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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)

RE-ELECTION AND APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS

INTRODUCTION

A meeting of the board of directors (the “**Directors**”) (the “**Board**”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) was held to examine and approve unanimously, among other things, the resolution regarding the “Re-election and Appointment of the Board of the Company” on 30 March 2017.

A meeting of the board of supervisors (the “**Supervisors**”) (the “**Board of Supervisors**”) of the Company was held to examine and approve unanimously, among other things, the resolution regarding the “Re-election and Appointment of the Board of Supervisors of the Company” on 30 March 2017.

The aforesaid resolutions are subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) at the 2016 annual general meeting of the Company to be held on 6 June 2017 (the “**AGM**”). A circular setting out, among other things, the particulars of the candidates of Directors of the third session of the Board and the candidates of shareholder representative Supervisors of the third session of the Board of Supervisors together with the notice of AGM will be sent to the Shareholders as soon as practicable.

RE-ELECTION AND APPOINTMENT OF THE BOARD

The second session of the Board has expired.

In accordance with the articles of association of the Company (the “**Articles of Association**”), the Shareholders holding more than 3% of equity interests are entitled to submit proposals to the Company. Accordingly, Digital Science & Technology Group Limited and Beijing Di Er Tong Consulting Company Limited, both of which are the Shareholders holding more than 3% of equity interests in the Company, proposed that all Directors of the second session of the Board shall offer themselves for re-election at the AGM. Digital Science & Technology Group Limited has nominated Mr. Liu Donghai, Mr. Liu Songshan, Mr. Liu Yajun, Ms. Liu Wencui, Ms. Liu Hua and Mr. Qi Xiangdong and Beijing Di Er Tong Consulting Company Limited has nominated Mr. Vincent Man Choi, Li, Mr. Lv Tingjie and Mr. Bian Yongzhuang for re-election as the Directors of the third session of the Board.

The list of the candidates of the Directors of the third session of the Board examined and approved by the Board is as follows:

- 1) 5 executive Directors: Mr. Liu Donghai, Mr. Liu Songshan, Mr. Liu Yajun, Ms. Liu Wencui and Ms. Liu Hua;
- 2) 1 non-executive Director: Mr. Qi Xiangdong; and
- 3) 3 independent non-executive Directors: Mr. Vincent Man Choi, Li, Mr. Lv Tingjie and Mr. Bian Yongzhuang.

The Board agreed to submit the aforesaid list of candidates to the AGM for consideration and voting to elect five executive Directors, one non-executive Director and three independent non-executive Directors (i.e. a total of nine Directors) to form the third session of the Board. The Directors of the third session of the Board serve for a term of three years effective from the date of approval by the AGM.

The members of various special committees under the Board shall be appointed by the members of the third session of the Board upon the election of such Directors.

The biographies of the candidates of the Directors of the third session of the Board and other information relating to their appointments are set out as follows:

CANDIDATES OF THE EXECUTIVE DIRECTORS:

Mr. LIU Donghai (劉東海), aged 50, joined the Company in June 2001 and has been the chairman of the Board since December 2013. He joined the group in December 1997 and held various positions in the group, including the vice chairman of the Board from July 2010 to December 2013, the general manager of the Company since March 2011 and the internal risk control officer of the Company from June 2001 to March 2011. He is primarily responsible for formulating the overall business strategies of the Company and overseeing the execution of the business strategies and the operation of the Company. Prior to joining our group, from April 1991 to March 1993, he served as the sales director of Beijing Hamamatsu Technology Co., Ltd. (北京濱松光子技術有限公司), which was set up as a company providing comprehensive services including research, development and provision of a variety of products for photonics field as a whole, mainly responsible for formulating sales policies, proposals and targets, and planning and overseeing the implementation of sales proposals. He has been the vice president of China Electronic Chamber of Commerce since December 2012 up to this date. He obtained his master degree in Business Administration from China Europe International Business School (中歐國際工商學院) in September 2003.

As at the date of this announcement, Mr. Liu Donghai is deemed to be interested in 312,700,000 shares of the Company (long position), representing approximately 46.90% of the total issued share capital of the Company under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the“SFO”).

Mr. LIU Yajun (劉雅君), aged 59, joined the Company in August 2010 as an executive Director and has been elected as the vice chairman of the Board since March 2014. He is primarily responsible for formulating investment plans and leading investment negotiations of the Company. Prior to joining our group, he held various positions, including a director and the vice president of Shenzhen Development Bank Tianjin Branch (深圳發展銀行天津分行), which provided various financial service with respect to corporate business, retailing business, inter-bank business etc. from May 2003 to July 2008. He was mainly responsible for the credit business in the abovementioned bank. He obtained his master degree in Economics from Chinese Academy of Social Sciences (中國社會科學院) in November 1991.

As at the date of this announcement, Mr. Liu Yajun confirmed that he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. LIU Songshan (劉松山), aged 43, joined the Company in May 2001 and was the chairman of the Board from November 2009 to December 2013. He joined the group in February 1998 and held various positions in the group, including an executive Director and the general manager of the Company from May 2001 to March 2011, an executive director of Beijing Dphone Electronic Communication Technology Co., Ltd. (北京迪信通電子通信技術有限公司) from February 1998 to May 2009, and the general manager of Beijing Dphone Electronic Communication Technology Co., Ltd. from May 2009 to October 2010. He is primarily responsible for formulating business operation strategies and investment plans of the Company, and leading annual procurement and sales planning of the Company. He obtained his certificate for completing the course on practical innovative enterprises management from advanced training class of Peking University in May 2011.

As at the date of this announcement, Mr. Liu Songshan is deemed to be interested in 101,300,000 shares of the Company (long position), representing approximately 15.19% of the total issued share capital of the Company under Part XV of the SFO.

Ms. LIU Wencui (劉文萃), aged 43, joined the group since February 1998 and has been an executive Director since June 2007 and the deputy director of the procurement center of the Company since April 2004. She is primarily responsible for organizing and implementing annual business and investment plans of our group, implementing annual procurement plans of our group and tracing delivery status of the procured products, establishing database for suppliers and facilitating communication with them, within the authorization of the chairman of the Board executing contracts on behalf of our group as well as handling other matters under authorization of the chairman of the Board.

As at the date of this announcement, Ms. Liu Wencui is deemed to be interested in 320,200,000 shares of the Company (long position), representing approximately 48.03% of the total issued share capital of the Company under Part XV of the SFO.

Ms. LIU Hua (劉華), aged 44, joined the Company in March 2001 and has been an executive Director since November 2009. She joined the group in February 1998 and held various positions in the group, including the procurement manager of the Company since March 2001 and the manager of the procurement department of Beijing Dphone Electronic Communication Technology Co., Ltd. from February 1998 to 2000. She is primarily responsible for organizing and implementing annual business and investment plans of our group, implementing annual procurement plans of our group and tracing delivery status of the procured products, establishing database for suppliers and facilitating communication with them, within the authorization of the chairman of the Board executing contracts on behalf of our group as well as handling other matters under authorization of the chairman of the Board.

As at the date of this announcement, Ms. Liu Hua is deemed to be interested in 312,700,000 shares of the Company (long position), representing approximately 46.09% of the total issued share capital of the Company under Part XV of the SFO.

In accordance with the Articles of Association, the Directors serve for a term of three years. In the event that Mr. Liu Donghai, Mr. Liu Songshan, Mr. Liu Yajun, Ms. Liu Wencui and Ms. Liu Hua are appointed as executive Directors of the third session of the Board at the AGM, they shall enter into service agreements with the Company. The remuneration of the Directors for their tenures will be determined by the Board as authorized by the AGM based on relevant provisions in the “Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management”.

Mr. Liu Donghai, Mr. Liu Songshan, Ms. Liu Wencui and Ms. Liu Hua are siblings and they are also siblings of Ms. Liu Yongmei and Ms. Liu Wenli, the controlling Shareholders.

Save as disclosed above, Mr. Liu Donghai, Mr. Liu Songshan, Mr. Liu Yajun, Ms. Liu Wencui and Ms. Liu Hua have respectively confirmed that they have not held any positions as directors or supervisors or had any major appointments or qualifications in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past 3 years, and do not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders.

In addition, there is no information relating to Mr. Liu Donghai, Mr. Liu Songshan, Mr. Liu Yajun, Ms. Liu Wencui and Ms. Liu Hua that needs to be disclosed pursuant to the provisions under Rule 13.51 (2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), and there are no other matters concerning the proposed appointments of the Directors that need to be brought to the attention of the Stock Exchange and the Shareholders.

CANDIDATE OF THE NON-EXECUTIVE DIRECTOR:

Mr. Qi Xiangdong (齊向東), aged 53, joined the Company in June 2015 and has been a non-executive Director since then, mainly responsible for attending the meetings of the Board, voting on the resolutions considered at the meetings of the Board, and overseeing the management of the Company. Mr. Qi served as a deputy director of the Communication Technology Agency of Xinhua News Agency from 1986 to 2003, responsible for technique planning, construction planning and training related work, and directing the planning and demonstration of a series of major projects. From 2003 to 2005, Mr. Qi worked at Yahoo China as the vice president and at 3721 Company as the general manager, responsible for the design, operation and market development of the website of Yahoo China, and overall operation and implementation of the strategic planning for public affairs of 3721 Company. In 2005, he served as chief executive officer of Qihoo 360 Technology Co. Ltd responsible for the formulation and implementation of the strategies for overall operation and market development. In 2013 Mr. Qi Xiangdong steered Qihoo 360 to the field of enterprise security. From May 2015 and up to this date, Mr. Qi has been the chairman of 360 Enterprise Security Group (360企業安全集團). Mr. Qi received an executive master degree in Business Administration from Beijing University of Science and Technology in 2007.

In accordance with the Articles of Association, the Directors serve for a term of three years. In the event that Mr. Qi Xiangdong is appointed as non-executive Director of the Board at the AGM, he shall enter into a service agreement with the Company. The remuneration of the Director for his tenure will be determined by the Board as authorized by the AGM based on relevant provisions in the “Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management”.

Save as disclosed above, Mr. Qi Xiangdong has confirmed that he has not held any position as director or supervisor or had any major appointment or qualification in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past 3 years, and does not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders. As at the date of this announcement, Mr. Qi Xiangdong confirmed that he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no information relating to Mr. Qi Xiangdong that needs to be disclosed pursuant to the provisions under Rule 13.51 (2) (h) to (v) of the Listing Rules, and there are no other matters concerning the proposed appointment of the Director that needs to be brought to the attention of the Stock Exchange and the Shareholders.

CANDIDATES OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. LV Tingjie (呂廷杰), aged 61, has been an independent non-executive Director since November 2009, mainly responsible for attending the meetings of the Board, voting on the resolutions considered at the meetings of the Board, and overseeing the management of the Company. He has served as a professor, a doctoral tutor and the executive dean of School of Economics Management of Beijing University of Posts and Telecommunications (北京郵電大學) since May 1997, June 1999 and September 2007, respectively, the standing director of the International Telecommunication Society (國際電信協會) since June 2007, mainly responsible for coordinating the economic cooperation and academic exchanges in Asia and Greater China region, a member of the Telecommunications Experts Committee, Ministry of Industry and Information Technology (工業和信息化部電信專家委員會) since 2004, mainly responsible for policy consultation, examination and appraisal work, and the vice chairman of the Electronic Commerce Teaching Steering Committee, Ministry of Education (教育部電子商務教學指導委員會) since 2008, mainly responsible for revising education plans for e-commerce. Mr. Lv is currently an independent non-executive director of Gohigh Data Networks Technology Co., Ltd. (大唐高鴻數據網絡技術股份有限公司), which is listed in Shenzhen Stock Exchange (Stock Code: 000851) and dedicates itself to the provision of telecommunications devices, business and overall resolution with respect to industry informatization. Mr. Lv was conferred the teaching qualification certificate of senior high education by the Ministry of Education P.R.C. in July 1997. Mr. Lv obtained his engineering doctor degree in systematic engineering from Kyoto University (日本京都大學) in November 1997, his master degree in management engineering and his bachelor degree in radio engineering from Beijing University of Posts and Telecommunications in April 1985 and July 1982, respectively.

Mr. BIAN Yongzhuang (邊勇壯), aged 63, joined the Company in June 2015 and has been an independent non-executive Director since then. He served as director in Department of Price, Institute of Finance and Trade Economics of Chinese Academy of Social Science in 1991. From 1992, he began to engage in commercial activities and served successively as deputy general manager of Haitong Enterprise Co. Ltd, general manager of Wuxi Xinjiangnan Industrial Co. Ltd, deputy general manager of Hengtong Property Co. Ltd, deputy general manager and president of China Xinjiyuan Co. Ltd and general manager of Dahua Domestic Investment Co. Ltd. Mr. Bian worked as chief financial officer and director at China Scholars Group Co. Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 000547 (Minfufa A)) from June 2013. He also became a director at China Aerospace Investment Holdings Ltd. from July 2013. Mr. Bian received his doctorate degree in economics from Graduate School of Chinese Academy of Social Sciences in 1990.

Mr. Vincent Man Choi, LI (李文才), aged 56, joined our Company in January 2014 and has been an independent non-executive Director since then, mainly responsible for attending the meetings of the Board, voting on the resolutions considered at the meetings of the Board, and overseeing the management of our Company. Since September 2016, Mr. Li served as technical director of Pan-China Certified Public Accountants LLP (天健會計師事務所(特殊普通合夥)) and a partner for Deloitte Touche Tohmatsu Certified Public Accountants LLP (德勤•華永會計師事務所(特殊普通合夥)) in succession. Mr. Li has also served as a partner for both Asian Allinace (HK) CPA Limited (華融(香港)會計師事務所有限公司) and Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行), and a managing partner of Zenith CPA Limited (誠豐會計師事務所有限公司) in Hong Kong. Mr. Li has been an independent executive director

of Qinquangdao Port Co., Ltd. (a company listed on the Stock Exchange (stock code: 03369 HK), mainly providing integrated port services including stevedoring, stacking, transportation and warehousing of various goods) since June 2013. Mr Li graduated with an honors diploma in accounting from Hong Kong Baptist University in 1986 and obtained a master degree in business administration from Brunel University in the UK in 1997. He also obtained a master degree of science in accounting and management from the University of Southampton in the UK in 1998. He is a Hong Kong Certified Public Accountant (Practising) and a member of Hong Kong Institute of Certified Public Accountants and Institute of Chartered Accountants in England and Wales, and a fellow member of Association of Chartered Certified Accountants.

In accordance with the Articles of the Association, the Directors serve for a term of three years. In the event that Mr. Vincent Man Choi, Li, Mr. Lv Tingjie and Mr. Bian Yongzhuang are appointed as independent non-executive Directors of the third session of the Board at the AGM, they shall enter into service agreements with the Company. The remuneration of the Directors for their tenures will be determined by the Board as authorized by the AGM based on relevant provisions in the “Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management”.

Save as disclosed above, Mr. Vincent Man Choi, Li, Mr. Lv Tingjie and Mr. Bian Yongzhuang have respectively confirmed that they have not held any positions as directors or supervisors or had any major appointments or qualifications in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past 3 years, and do not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders. As at the date of this announcement, Mr. Vincent Man Choi, Li, Mr. Lv Tingjie and Mr. Bian Yongzhuang confirmed that they do not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no information relating to Mr. Vincent Man Choi, Li, Mr. Lv Tingjie and Mr. Bian Yongzhuang that needs to be disclosed pursuant to the provisions under Rule 13.51 (2) (h) to (v) of the Listing Rules, and there are no other matters concerning the proposed appointments of the Directors that need to be brought to the attention of the Stock Exchange and the Shareholders.

RE-ELECTION AND APPOINTMENT OF BOARD OF SUPERVISORS

The second session of the Board of Supervisors has expired.

In accordance with the Articles of Association, the Shareholders holding more than 3% of equity interests are entitled to submit proposals to the Company. Accordingly, Digital Science & Technology Group Limited, a Shareholder holding more than 3% of equity interests in the Company, nominated Mr. Li Wanlin and Mr. Hu Yuzhong as candidates of shareholder representative Supervisors of the third session of Board of Supervisors.

The list of the candidates of shareholder representative Supervisors of the third session of Board of Supervisors examined and approved by the Board of Supervisors is as follows:

- (1) Two candidates of shareholder representative Supervisors: Mr. Li Wanlin and Mr. Hu Yuzhong.

The Board of Supervisors agreed to submit the aforesaid list of candidates to the AGM for consideration and voting to elect two shareholder representative Supervisors together with one employee representative Supervisor to be democratically elected by the employees (i.e. a total of three Supervisors) to form the third session of the Board of Supervisors. The particulars of the employee representative Supervisor will be disclosed separately. The Supervisors of the third session of the Board of Supervisors serve for a term of three years effective from the date of approval by the AGM.

The biographies of the candidates of the shareholder representative Supervisors of the third session of the Board of Supervisors and other information relating to their appointments are set out as follows:

CANDIDATES OF THE SHAREHOLDER REPRESENTATIVE SUPERVISORS:

Mr. LI Wanlin (李萬林), aged 54, joined the group in May 2014 and has been a Supervisor of our Company since then. Before joining our group, he served as a professor leading the major national mobile telecommunications laboratory at Southeast University (東南大學) from 2010 to 2012. Mr. Li also served as general manager of Beijing EVERSINO Technology Ltd. (北京華恒銘聖科技發展有限責任公司) from 2007 to now. From 1998 to 2007, Mr. Li held various positions within Siemens Ltd. China, including the senior vice president and the chief technology officer of the group. Mr. Li is primarily responsible for reviewing and providing written comments on the regular reports of the Company, reviewing financial statements of the Company and supervising behaviors of Directors and senior management members. Mr. Li obtained his Ph.D. degree in information science from Technical University of Karlsruhe in Germany in 1991.

Mr. HU Yuzhong (胡玉忠), aged 58, joined the group in May 2014 and has been a Supervisor of our Company since then. From 2003 to now, Mr. Hu has served as chairman of the board of Beijing Times Hongxun Investment Company Limited (北京時代宏訊投資有限公司). From 1992 to 2002, he served as the vice president of China Post Putai Mobile Telecom Equipments Company Limited (中郵普泰移動通訊設備股份有限公司). Mr. Hu is primarily responsible for reviewing and providing written comments on the regular reports of the Company, reviewing financial statements of the Company and supervising behaviors of Directors and senior management members. Mr. Hu obtained his MBA degree in Asia International Open University (Macau) in 2004.

In accordance with the Articles of Association, the Supervisors serve for a term of three years. In the event that Mr. Li Wanlin and Mr. Hu Yuzhong are appointed as shareholder representative Supervisors of the third session of the Board of Supervisors at the AGM, they shall enter into service agreements with the Company. The remuneration of the Supervisors for their tenures will be determined by the Board as authorized by the AGM based on relevant provisions in the “Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management”.

Save as disclosed above, Mr. Li Wanlin and Mr. Hu Yuzhong have respectively confirmed that they have not held any positions as directors or supervisors or had any major appointments or qualifications in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past 3 years, and do not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders. As at the date of this announcement, Mr. Li Wanlin and Mr. Hu Yuzhong confirmed that they do not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no information relating to Mr. Li Wanlin and Mr. Hu Yuzhong that needs to be disclosed pursuant to the provisions under Rule 13.51 (2) (h) to (v) of the Listing Rules, and there are no other matters concerning the proposed appointments of the shareholder representative Supervisors that need to be brought to the attention of the Stock Exchange and the Shareholders.

GENERAL

The AGM is scheduled to be held by the Company on 6 June 2017. A circular setting out, among other things, the particulars of the candidates of Directors of the third session of the Board and the candidates of shareholder representative Supervisors of the third session of the Board of Supervisors together with the notice of AGM will be sent to the Shareholders as soon as practicable.

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

Beijing, the PRC, 30 March 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; and the independent non-executive Directors are Mr. LV Tingjie, Mr. BIAN Yongzhuang and Mr. Vincent Man Choi, LI.