



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 People's Republic of China with limited liability)

Code of Nomination Procedures for Director Candidates

Article I To further clarify the nomination procedures for director candidates of Beijing Digital Telecom Co., Ltd. (hereinafter referred to as the “Company”), this Code is hereby formulated according to the provisions of the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and other applicable laws, regulations, regulatory documents, and the Articles of Association of the Company (the “Articles of Association”) as well as the actual conditions of the Company.

Article II Nomination procedures for director candidates

Directors shall be elected at the Shareholders’ Meeting, with a term of office of three years. Upon expiry of the term of office, Directors are eligible for re-election. Directors shall be elected at the Shareholders’ Meeting among candidates nominated by the Board of Directors or by shareholder(s) holding 3% or more of the shares of the Company in issue. A written notice of the intention of nomination of a Director candidate and of his willingness to be elected shall be sent to the Company seven days prior to the date of the Shareholders’ Meeting. The minimum length of period for giving written notice of the intention to nominate a person for election as a Director and of his willingness to be elected shall be no less than seven days, which shall commence on the date following the date of the notice of the Shareholders’ Meeting. The Company shall publish an announcement or issue a supplementary circular in accordance with the requirements of the Listing Rules of the Hong Kong Stock Exchange upon receipt of a notice from a shareholder to propose a person for election as a Director at the Shareholders’ Meeting where such notice is received by the Company after publication of the notice of the Shareholders’ Meeting. The announcement or supplementary circular so published shall include the particulars of such person proposed to be elected as a Director.

The Chairman and the Vice Chairman shall be elected and removed by the majority of Directors. The Chairman and the Vice Chairman shall hold office for a period of three years and are eligible for re-election.

A Director does not need to hold any shares in the Company.

Subject to laws and administrative regulations, shareholders may remove by ordinary resolution at a Shareholders’ Meeting any Director whose term of office has not expired, without prejudice to any claims as may be brought in accordance with any agreement.