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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 2016
REPORT OF THE BOARD FOR THE YEAR 2016
REPORT OF THE BOARD OF
SUPERVISORS FOR THE YEAR 2016
ANNUAL FINANCIAL REPORT FOR THE YEAR 2016
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2017
PROPOSED APPOINTMENT OF THE MEMBERS OF
THE THIRD SESSION OF THE BOARD OF DIRECTORS
PROPOSED APPOINTMENT OF THE MEMBERS OF
THE THIRD SESSION OF THE BOARD OF SUPERVISORS
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 Tuesday, 6 June 2017, at 2:00 p.m. is set out on pages 15 to 19 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 Monday, 5 June 2017) 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 Wednesday, 17 May 2017.

21 April 2017

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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 2016 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 Tuesday, 6 June 2017, 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”	12 April 2017, 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
Ms. Liu Hua

Registered Office:

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

Non-executive Director:

Mr. Qi Xiangdong

Principal Place of Business in Hong Kong:

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

Independent non-executive Directors:

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

21 April 2017

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2016
REPORT OF THE BOARD FOR THE YEAR 2016
REPORT OF THE BOARD OF
SUPERVISORS FOR THE YEAR 2016
ANNUAL FINANCIAL REPORT FOR THE YEAR 2016
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2017
PROPOSED APPOINTMENT OF THE MEMBERS OF
THE THIRD SESSION OF THE BOARD OF DIRECTORS
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THE THIRD SESSION OF THE BOARD OF SUPERVISORS
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 15 to 19 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 2016; (ii) consider and approve the report of the Board for the year 2016; (iii) consider and approve the report of the Board of Supervisors for the year 2016; (iv) consider and approve the annual financial report of the Company for the year 2016; (v) consider and approve the re-appointment of the external auditor for the year 2017; (vi) proposed appointment of the members of the third session of the Board of Directors; (vii) proposed appointment of the members of the third session of the Board of Supervisors. Special resolutions will be proposed to (*inter alia*) (viii) 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 and additional H shares not exceeding 20% of the H shares in issue.

(i) ANNUAL REPORT FOR THE YEAR 2016

An ordinary resolution will be proposed at the AGM to approve the 2016 annual report of the Company. Please refer to the 2016 annual report of the Company which is despatched on the even date of this circular.

(ii) REPORT OF THE BOARD FOR THE YEAR 2016

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year 2016. The full text of the report of the Board for the year 2016 is set out in the 2016 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 2016

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for the year 2016. The full text of the report of the Board of Supervisors for the year 2016 is set out in the 2016 annual report of the Company which is despatched on the even date of this circular.

(iv) ANNUAL FINANCIAL REPORT FOR THE YEAR 2016

An ordinary resolution will be proposed at the AGM to approve the audited financial statements of the Company for the year 2016. The full text of the audited financial statements of the Company for the year 2016 is set out in the 2016 annual report of the Company which is despatched on the even date of this circular.

(v) RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2017

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 2017 and the authorization to the Board to determine the auditor's remunerations.

LETTER FROM THE BOARD OF DIRECTORS

(vi) PROPOSED APPOINTMENT OF THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Reference is made to the announcement dated 30 March 2017 issued by the Company in relation to, among others, the resolution on the proposed appointment by the Board of the members of the third session of the Board of Directors which is presented at the AGM for consideration.

As the terms of office of the second session of the Board 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 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 in Appendix I.

LETTER FROM THE BOARD OF DIRECTORS

(vii) PROPOSED APPOINTMENT OF THE MEMBERS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS

Reference is made to the announcement dated 30 March 2017 issued by the Company in relation to, among others, the resolution on the proposed appointment by the Board of the members of the third session of the Board of Supervisors which is presented at the AGM for consideration.

As 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 in Appendix II.

(viii) 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, 12 April 2017, 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.

2016 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 Tuesday, 6 June 2017 at 2:00 p.m. is set out on pages 15 to 19 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 Sunday, 7 May 2017 to Tuesday, 6 June 2017 (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 Tuesday, 6 June 2017 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 Friday, 5 May 2017.

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 Monday, 5 June 2017) 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 Wednesday, 17 May 2017.

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 (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

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 Latest Practicable Date, 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 Latest Practicable Date, 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 Latest Practicable Date, 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 42, 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 Latest Practicable Date, 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 Latest Practicable Date, Ms. Liu Hua 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 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".

Ms. Liu Wenli, Mr. Liu Donghai, Mr. Liu Songshan, Ms. Liu Wencui and Ms. Liu Hua are siblings and they are also siblings of Ms. Liu Yongmei who is a controlling shareholder.

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 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 Hong Kong 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 Latest Practicable

Date, 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 Hong Kong 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 Qinhuangdao 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 Latest Practicable Date, 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 Hong Kong Stock Exchange and the Shareholders.

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) since 2007 and up to this date. 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. Since 2003 and up to this date, 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 executive 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 Latest Practicable Date, 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 Hong Kong Stock Exchange and the Shareholders.

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 2016

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2016 (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 Tuesday, 6 June 2017 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 2016;
- (2) to consider and approve the report of the board of directors of the Company for the year 2016;
- (3) to consider and approve the report of the board of supervisors of the Company for the year 2016;
- (4) to consider and approve the annual financial report of the Company for the year 2016;
- (5) to consider and approve the re-appointment of Ernst & Young as the Company’s external auditor for the year 2017;
- (6) to consider and approve the proposed appointment of the members of the third session of the Board of Directors;
- (7) to consider and approve the proposed appointment of the members of the third session of the Board of Supervisors;

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 during the Relevant Period (as defined below) to separately or concurrently allot, issue and deal with additional domestic shares and

NOTICE OF ANNUAL GENERAL MEETING

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
- 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

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“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

Hong Kong
21 April 2017

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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 Tuesday, 6 June 2017 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Sunday, 7 May 2017 to Tuesday, 6 June 2017 (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 Friday, 5 May 2017.
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 Wednesday, 17 May 2017, or to the address of the company secretary of the Company (the "**Company Secretary**"), applicable for the holders of Domestic Shares on or before Wednesday, 17 May 2017 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 2016 and the circular, which were despatched to shareholders on 21 April 2017.
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 Monday, 5 June 2017) 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

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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