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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)

**(I) CHANGE OF DIRECTORS;
(II) APPOINTMENT OF CHIEF EXECUTIVE OFFICER; AND
(III) CHANGES TO COMPOSITION OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board is pleased to announce that, with effect from 16 December 2014:–

- (i) Mr. Hu Zhi Jian has tendered his resignation as an executive Director and the chief executive officer of the Company;
- (ii) Mr. Ma Yuanguang has been appointed as the chief executive officer of the Company;
- (iii) Mr. Hu Tiejun, previously an independent non-executive Director, has been re-designated as an executive Director and, ipso facto, ceased to be the chairman of the audit committee, remuneration committee and nomination committee of the Company;
- (iv) Mr. Liu Kejun has been appointed as an independent non-executive Director, chairman of the nomination committee and members of both the audit committee and remuneration committee; and
- (v) Mr. Leung Kwok Keung has been appointed as chairman of both the audit committee and remuneration committee of the Company.

RESIGNATION OF DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Global Link Communications Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Hu Zhi Jian (“**Mr. Z. J. Hu**”) has tendered his resignation as an executive Director with effect

from 16 December 2014 due to pursuit of other business commitment. Mr. Z. J. Hu confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”)of the Company.

The Board would like to express its gratitude to Mr. Z. J. Hu for his valuable contributions to the Company during his tenure of service.

RE-DESIGNATION OF DIRECTOR

Mr. Hu Tiejun (“**Mr. Hu**”) has been re-designated from independent non-executive Director to the executive Director and, ipso facto, ceased to be the chairman of the audit committee, remuneration committee and nomination committee of the Company with effect from 16 December 2014.

Mr. Hu, aged 64, was appointed as independent non-executive Director in November 2002. Mr. Hu holds a Bachelor Degree in Physics from the Zhongshan (Sun Yat-sen) University (中山大學) and has over thirty years’ experience in telecommunications, computer systems, data warehouse and information network. Mr. Hu is now a marketing director of WIMAX Forum, which is an industry-led, not-for-profit organization, South East Asia district and a vice-president and general secretary of Worldwide Ethnic Chinese Wireless & Radio Association.

Pursuant to Mr. Hu’s service agreement with the Company, Mr. Hu has been appointed for an initial term of two years commencing from 16 December 2014. Mr. Hu 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\$438,000 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, Mr. Hu has 833,000 ordinary shares of the Company, representing approximately 0.09% of the total issued share capital of the Company. Save as disclosed above, Mr. Hu does not hold any other positions in the Company or any of its subsidiaries or other major appointments and professional qualifications and did not hold other directorship in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Hu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (within the meaning of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited).

Save as disclosed above, the Board is not aware of any other matters relating to the aforesaid appointment that need to be brought to the attention of the Shareholders and any other information that should be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER

Mr. Ma Yuanguang (“**Mr. Ma**”) was appointed as the chief executive officer of the Company with effect from 16 December 2014 and continued to be an executive Director and chairman of the Company.

Subsequent to the appointment of Mr. Ma as the chief executive officer of the Company, there are certain deviations of the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules in respect of the distinctive roles of chairman and chief executive officer. The Board will meet regularly to consider, discuss and review the major and appropriate issues affecting the operations of the Company. As such, the Board considers that sufficient measures have been taken and the vesting of the roles of chairman and the chief executive officer of the Company in Mr. Ma will not impair the balance of power and authority between the Board and the management. The Board considers that the structure provides the Group with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as execution of long term business strategies.

Mr. Ma, aged 60, is the co-founder of the Group and is also the chairman of the Board. Mr. Ma is responsible for the overall strategic planning of the Group and he has over thirty years’ experience in the telecommunications industry. Prior to joining the Group, Mr. Ma had the experience of managing a state-owned telecommunications system production enterprise for eight years. Mr. Ma has cooperated with several multinational hi-tech firms in United States, Canada and Australia, etc. for the introduction of various new products and new technologies to the PRC. Mr. Ma is also the compliance officer and members of the remuneration committee and nomination committee of the Company. Mr. Ma is also a director of GL Limited, Hilltop Holdings Group Limited, Guangzhou Global Link Communications Inc., Global Link Communications (HK) Limited and Tonnex Holdings Limited, all being subsidiaries of the Company. Mr. Ma is also an authorized representative of the Company.

Mr. Ma has entered into a service contract with the Company for an initial term of two years commencing from 1 November 2014 and such service contract may be terminated by either party thereto giving to the other not less than three months’ prior notice. Mr. Ma is entitled to a fixed remuneration of HK\$957,600 per year pursuant to the service contract, which is based on the prevailing market rates.

As at the Latest Practicable Date, Mr. Ma is interested in 255,121,000 ordinary shares of the Company, representing approximately 26.55% of the total issued share capital of the Company. Save as disclosed above, Mr. Ma does not hold any other positions in the Company or any of its subsidiaries or other major appointments and professional qualifications and did not hold other directorship in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Ma does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed above, the Board is not aware of any other matters relating to the aforesaid appointment that need to be brought to the attention of the Shareholders and any other information that should be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Liu Kejun (“**Mr. Liu**”) has been appointed as an independent non-executive Director, chairman of nomination committee and members of both the audit committee and remuneration committee of the Company with effect from 16 December 2014.

Mr. Liu, aged 60, has extensive experience and knowledge in telecommunication. He graduated from Beijing College of Posts and Telecommunications (later renamed as Beijing University of Posts and Telecommunications) in 1978 and Norwegian School of Management BI in 2001. Mr. Liu had previously the head of Research Institute of Telecommunications, Science and Technology of Guangdong* (廣東省電信科學技術研究院) and served in the National Engineering Laboratory of China Unicom* (中國聯通國家工程實驗室). Mr. Liu was approved as a senior engineer (professor grade) in telecommunication by Ministry of Industry and Information Technology of the PRC in October 2004. He has served as a part-time professor of the School of Electronic and Computer Engineering of the Shenzhen Graduate School of Peking University since 2013.

Mr. Liu has not entered into any service contract with the Company. Pursuant to his appointment letter, Mr. Liu has been appointed for a term of two years commencing from 16 December 2014. 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 remuneration of HK\$51,600 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, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Liu does not hold any other positions in the Company or any of its subsidiaries or other major appointments and professional qualifications and did not hold other directorship in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Liu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save as disclosed above, the Board is not aware of any other matters relating to the aforesaid appointment that need to be brought to the attention of the Shareholders and any other information that should be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Liu for joining the Board.

CHANGES TO COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board further announces that Mr. Leung Kwok Keung was appointed as the chairman of both the audit committee and the remuneration committee with effect from 16 December 2014 and the composition of audit committee, remuneration committee and nomination committee will then be as follows:

1. Audit Committee

It will comprise Mr. Leung Kwok Keung, Professor Lu Ting Jie and Mr. Liu with Mr. Leung Kwok Keung as the chairman with effect from 16 December 2014;

2. Remuneration Committee

It will comprise Mr. Leung Kwok Keung, Mr. Ma and Mr. Liu with Mr. Leung Kwok Keung as the chairman with effect from 16 December 2014; and

3. Nomination Committee

It will comprise Mr. Liu, Mr. Ma and Mr. Leung Kwok Keung with Mr. Liu as the chairman with effect from 16 December 2014.

By Order of the Board
Global Link Communications Holdings Limited
Ma Yuanguang
Chairman

Hong Kong, 16 December 2014

** For identification purposes only*

As at the date of this announcement, the executive Directors are Mr. Ma Yuanguang, Mr. Hu Tiejun and Mr. Lo Kam Hon, Gary; the non-executive Director is Mr. Wing Kee Eng, Lee; and the independent non-executive Directors are Mr. Liu Kejun, Professor Lu Ting Jie and Mr. Leung Kwok Keung.

This announcement, for which the 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.

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. This announcement will also be posted on the website of the Company at www.glink.hk.