

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



北京迪信通商貿股份有限公司

**BEIJING DIGITAL  
TELECOM CO., LTD.**

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

**(Stock Code: 6188)**



華發集團旗下企業  
珠海華發實體產業投資控股  
有限公司

**ZHUHAI HUAFA  
INDUSTRIAL  
INVESTMENT  
HOLDING CO., LTD.\***

*(a limited liability company  
established in the People's  
Republic of China)*



華發集團旗下企業  
香港華發投資控股有限公司

**HONG KONG HUAFA  
INVESTMENT  
HOLDINGS LIMITED**

*(a limited liability company  
incorporated in Hong Kong)*

## **JOINT ANNOUNCEMENT**

- (I) COMPLETION OF THE SALE AND PURCHASE OF DOMESTIC SHARES OF BEIJING DIGITAL TELECOM CO., LTD.;**
- (II) MANDATORY CONDITIONAL CASH OFFER BY ZHUHAI HUAFA INDUSTRIAL INVESTMENT HOLDING CO., LTD\* FOR ALL THE ISSUED DOMESTIC SHARES OF BEIJING DIGITAL TELECOM CO., LTD. (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY ZHUHAI HUAFA INDUSTRIAL INVESTMENT HOLDING CO., LTD\* AND PARTIES ACTING IN CONCERT WITH IT); AND**
- (III) MANDATORY CONDITIONAL CASH OFFER BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED ON BEHALF OF HONG KONG HUAFA INVESTMENT HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED H SHARES OF BEIJING DIGITAL TELECOM CO., LTD.**

**Financial Adviser to Zhuhai Huafa Industrial Investment Holding Co., Ltd\* and  
Hong Kong Huafa Investment Holdings Limited**



**Guotai Junan Capital Limited**

## **COMPLETION OF THE SALE AND PURCHASE OF DOMESTIC SHARES OF BEIJING DIGITAL TELECOM CO., LTD.**

The Company was notified by the Transferors that Completion took place on 7 April 2021.

In addition, pursuant to and subject to the terms of the Concert Party Agreement, Zhuhai Huafa Industrial obtained control over 168,362,098 Domestic Shares held by the Transferors upon Completion, representing approximately 22.99% of the entire issued share capital of the Company.

### **MANDATORY CONDITIONAL GENERAL CASH OFFER**

Upon Completion and as at the date of this joint announcement, Zhuhai Huafa Industrial controls approximately 37.99% of the voting rights of the Company (comprising the voting rights of the Sale Shares and the Entrusted Shares, which represent approximately 15% and 22.99% of the entire issued share capital of the Company respectively as at the date of this joint announcement).

Pursuant to Rule 26.1 of the Takeovers Code, Zhuhai Huafa Industrial is required to make a mandatory conditional general offer in cash for all the outstanding Domestic Shares and H Shares other than those already owned or agreed to be acquired by Zhuhai Huafa Industrial or parties acting in concert with it.

Reference is made to the joint announcement (the “**Joint Announcement**”) issued by Beijing Digital Telecom Co., Ltd. (the “**Company**”), Zhuhai Huafa Industrial Investment Holding Co., Ltd. and Hong Kong Huafa Investment Holdings Limited dated 1 February 2021 in relation to, amongst other things, (i) the acquisition of the Sale Shares; and (ii) the Offers. Capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement unless the context requires otherwise.

### **COMPLETION OF THE SALE AND PURCHASE OF THE SALE SHARES**

Zhuhai Huafa Industrial and the Company (as informed by the Transferors) are pleased to announce that Completion took place on 7 April 2021 in accordance with the Share Purchase Agreement.

Pursuant to the terms of the Share Purchase Agreement, Zhuhai Huafa Industrial acquired the Sale Shares, being 109,869,060 Domestic Shares, representing approximately 15% of the entire issued share capital of the Company as at the date of this joint announcement, for a total consideration of approximately RMB351,900,000 (equivalent to approximately HK\$422,195,561), or RMB3.2030 per Sale Share (equivalent to approximately HK\$3.8429).

In addition, pursuant to and subject to the terms of the Concert Party Agreement, Zhuhai Huafa Industrial obtained control over 168,362,098 Domestic Shares held by the Transferors upon Completion, representing approximately 22.99% of the entire issued share capital of the Company.

### **MANDATORY CONDITIONAL GENERAL CASH OFFER**

Upon Completion and as at the date of this joint announcement, Zhuhai Huafa Industrial controls approximately 37.99% of the voting rights of the Company (comprising the voting rights of the Sale Shares and the Entrusted Shares, which represent approximately 15% and 22.99% of the entire issued share capital of the Company respectively as at the date of this joint announcement).

Pursuant to Rule 26.1 of the Takeovers Code, Zhuhai Huafa Industrial is required to make a mandatory conditional general offer in cash for all the outstanding Domestic Shares and H Shares other than those already owned or agreed to be acquired by Zhuhai Huafa Industrial or parties acting in concert with it.

Zhuhai Huafa Industrial will make the Domestic Share Offer and Guotai Junan Securities, on behalf of Hong Kong Huafa, will make the H Share Offer in compliance with the Takeovers Code on the following basis:

For each Domestic Share. . . . . RMB3.2030 in cash

For each H Share. . . . . HK\$3.8429 in cash

Based on the issued share capital of the Company as at the date of this joint announcement, there will be 59,468,842 Domestic Shares and 394,760,400 H Shares subject to the Domestic Share Offer and the H Share Offer, respectively.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion and as at the date of this joint announcement:

Name of Shareholder	Immediately prior to Completion		Immediately after Completion and as at the date of this joint announcement	
	Number of Shares	Approximate % of total issued share capital	Number of Shares	Approximate % of total issued share capital
<b>Domestic Shares</b>				
The Transferors				
– Di Er Tong	101,300,000	13.83%	–	–
– Digital Science & Technology	176,931,158	24.16%	168,362,098 <sup>(1)</sup>	22.99%
The Offeror Group				
– Zhuhai Huafa Industrial	–	–	109,869,060 <sup>(1)</sup>	15%
– Hong Kong Huafa	–	–	–	–
Sub-total of the Offeror Group and parties acting in concert with any of them:	278,231,158	37.99%	278,231,158	37.99%
Other Domestic Shareholders <sup>(2)</sup>	59,468,842	8.12%	59,468,842	8.12%
<b>H Shares</b>				
Digital China (HK) Limited <sup>(3)</sup>	158,350,000	21.62%	158,350,000	21.62%
Dawn Galaxy International Limited <sup>(4)</sup>	42,000,000	5.73%	42,000,000	5.73%
Nelson Innovation Limited <sup>(5)</sup>	65,793,400	8.98%	65,793,400	8.98%
Other public H Shareholders	128,617,000	17.56%	128,617,000	17.56%
<b>Total:</b>	<b>732,460,400</b>	<b>100.00%</b>	<b>732,460,400</b>	<b>100.00%</b>

Notes:

- (1) Di Er Tong and Digital Science & Technology are both acting in concert with Zhuhai Huafa Industrial pursuant to the Concert Party Agreement. Accordingly, as at the date of this joint announcement, Di Er Tong, Digital Science & Technology and Zhuhai Huafa Industrial are each deemed to be interested in the 168,362,098 Domestic Shares and the 109,869,060 Domestic Shares held by Digital Science & Technology and Zhuhai Huafa Industrial respectively.

- (2) As at the date of this joint announcement and to the best of the Company's knowledge, the other Domestic Shareholders include Beijing Rong Feng Tai Management and Consulting Company Limited (北京融豐泰管理諮詢有限公司) as to 7,500,000 Domestic Shares, Chengmai Dixin Changqing Investment Centre (Limited Partnership) (澄邁迪信長青投資中心(有限合夥)) as to 17,500,000 Domestic Shares, Zhuhai Gengyan Investment Centre (Limited Partnership) (珠海庚言投資中心(有限合夥)) as to 24,868,842 Domestic Shares and Hainan Xinli No. 1 Technology Partnership (Limited Partnership) (海南新曆壹號科技合夥企業(有限合夥)) as to 9,600,000 Domestic Shares.
- (3) As at the date of this joint announcement and to the best of the Company's knowledge, Digital China (HK) Limited ("**Digital China**") directly holds 158,350,000 H shares of the Company, and Digital China Group Co., Ltd. ("**Digital China Group**", a company listed on the Shenzhen Stock Exchange (SZ: 000034)) holds 100% interests in Digital China through its wholly-owned subsidiary Digital China (China) Limited ("**Digital China (China)**"). Accordingly, pursuant to SFO, Digital China Group and Digital China (China) are deemed to be interested in 158,350,000 H Shares held by Digital China.
- (4) As at the date of this joint announcement and to the best of the Company's knowledge, Dawn Galaxy International Limited is ultimately held by Mr. Cai Yuanchun, Ms. Zhong Yiping, Mr. Chen Ping and Mr. Sun Shaojian.
- (5) Nelson Innovation Limited directly holds 65,793,400 H Shares of the Company, and Liu Qiangdong holds 72.90% interests in JD.com, Inc. through his wholly-owned subsidiary Max Smart Limited, and JD.com, Inc. holds 100% interests in Nelson Innovation Limited through its wholly-owned subsidiary JD.com Investment Limited. Accordingly, pursuant to SFO, Liu Qiangdong, Max Smart Limited, JD.com, Inc. and JD.com Investment Limited are deemed to be interested in 65,793,400 H Shares held by Nelson Innovation Limited as at the date of this joint announcement.

## DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the Offeror Group and the Company to combine the offer document with the offeree board circular into the Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, *inter alia*, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Advisor to the Independent Board Committee in relation to the Offers, together with the Forms of Acceptance to the Shareholders is required to be despatched within 21 days of the date of the Joint Announcement.

The Executive has granted consent under Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document to 16 April 2021, and thus, it is currently expected that the Composite Document will be despatched on or before 16 April 2021.

## WARNING

The Offers are conditional upon the fulfilment of acceptance conditions. If the total number of Shares in respect of the valid acceptances, which the Offeror Group has received at or before 4:00 p.m. on the closing date of the Offers (or such other time as the Offeror Group may, subject to the Takeovers Code, decide) under the Offers together with the Shares acquired before or during the Offers, does not result in the Offeror Group and parties acting in concert with it holding more than 50% of the voting rights of the Company, the Offers will not become unconditional. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

By order of the Board of  
北京迪信通商貿股份有限公司  
**BEIJING DIGITAL  
TELECOM CO., LTD.**  
**LIU Donghai**  
*Director*

By order of the Board of  
珠海華發實體產業投資控股  
有限公司  
**ZHUHAI HUAF  
INDUSTRIAL INVESTMENT  
HOLDING CO., LTD\***  
**GUO Jin**  
*Director*

By order of the Board of  
香港華發投資控股有限公司  
**HONG KONG HUAF  
INVESTMENT  
HOLDINGS LIMITED**  
**LI Guangning**  
*Director*

The PRC, 7 April 2021

*As at the date of this joint announcement, the Board comprises the following Directors: Executive Directors: Mr. Liu Donghai, Mr. Liu Yajun and Ms. Liu Wencui; Non-executive Directors: Mr. Li Wenzhi, Mr. Yao Yanzhong and Mr. Lv Jing; Independent Non-executive Directors: Mr. Lv Tingjie, Mr. Lv Pingbo, and Mr. Zhang Senquan.*

*As at the date of this joint announcement, the directors of Zhuhai Huafa are Mr. Li Guangning, Mr. Ye Yuhong, Mr. Xie Wei, Mr. Chen Yi, Ms. Zhou Youfen, Mr. Huang Jianbin and Mr. Li Weijie.*

*As at the date of this joint announcement, the directors of Zhuhai Huafa Industrial are Ms. Guo Jin, Mr. Xie Hui, Mr. Xie Hao and Mr. Wang Zhe.*

*As at the date of this joint announcement, the directors of Hong Kong Huafa are Mr. Li Guangning, Mr. Xie Wei, Mr. Guo Lingyong, Mr. Wu Jiang and Ms. Li Yanmei.*

*All Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information in relation to the Offeror Group and/or parties acting in concert with any of them (for this purpose, excluding the Transferors and the Liu Family)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of Zhuhai Huafa, Zhuhai Huafa Industrial and/or Hong Kong Huafa) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*All directors of Zhuhai Huafa, Zhuhai Huafa Industrial and Hong Kong Huafa jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information in relation to the Company, the Transferors and/or the Liu Family) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*\* For identification purposes only*