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国 联 通 信

Global Link

國 聯 通 信 控 股 有 限 公 司

Global Link Communications Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8060)

- (1) APPOINTMENT OF DIRECTORS;**
- (2) RESIGNATION OF DIRECTORS;**
- (3) CHANGE OF THE CHAIRMAN OF THE BOARD;**
- (4) CHANGE OF COMPOSITION OF BOARD COMMITTEES;**
- (5) APPOINTMENT OF COMPANY SECRETARY;**
- (6) CHANGE OF AUTHORISED REPRESENTATIVES; AND**
- (7) CHANGE OF COMPLIANCE OFFICER**

APPOINTMENT OF DIRECTORS

The Board announces that, with effect from 26 May 2016,

- (1) Mr. LI Kin Shing and Mr. WONG Kin Wa have been appointed as executive Directors; and
- (2) Mr. CHEUNG Sai Ming and Mr. LIU Chun Bao have been appointed as independent non-executive Directors.

RESIGNATION OF DIRECTORS

The Board announces that, with effect from 26 May 2016,

- (1) Mr. HU Tiejun resigned as executive Director;
- (2) Mr. WING Kee Eng, Lee resigned as non-executive Director; and
- (3) Professor LU Ting Jie and Mr. LIU Kejun have resigned as independent non-executive Directors.

CHANGE OF THE CHAIRMAN OF THE BOARD

With effect from 26 May 2016,

- (1) Mr. MA Yuanguang resigned as the chairman of the Board and continues to act as the chief executive officer of the Company; and
- (2) Mr. LI Kin Shing has been appointed as the chairman of the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from 26 May 2016, the composition of the Board committees has been changed as follows:

Audit Committee

- (1) Mr. CHEUNG Sai Ming has been appointed as the chairman of the Audit Committee and Mr. LIU Chun Bao has been appointed as a member of the Audit Committee.
- (2) Mr. LEUNG Kwok Keung resigned as the chairman of the Audit Committee and continues to act as a member of the Audit Committee. Professor LU Ting Jie and Mr. LIU Kejun resigned as members of the Audit Committee.

Remuneration Committee

- (1) Mr. CHEUNG Sai Ming has been appointed as the chairman of the Remuneration Committee, and Mr. WONG Kin Wa and Mr. LIU Chun Bao have been appointed as members of the Remuneration Committee.
- (2) Mr. LEUNG Kwok Keung resigned as the chairman of the Remuneration Committee, and Mr. MA Yuanguang and Mr. LIU Kejun resigned as members of the Remuneration Committee.

Nomination Committee

- (1) Mr. CHEUNG Sai Ming has been appointed as the chairman of the Nomination Committee, and Mr. LI Kin Shing and Mr. LIU Chun Bao have been appointed as members of the Nomination Committee.
- (2) Mr. LIU Kejun resigned as the chairman of the Nomination Committee, and Mr. MA Yuanguang and Mr. LEUNG Kwok Keung resigned as members of the Nomination Committee.

APPOINTMENT OF COMPANY SECRETARY

The Board announces that Ms. CHAN Wai Ching has been appointed as the company secretary of the Company with effect from 26 May 2016.

CHANGE OF AUTHORISED REPRESENTATIVES

- (1) Mr. HU Tiejun resigned as an executive Director with effect from 26 May 2016 and ceased to act as an authorised representative of the Company pursuant to Rule 5.24 of the GEM Listing Rules.
- (2) Mr. MA Yuanguang ceased to act as an authorised representative of the Company with effect from 26 May 2016.
- (3) Mr. LI Kin Shing and Mr. WONG Kin Wa have been appointed in their stead with effect from 26 May 2016.

CHANGE OF COMPLIANCE OFFICER

- (1) Mr. MA Yuanguang ceased to act as the compliance officer of the Company with effect from 26 May 2016.
- (2) Mr. WONG Kin Wa, an executive Director, has been appointed as the compliance officer of the Company in his stead with effect from 26 May 2016 for the purpose of Rule 5.19 of the GEM Listing Rules.

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Global Link Communications Holdings Limited (the “**Company**”) is pleased to announce that with effect from 26 May 2016:

- (1) Mr. LI Kin Shing and Mr. WONG Kin Wa have been appointed as executive Directors; and
- (2) Mr. CHEUNG Sai Ming and Mr. LIU Chun Bao have been appointed as independent non-executive Directors.

The biographies of the new Directors are set out below:

Executive Directors

Mr. LI Kin Shing (李健誠) (“Mr. LI”)

Mr. LI, aged 58, has been appointed as executive Director and the chairman of the Board with effect from 26 May 2016.

Mr. LI has over 28 years of experience in the telecommunications industry. He is currently an executive director, the chairman and the chief executive officer of the International Elite Ltd. (“**IEL**”)(Stock code: 1328) who is mainly responsible for the overall strategic planning and direction of IEL. He joined the IEL’s group in 1993 and has been a director of the IEL since its establishment in 2000. He was the chief executive officer and the president of ChinaCast Education Corporation, a limited liability company incorporated in the State of Delaware, U.S.A., whose shares are displayed on the Over the Counter Bulletin Board when he resigned from these positions in 2007. Since 2009, he has been a non-executive director and the chairman of Directel Holdings Limited (Stock Code: 8337), a company listed on the Growth Enterprise Market (“**GEM**”) and controlled by him and his spouse.

Pursuant to Mr. LI’s service agreement with the Company, he has been appointed for an initial term of three years commencing from 26 May 2016. Mr. LI will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to remuneration of HK\$15,000 per month and a director’s fee of HK\$80,000 per annum, which is determined with reference to his duties and responsibilities in the Company, the Company’s performance and the prevailing market conditions.

As at the date of this announcement and within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”), Mr. LI is deemed to be interested in 1,128,020,000 shares of the Company through his interest in controlled corporations, Honor Crest Holdings Limited and IEL, representing approximately 54.00% of the entire issued share capital of the Company.

Save as disclosed above, Mr. LI does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. WONG Kin Wa (黃建華) (“Mr. WONG”)

Mr. WONG, aged 48, has been appointed as the executive Director with effect from 26 May 2016. He obtained a diploma in Auditing from Guangzhou Radio & TV University, the PRC, in 1988.

Mr. WONG has over 19 years of finance and marketing experience, in particular in the telecommunications industry in Hong Kong and Macau. Mr. WONG is currently an executive director, the chief financial officer, the compliance officer and authorised representative of IEL. He joined IEL’s group as chief financial officer in 2000 and is responsible for the overall management of

the group's financial matters. Before joining the IEL's group, he was a manager of China-Hong Kong Telelink Company Limited from 1997 to 1999. Mr. WONG joined Denway Motors Limited (駿威汽車有限公司) (previously known as Denway Investment Limited), a company whose shares were formerly listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), as the vice general manager in 1993. Mr. Wong has been a non-executive director of Directel Holdings Limited since 2009.

Pursuant to Mr. WONG's service agreement with the Company, he has been appointed for an initial term of three years commencing from 26 May 2016. Mr. WONG will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to remuneration of HK\$15,000 per month and a director's fee of HK\$80,000 per annum, which is determined with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market conditions.

As at the date hereof, Mr. WONG does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Independent Non-executive Directors

Mr. Cheung Sai Ming (張世明) ("Mr. CHEUNG")

MR. CHEUNG, aged 41, has been appointed as an independent non-executive Director of the Company with effect from 26 May 2016. He obtained a bachelor's degree of arts in accountancy and finance from the Heriot-Watt University, the UK, in 2006. Mr. CHEUNG is a certified public accountant of Hong Kong and an associate member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has extensive experiences in auditing and accounting. Since 2007, Mr. CHEUNG has served as an independent non-executive director of IEL.

Pursuant to Mr. CHEUNG's letter of appointment with the Company, he has been appointed for an initial term of three years commencing from 26 May 2016. Mr. CHEUNG will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a director's fee of HK\$80,000 per annum which is determined with reference to his duties and responsibilities in the Company, the Company's performance and the prevailing market conditions.

As at the date hereof, Mr. CHEUNG does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. LIU Chun Bao (劉春保) (“Mr. LIU”)

Mr. LIU, aged 70, has been appointed as an independent non-executive Director with effect from 26 May 2016. He is a senior engineer, graduated from Wuhan College of Posts and Telecommunications, the PRC, in 1969.

Since 2011, Mr. LIU has served as an independent non-executive director of IEL. Mr. Liu served as engineer, deputy section chief and section chief in Guangdong Posts and Telecommunications Administration Bureau and as researcher and the assistant to the director in Guangdong Communication Administration Bureau. Mr. LIU also served as the general secretary of the Guangdong Institute of Communications (廣東省通信學會), Guangdong Communication Industry Association (廣東省通信行業協會), Guangdong Internet Society (廣東省互聯網協會) and a committee member of the China Association of Communications Enterprises (中國通信企業協會).

Pursuant to Mr. LIU’s letter of appointment with the Company, he has been appointed for an initial term of three years commencing from 26 May 2016. Mr. LIU will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a director’s fee of HK\$80,000 per annum which is determined with reference to his duties and responsibilities in the Company, the Company’s performance and the prevailing market conditions.

As at the date hereof, Mr. LIU does not have, and is not deemed to have, any interests or short positions in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

As at the date of this announcement, save as disclosed above, each of the new Directors (i) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”)) of the Company; (ii) does not hold other positions with the Company and other members of the Group; (iii) did not hold any directorship in the last three years preceding the date of this announcement in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does he have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to extend its warm welcome to the new Directors to the Board.

RESIGNATION OF DIRECTORS

The Board announces that, with effect from 26 May 2016:

- (1) Mr. HU Tiejun has resigned as an executive Director;

- (2) Mr. WING Kee Eng, Lee has resigned as a non-executive Director; and
- (3) Professor LU Ting Jie and Mr. LIU Kejun have resigned as independent non-executive Directors.

The resignation of the resigning Directors was due to change in control of the Company after the unconditional mandatory cash offer jointly made by China Galaxy International Securities (Hong Kong) Co., Limited for and on behalf of Honor Crest Holdings Limited (the “Offeror”) and IEL to acquire all the issued shares of the Company, other than those already owned by the Offeror and parties acting in concert with it as referred to in the announcement of the Company dated 21 April 2016. Each of the resigned Directors has confirmed to the Board that there is no disagreement with the Board and that there is no other matter in relation to the respective resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its sincere gratitude to the resigned Directors for their valuable contributions towards the Company during their tenure of office.

CHANGE OF THE CHAIRMAN OF THE BOARD

With effect from 26 May 2016:

- (1) Mr. MA Yuanguang has resigned as the chairman of the Board and continues to act as the chief executive officer of the Company; and
- (2) Mr. LI has been appointed as the chairman of the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from 26 May 2016, the composition of the Board committees has been changed as follows:

Audit Committee

- (1) Mr. CHEUNG has been appointed as the chairman of the Audit Committee and Mr. LIU has been appointed as a member of the Audit Committee.
- (2) Mr. LEUNG Kwok Keung has resigned as the chairman of the Audit Committee and continues to act as a member of the Audit Committee. Professor LU Ting Jie and Mr. LIU Kejun have resigned as members of the Audit Committee.

Remuneration Committee

- (1) Mr. CHEUNG has been appointed as the chairman of the Remuneration Committee, and Mr. WONG and Mr. LIU have been appointed as members of the Remuneration Committee.

- (2) Mr. LEUNG Kwok Keung has resigned as the chairman of the Remuneration Committee, and Mr. MA Yuanguang and Mr. LIU Kejun have resigned as members of the Remuneration Committee.

Nomination Committee

- (1) Mr. CHEUNG has been appointed as the chairman of the Nomination Committee, and Mr. LI and Mr. LIU have been appointed as members of the Nomination Committee.
- (2) Mr. LIU Kejun has resigned as the chairman of the Nomination Committee, and Mr. MA Yuanguang and Mr. LEUNG Kwok Keung have resigned as members of the Nomination Committee.

APPOINTMENT OF COMPANY SECRETARY

The Board is pleased to announce that Ms. CHAN Wai Ching has been appointed as the company secretary of the Company with effect from 26 May 2016. The biography of Ms. Chan is set out below:

Ms. Chan Wai Ching (陳惠貞) (“Ms. CHAN”)

Ms. CHAN, aged 54, has been appointed as the company secretary of the Company with effect from 26 May 2016. Ms. CHAN obtained a master’s degree of professional accounting from The Hong Kong Polytechnic University in 2008.

Ms. CHAN has over 33 years of experience in accounting, finance, taxation and corporate governance and is an associate member of the Hong Kong Institute of Certified Public Accountant and a fellow member of the Association of Chartered Certified Accountants. She has been the company secretary of IEL since 2007 and the company secretary of Directel Holdings Limited since 2009.

The Board would like to take this opportunity to express its welcome to Ms. CHAN to her new appointment.

CHANGE OF AUTHORISED REPRESENTATIVES

- (1) Mr. HU Tiejun resigned as executive Director with effect from 26 May 2016 and ceased to act as an authorised representative of the Company pursuant to Rule 5.24 of the GEM Listing Rules.
- (2) Mr. MA Yuanguang ceased to act as an authorised representative of the Company pursuant with effect from 26 May 2016.
- (3) Mr. LI and Mr. WONG have been appointed in their stead with effect from 26 May 2016.

CHANGE OF COMPLIANCE OFFICER

- (1) Mr. MA Yuanguang ceased to act as the compliance officer of the Company with effect from 26 May 2016.
- (2) Mr. WONG, an executive Director, has been appointed as the compliance officer of the Company in his stead with effect from 26 May 2016 for the purpose of Rule 5.19 of the GEM Listing Rules.

By order of the Board
Global Link Communications Holdings Limited
LI Kin Shing
Chairman

Hong Kong, 26 May 2016

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. LI Kin Shang, Mr. MA Yuanguang and Mr. WONG Kin Wa; and (ii) three independent non-executive Directors, namely Mr. LEUNG Kwok Keung, Mr. CHEUNG Sai Ming and Mr. LIU Chun Bao.

This announcement, for which all Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any such statement contained in this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.glink.hk.

In the event of inconsistency, the English text of this announcement shall prevail over the Chinese text thereof.