. Liu Donghai as chairman of the third session of the Board of Directors of the Company at the first meeting of the third session of the Board of Directors held immediately after the AGM effective from 6 June 2017 and his term of office shall expire at the end of the third session of the Board of Directors of the Company.

The brief biography of Mr. Liu Donghai is set out in the Circular. As at the date of this announcement, the contents of the brief biography remained unchanged.

#### **Appointment of Vice Chairmen of the Third Session of the Board of Directors of the Company**

The Board of Directors announced that the Board of Directors agreed to appoint Mr. Liu Songshan and Mr. Liu Yajun as vice chairmen of the Board of Directors of the Company at the first meeting of the third session of the Board of Directors of the Company held immediately after the AGM effective from 6 June 2017 and their terms of office shall expire at the end of the third session of the Board of Directors of the Company.

The brief biographies of Mr. Liu Songshan and Mr. Liu Yajun are set out in the Circular. As at the date of this announcement, the contents of the brief biographies remained unchanged.

#### **Appointment of Chairwoman of the Third Session of the Board of Supervisors of the Company**

The Board of Supervisors announced that the Board of Supervisors agreed to appoint Ms. Wei Shuhui as chairwoman of the third session of the Board of Supervisors at the first meeting of the third session of the Board of Supervisors of the Company held immediately after the AGM effective from 6 June 2017 and her term of office shall expire at the end of the third session of the Board of Supervisors of the Company.



## Appointment of the Members of the Committees under the Third Session of the Board of Directors of the Company

The Board of Directors announced that the Board of Directors has appointed the members of the Board Committees at the first meeting of the third session of the Board of Directors of the Company held immediately after the AGM with the details as follows:

Board Committees Directors	Audit Committee	Nomination Committee	Remuneration and Assessment Committee	Strategy Committee
Liu Donghai				C
Liu Yajun				M
Liu Songshan		M		M
Liu Wencui				
Liu Hua			M	
Qi Xiangdong				M
Lv Tingjie	M	C		M
Bian Yongzhuang	M	M	C	
Vincent Man Choi, Li	C		M	

C: Chairmen of relevant Board committees

M: Members of relevant Board committees

## IV. APPOINTMENT OF GENERAL MANAGER OF THE COMPANY

The Board of Directors announced that the Board of Directors agreed to appoint Mr. Jin Xin as general manager of the Company at the first meeting of the third session of the Board of Directors of the Company held immediately after the AGM effective from 6 June 2017 and his term of office shall expire at the end of the third session of the Board of Directors of the Company.

The brief biography of Mr. Jin Xin is set out below:

Mr. Jin Xin, aged 47, joined the Company in April 2003 and has been the general manager of the Company since December 2013. Mr. Jin Xin joined the Group in January 1999 and served as the executive vice general manager of the Company from May 2003 to December 2012. Prior to that, he served as the vice manager of Beijing Dphone Electronic Communication Technology Co., Ltd. (北京迪信通電子通信技術有限公司) from January 1999 to March 2003. Mr. Jin Xin is primarily responsible for daily operation and management of our Group, assisting with the Board to inspect the implementation of major plans and system of the Company, taking charge of the organizational institutions and staffing systems and training; recommending candidates for department managers and medium level management members, preparing internal measures to cope with emergencies, coordinating our Company and its subsidiaries to facilitate daily operation.

Prior to joining our Group, he served as an assistant engineer of Computer Center of National Bureau of Statistics of China (國家統計局計算中心) from July 1994 to October 1998, obtaining the title of “Excellent Youth of China State Organs (中國國家機關優秀青年)” during his term in June 1998, and is mainly responsible for computer system construction and management, data analysis and management, software development and management, internal operation and management, and technical support and services.

Mr. Jin Xin obtained his master degree in Business Administration from Tsinghua University (清華大學) in June 2008.

Once duly appointed, Mr. Jin Xin will enter into a service agreement with the Company effective from 6 June 2017 until the end of the third session of the Board of Directors of the Company. In accordance with the Articles of Association, Mr. Jin Xin may offer himself for re-election upon expiry of his term of office.

As general manager of the Company, Mr. Jin Xin’s remuneration will be determined based on the scope of his duty and his responsibilities in the Company.

As at the date of this announcement, save as disclosed above, Mr. Jin Xin has confirmed that: (i) he does not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; (ii) he does not hold any other positions in the Company or any other members of the Group; (iii) he has not held any positions as directors in any other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas for the past 3 years; (iv) he does not have or is not deemed to have any interests within the meaning of Part XV of the Securities and Futures Ordinance in the Shares or underlying shares of the Company or its associated corporations; (v) there is no any other matter relating to his appointment that needs to be brought to the attention of the Shareholders or needs to be disclosed pursuant to the provisions under Rule 13.51 (2)(h) to (v) of the Listing Rules.

By order of the Board  
**Beijing Digital Telecom Co., Ltd**  
**Liu Donghai**  
*Chairman*

Hong Kong  
6 June 2017

*As at the date of this announcement, the executive directors are Mr. LIU Donghai, Mr. LIU Yajun, Mr. LIU Songshan, Ms. LIU Wencui and Ms. LIU Hua; the non-executive director is Mr. QI Xiangdong; the independent non-executive directors are Mr. LV Tingjie, Mr. BIAN Yongzhuang and Mr. Vincent Man Choi, LI.*