

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*



北京迪信通商貿股份有限公司

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

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

**(Stock Code: 6188)**

## **PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) announces that Mr. Bian Yongzhuang has tendered his resignation as independent non-executive director, chairman of Remuneration and Assessment Committee and a member of Audit Committee and Nomination Committee of the Company due to personal development reason with effect from the conclusion of the 2018 annual general meeting of the Company (the “**AGM**”). Given that the resignation of Mr. Bian Yongzhuang from the aforesaid positions will cause: (1) non-compliance with relevant provisions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company (the “**Articles of Association**”) relating to the number of independent non-executive directors; and (2) non-compliance with the requirements under the Listing Rules and relevant terms of reference of the Company relating to the number and composition of the members of the Remuneration and Assessment Committee, Audit Committee and Nomination Committee of the Company, in order to ensure that the operation of the Board is in compliance with the Articles of Association and relevant regulations, Mr. Bian Yongzhuang will continue to perform his duties as independent non-executive director, chairman of Remuneration and Assessment Committee and a member of Audit Committee and Nomination Committee of the Company until a new director is appointed at the AGM.

Mr. Bian Yongzhuang has confirmed that he has no disagreement with the Board and no matters concerning his resignation need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the shareholders of the Company (the “**Shareholders**”). The Board has confirmed that there are no matters concerning Mr. Bian Yongzhuang’s resignation which are needed to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Bian Yongzhuang for his valuable contributions to the Company during his term of office.

## **PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board proposed to elect Mr. Lv Pingbo as independent non-executive director of the Company and to replace Mr. Bian Yongzhuang as chairman of Remuneration and Assessment Committee and a member of Audit Committee and Nomination Committee of the Company. Mr. Lv Pingbo has confirmed that he has no disagreement on such nomination.

Mr. Lv Pingbo's biographical details are set out as follows:

Mr. Lv Pingbo (pen name Shui Pi), aged 54, is a well-known financial columnist. He obtained his bachelor's degree in journalism from Fudan University in July 1982 and a master's degree in journalism from the Graduate School of Chinese Academy of Social Sciences in June 1989. Mr. Lv Pingbo was the director of the editorial department and deputy editor-in-chief of the China Business Times from July 1989 to March 2007. Since April 2007, Mr. Lv Pingbo has served as a director of Beijing Huaxia Shibao Media Ad Co., Ltd.

Mr. Lv Pingbo will perform his duties as independent non-executive director of the Company with effect from the date of approval by the AGM and will replace Mr. Bian Yongzhuang as chairman of Remuneration and Assessment Committee and a member of Audit Committee and Nomination Committee of the Company. Mr. Lv Pingbo's term of office will end at the expiry of the term of office of the third session of the Board.

In the event that Mr. Lv Pingbo is appointed as independent non-executive director of the Company at the AGM, he will enter into a service agreement with the Company. Mr. Lv Pingbo's remuneration for his term of office will be determined by the Board as authorized by the general meeting in accordance with the "Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management".

As at the date of this announcement, save as disclosed above, Mr. Lv Pingbo has confirmed that he has not held any positions as directors or supervisors in any other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or has any major appointment or qualification, or held any positions in the Company or any other group's companies for the past three years and does not have any relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Lv Pingbo has confirmed that he does not have any interests within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Hong Kong Laws) in the share capital of the Company.

In addition, there is no any other information relating to Mr. Lv Pingbo that needs to be disclosed pursuant to the provisions under Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to his appointment as independent non-executive director of the Company that needs to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

## GENERAL

The Company scheduled to hold the AGM on 5 June 2019. A circular setting out, among others, the particulars of the candidate of independent non-executive director together with the notice of the AGM will be sent to the Shareholders in due course.

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

Beijing, the PRC, 28 March 2019

*As at the date of this announcement, the executive directors of the Company are Mr. LIU Donghai, Mr. LIU Yajun, Mr. LIU Songshan and Ms. LIU Wencui; the non-executive directors of the Company are Mr. QI Xiangdong and Ms. XIN Xin; and the independent non-executive directors of the Company are Mr. LV Tingjie, Mr. BIAN Yongzhuang and Mr. ZHANG Senquan.*