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If you have sold or transferred all your shares in **Beijing Digital Telecom Co., Ltd.** (北京迪信通商貿股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

ANNUAL REPORT FOR THE YEAR 2017
REPORT OF THE BOARD FOR THE YEAR 2017
REPORT OF THE BOARD OF
SUPERVISORS FOR THE YEAR 2017
ANNUAL FINANCIAL REPORT FOR THE YEAR 2017
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2018
PROPOSED APPOINTMENT OF THE DIRECTORS
AUTHORIZATION TO THE BOARD TO DETERMINE THE
NEWLY-APPOINTED DIRECTORS' REMUNERATIONS
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice of the AGM to be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Thursday, 7 June 2018, at 2:00 p.m. is set out on pages 11 to 15 of this circular.

A reply slip and a form of proxy for use at the AGM are enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM (i.e. before 2:00 p.m. on Wednesday, 6 June 2018) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM. Shareholders who intend to attend the AGM in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Friday, 18 May 2018.

23 April 2018

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“AGM”	the annual general meeting for the year 2017 of the Company to be held at 4/F, C Yi’an Business Building, 18 Building Yi’an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Thursday, 7 June 2018, at 2:00 p.m. and any adjournment thereof (as the case may be);
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Board”	the board of directors of the Company;
“Board of Supervisors”	the board of supervisors of the Company;
“Company”	Beijing Digital Telecom Co., Ltd. (北京迪信通商貿股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are listed on the Hong Kong Stock Exchange under stock code of 6188;
“Director(s)”	the director(s) of the Company;
“General Mandate”	the general mandate to issue domestic shares and/or H shares of the Company representing up to the limit of 20% of each of the total number of the domestic shares of the Company and/or H Shares respectively in issue as at the date of passing such resolution to grant the general mandate;
“H Share(s)”	the ordinary share(s) of the Company, with a par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	17 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the holders of the Company’s share(s); and
“Supervisors”	the supervisors of the Company.

LETTER FROM THE BOARD OF DIRECTORS



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)

Executive Directors:

Mr. Liu Donghai (Chairman)
Mr. Liu Yajun
Mr. Liu Songshan
Ms. Liu Wencui

Non-executive Directors:

Mr. Qi Xiangdong
Ms. Zhang Yunfei

Independent non-executive Directors:

Mr. Lv Tingjie
Mr. Bian Yongzhuang
Mr. Vincent Man Choi, Li

Registered Office:

No. 101, 4/F, C Yi'an Business Building
18 Building Yi'an Jiayuan
Beiwa West
Haidian District
Beijing
PRC

Principal Place of Business in Hong Kong:

36/F, Tower Two
Times Square
1 Matheson Street, Causeway Bay
Hong Kong

23 April 2018

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2017
REPORT OF THE BOARD FOR THE YEAR 2017
REPORT OF THE BOARD OF
SUPERVISORS FOR THE YEAR 2017
ANNUAL FINANCIAL REPORT FOR THE YEAR 2017
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2018
PROPOSED APPOINTMENT OF THE DIRECTORS
AUTHORIZATION TO THE BOARD TO DETERMINE THE
NEWLY-APPOINTED DIRECTORS' REMUNERATIONS
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you a notice of the AGM, which is set out on pages 11 to 15 of this circular and to provide you with information reasonably necessary to enable you to consider and vote for or against certain of the resolutions to be proposed at the AGM as described below.

LETTER FROM THE BOARD OF DIRECTORS

At the AGM, ordinary resolutions will be proposed to (*inter alia*) (i) consider and approve the annual report of the Company for the year 2017; (ii) consider and approve the report of the Board for the year 2017; (iii) consider and approve the report of the Board of Supervisors for the year 2017; (iv) consider and approve the annual financial report of the Company for the year 2017; (v) consider and approve the re-appointment of the external auditor for the year 2018; (vi) consider and approve the appointment of Ms. Xin Xin as a non-executive Director; (vii) consider and approve the appointment of Mr. Zhang Senquan as an independent non-executive Director; (viii) consider and approve the granting of an authorization to the Board to determine the newly-appointed Directors' remunerations. Special resolution will be proposed to (*inter alia*) (ix) grant a general mandate to the Board to issue, allot and deal with additional domestic shares not exceeding 20% of the domestic shares in issue of the Company and additional H Shares not exceeding 20% of the H Shares in issue.

(i) ANNUAL REPORT FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the 2017 annual report of the Company. Please refer to the 2017 annual report of the Company which is despatched on the even date of this circular.

(ii) REPORT OF THE BOARD FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year 2017. The full text of the report of the Board for the year 2017 is set out in the 2017 annual report of the Company which is despatched on the even date of this circular.

(iii) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for the year 2017. The full text of the report of the Board of Supervisors for the year 2017 is set out in the 2017 annual report of the Company which is despatched on the even date of this circular.

(iv) ANNUAL FINANCIAL REPORT FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the audited financial statements of the Company for the year 2017. The full text of the audited financial statements of the Company for the year 2017 is set out in the 2017 annual report of the Company which is despatched on the even date of this circular.

(v) RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2018 and the authorization to the Board to determine the auditor's remunerations.

LETTER FROM THE BOARD OF DIRECTORS

(vi) PROPOSED APPOINTMENT OF MS. XIN XIN AS NON-EXECUTIVE DIRECTOR

Reference is made to the announcement dated 28 March 2018 issued by the Company in relation to, among others, the resolution on the proposed appointment of Ms. Xin Xin as non-executive Director which is presented at the AGM for consideration.

Ms. Zhang Yunfei has submitted her resignation as non-executive Director and a member of Remuneration and Assessment Committee due to personal development reason effective upon the conclusion of the AGM. In the meantime, in accordance with relevant laws and regulations and the Articles of Association, the Board accepted the proposal from Digital China (HK) Limited, a Shareholder who holds more than 3% of the interests in the Company, to appoint Ms. Xin Xin as non-executive Director and replace Ms. Zhang Yunfei as a member of Remuneration and Assessment 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, Ms. Zhang Yunfei will continue to perform her duties and functions as non-executive Director before a new Director is appointed at the AGM.

Ms. Zhang Yunfei has confirmed that she has no disagreement with the Board and no matters concerning her resignation need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders. The Board has confirmed that there are no matters concerning Ms. Zhang Yunfei's resignation which are needed to be brought to the attention of the Shareholders. Ms. Xin Xin has also confirmed that she has no disagreement on being nominated as non-executive Director.

Ms. Xin Xin's biography is set out as follows:

Ms. Xin Xin, aged 41, graduated from Northeastern University with a bachelor's degree in management majoring in accounting in July 1998. From April 2008 to December 2017, Ms. Xin Xin had served successively as deputy general manager in financial services department and deputy general manager of corporate development department of Digital China Holdings Limited; secretary of the board of directors, chief financial officer and director of Digital China Information Services Company Limited; vice president, chief financial officer and senior vice president of Digital China Holdings Limited. Ms. Xin Xin has served as financial controller of Digital China Group Company Limited (000034.SZ) since December 2017 and has served concurrently as its director since January 2018.

Ms. Xin Xin will perform her duties as non-executive Director with effect from the date of the AGM on which the election is approved and will replace Ms. Zhang Yunfei as a member of Remuneration and Assessment Committee of the Company. Ms. Xin Xin's term of office will end at the expiry of the term of office of the third session of the Board.

LETTER FROM THE BOARD OF DIRECTORS

In the event that Ms. Xin Xin is appointed as non-executive Director at the AGM, she will enter into a service agreement with the Company. Ms. Xin Xin's remuneration for her term of office will be determined by the Board as authorized by the general meeting in accordance with relevant provisions under the "Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management".

Save as disclosed above, Ms. Xin Xin has confirmed that she has not held any positions as directors or supervisors or has any major appointment or qualifications in any other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any positions in the Company or any other group's companies for the past 3 years and does not have any relationships with any directors, supervisors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Xin Xin has confirmed that she does not have any interests within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) in the share capital of the Company.

In addition, there is no any other information relating to Ms. Xin Xin 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 her appointment as non-executive Director that needs to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

(vii) PROPOSED APPOINTMENT OF MR. ZHANG SENQUAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement dated 12 April 2018 issued by the Company in relation to, among others, the resolution on the proposed appointment of Mr. Zhang Senquan as independent non-executive Director which is presented at the AGM for consideration.

Mr. Vincent Man Choi, Li has submitted his resignation as independent non-executive Director, chairman of Audit Committee and a member of Remuneration and Assessment Committee of the Company due to personal development reason effective upon the conclusion of the AGM. Given that the resignation of Mr. Vincent Man Choi, Li from the aforesaid positions will cause: (1) non-compliance with relevant provisions under the Listing Rules and the Articles of Association relating to the number of independent non-executive directors; (2) non-compliance with the requirements under the Listing Rules, the Articles of Association and relevant rules of meeting procedures of the Company relating to the number and composition of the members of the Audit Committee of the Company; and (3) non-compliance with the requirements under relevant rules of meeting procedures of the Company relating to the number and composition of the members of the Remuneration and Assessment 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. Vincent Man Choi, Li will continue to perform his duties and functions as independent non-executive Director, chairman of Audit Committee and a member of Remuneration and Assessment Committee of the Company before a new Director is appointed at the AGM.

LETTER FROM THE BOARD OF DIRECTORS

Mr. Vincent Man Choi, Li 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 Hong Kong Stock Exchange and the Shareholders. The Board has confirmed that there are no matters concerning Mr. Vincent Man Choi, Li's resignation which are needed to be brought to the attention of the Shareholders.

In view of the above, the Board proposed to appoint Mr. Zhang Senquan as independent non-executive Director and to replace Mr. Vincent Man Choi, Li as chairman of Audit Committee and a member of Remuneration and Assessment Committee of the Company. Mr. Zhang Senquan has confirmed that he has no disagreement on such nomination.

Mr. Zhang Senquan's biography is set out as follows:

Mr. Zhang Senquan, aged 41, received his bachelor's degree in economics from Fudan University in July 1999. He is a member of Hong Kong Institute of Certified Public Accountants, China Institute of Certified Public Accountants and American Institute of Certified Public Accountants, and has more than 10 years of experience in accounting and auditing. He worked at Ernst & Young, KPMG and Deloitte Touche Tohmatsu serving several positions from audit staff to audit partner from October 1999 to October 2012. Mr. Zhang Senquan currently is an independent non-executive director of Jiande International Holdings Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 865). In addition, for the past three years, Mr. Zhang Senquan was also an independent director of Topchoice Medical Investment Co. Inc., the shares of which are listed on the Shanghai Stock Exchange (stock code: 600763) from December 2014 to March 2017, an independent non-executive director of Casablanca Group Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 2223) from April 2015 to April 2018. Mr. Zhang Senquan also acted as the chief financial officer and joint company secretary of Huazhong In-Vehicle Holdings Company Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 6830) from May 2014 to July 2015, and is also serving as the managing director of Southwest Securities International Securities Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 812) since February 2016.

Mr. Zhang Senquan will perform his duties as independent non-executive Director with effect from the date of the AGM on which the election is approved and will replace Mr. Vincent Man Choi, Li as chairman of Audit Committee and a member of Remuneration and Assessment Committee of the Company. Mr. Zhang Senquan'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. Zhang Senquan is appointed as independent non-executive Director at the AGM, he will enter into a service agreement with the Company. Mr. Zhang Senquan's remuneration for his term of office will be determined by the Board as authorized by the general meeting in accordance with relevant provisions under the "Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management".

LETTER FROM THE BOARD OF DIRECTORS

Save as disclosed above, Mr. Zhang Senquan has confirmed that he has not held any positions as directors or supervisors or has any major appointment or qualification in any other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, 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 Latest Practicable Date, Mr. Zhang Senquan 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. Zhang Senquan 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 that needs to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

(viii) AUTHORIZATION TO THE BOARD TO DETERMINE THE NEWLY-APPOINTED DIRECTORS' REMUNERATIONS

In accordance with the provisions of the Articles of Association, the Board has the power to make proposal to the Company, pursuant to which the Board has proposed to the Company for granting an authorization to the Board to determine the newly-appointed Directors' remunerations with effect from the date of the AGM on which it is approved by the Shareholders.

In accordance with the provisions of Company Law of the People's Republic of China and the Articles of Association, the Board intends to propose to the AGM to authorize the Board to determine the newly-appointed non-executive Director, Ms. Xin Xin's and independent non-executive Director, Mr. Zhang Senquan's remunerations in accordance with the provisions under the "Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management" and by reference to the industry standards of peer companies relating to the remuneration packages.

(ix) GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND/OR H SHARES

To ensure that flexibility and discretion are given to the Directors to issue new Shares when they think desirable, the Company proposed to grant a General Mandate to the Directors to issue, allot and otherwise deal with additional domestic shares and/or H shares of the Company representing up to the limit of 20% of each of the total number of the domestic Shares and/or H Shares respectively in issue on the date of passing such resolution to grant the General Mandate. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of PRC. For details of the General Mandate, please refer to the notice of the AGM, which is included in this circular.

LETTER FROM THE BOARD OF DIRECTORS

As at the latest practicable date prior to the printing of this circular, i.e. 17 April 2018, the Company had in issue 337,700,000 domestic shares and 328,967,000 H Shares. Subject to the passing of the resolutions for the granting of a General Mandate, the Company would be allowed to allot, issue and deal with up to the maximum of 67,540,000 domestic shares and 65,793,400 H Shares on the basis that no further domestic shares and H Shares will be issued prior to the AGM.

The Directors wish to state that they have no immediate plan to issue any new shares pursuant to the General Mandate.

2017 ANNUAL GENERAL MEETING

A notice of the AGM to be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Thursday, 7 June 2018 at 2:00 p.m. is set out on pages 11 to 15 of this circular.

In order to determine the Shareholders who are entitled to attend the AGM, the Company's register of H Shareholders will be closed from Tuesday, 8 May 2018 to Thursday, 7 June 2018 (both days inclusive) during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the Company's register of members on Thursday, 7 June 2018 are entitled to attend the AGM. In order to determine the entitlement to attend the AGM, all transfer forms and share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 7 May 2018.

A reply slip and a form of proxy for use at the AGM are enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM (i.e. before 2:00 p.m. on Wednesday, 6 June 2018) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM. Shareholders who intend to attend the meeting in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Friday, 18 May 2018.

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of shareholders at a general meeting must be taken by poll. All resolutions at the AGM will be taken by way of poll. An announcement on the poll vote results will be published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) respectively by the Company after the AGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD OF DIRECTORS

RECOMMENDATION

The Board believes that the proposals mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM.

Yours faithfully,
By order of the Board
Beijing Digital Telecom Co., Ltd.
Liu Donghai
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2017

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2017 (the "AGM") of Beijing Digital Telecom Co., Ltd. (the "Company") will be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Thursday, 7 June 2018 at 2:00 p.m. to consider and, if thought fit, to pass the following resolutions:

AS ORDINARY RESOLUTIONS

- (1) to consider and approve the annual report of the Company for the year 2017;
- (2) to consider and approve the report of the board of directors of the Company for the year 2017;
- (3) to consider and approve the report of the board of supervisors of the Company for the year 2017;
- (4) to consider and approve the annual financial report of the Company for the year 2017;
- (5) to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2018;
- (6) to consider and approve the appointment of Ms. Xin Xin as a non-executive director of the Company;
- (7) to consider and approve the appointment of Mr. Zhang Senquan as an independent non-executive director of the Company;
- (8) to consider and approve the granting of an authorization to the Board to determine the newly-appointed directors' remunerations.

AS SPECIAL RESOLUTION

- (1) "That:
 - i. Subject to the conditions set out below, the board of directors of the Company be hereby granted an unconditional and general mandate

NOTICE OF ANNUAL GENERAL MEETING

during the Relevant Period (as defined below) to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“H shares”) of the Company (including securities convertible into domestic shares and/or H shares of the Company) and to make or grant offers, agreements or options in respect of the above:

- a. such mandate shall not extend beyond the Relevant Period, other than in the case of the making or granting of offers, agreements or options by the board of directors of the Company during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;
 - b. the aggregate number of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the board of directors of the Company, otherwise than pursuant to (i) a Rights Issue (as defined below) or (ii) any option scheme or similar arrangement from time to time being adopted for the grant or issue to directors, supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the board of directors of the Company, shall not exceed 20% of the aggregate number of each of the share capital of the domestic shares and H shares of the Company in issue as at the date on which this resolution is passed at the general meeting; and
 - c. The board of directors of the Company will only exercise the above authority in compliance with the Company Law of the People’s Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities.
- ii. For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution at the general meeting until the earliest of:

- a. the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- b. the expiration of a 12-month period following the passing of this resolution; or

NOTICE OF ANNUAL GENERAL MEETING

- c. the revocation or variation of the authority given to the board of directors of the Company under this resolution by the passing of a special resolution of the Company at a general meeting; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

- iii. Where the board of directors of the Company resolves to issue shares (including securities convertible into domestic shares and/or H shares of the Company) pursuant to paragraph (1) of this resolution, the board of directors of the Company be hereby authorised to approve and execute all documents and deeds and do all things or to procure the execution of such documents and deeds and the doing of such things necessary in their opinion for the issue (including but not limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph (1) of this resolution); and
- iv. The board of directors of the Company be hereby authorised to amend the articles of association of the Company as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph (1) of this resolution.”

By order of the board of directors of
Beijing Digital Telecom Co., Ltd.
Liu Donghai
Chairman

Beijing, the PRC
23 April 2018

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Holders of the Company's H shares ("**H Shares**") and domestic shares ("**Domestic Shares**") whose names appear on the register of members of the Company on Thursday, 7 June 2018 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Tuesday, 8 May 2018 to Thursday, 7 June 2018 (both days inclusive), during which time no transfer of H Shares will be effected. In order to be eligible to attend and vote at the AGM, any holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 7 May 2018.
2. Shareholders who intend to attend the AGM in person or by proxy should complete and sign the reply slip accompanying the notice of the AGM and return it to the Company's H Share registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, applicable for the holders of H Shares on or before Friday, 18 May 2018, or to the address of the company secretary of the Company (the "**Company Secretary**"), applicable for the holders of Domestic Shares on or before Friday, 18 May 2018 by hand, by post or by fax. Completion and return of the reply slip do not affect the right of a shareholder to attend the AGM. However, the failure to return the reply slip may result in adjournment of the AGM, if the number of shares carrying right to vote represented by the shareholders proposing to attend the AGM by reply slip does not reach more than half of total number of shares of the Company carrying right to vote at the AGM.
3. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the meeting on his behalf. A proxy needs not be a shareholder of the Company. Each shareholder who wishes to appoint proxy should first review the annual report of the Company for the year 2017 and the circular, which were despatched to shareholders on 23 April 2018.
4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar for holders of H Shares, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; or at the address of the Company Secretary for holders of Domestic Shares not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Wednesday, 6 June 2018) or any adjournment thereof (as the case may be). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar or the address of the company secretary (as may be applicable).
5. Shareholders or their proxies are required to produce their identification documents when attending the AGM.
6. Miscellaneous
 - i. It is expected that the AGM will last for half a day. All attending shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
 - ii. The address of the company secretary:

Company Secretary

4/F, C Yi'an Business Building
18 Building Yi'an Jiayuan
Beiwa West
Haidian District
Beijing
PRC

Tel: (010) 5846 6834
Fax: (010) 6873 3816

Contact Person: Ms. Li Dongmei

NOTICE OF ANNUAL GENERAL MEETING

iii. The address of the Company's H Share registrar:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (For lodging share transfers)

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (For deposit of reply slip or proxy form)

Tel: (852) 2862 8555

Fax: (852) 2865 0990