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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)

**CONFORMITY TO THE CONDITIONS FOR NON-PUBLIC ISSUANCE
OF CORPORATE BONDS**

**PLAN FOR NON-PUBLIC ISSUANCE OF CORPORATE BONDS
AUTHORIZATION TO THE BOARD AND ITS AUTHORIZED
PERSONS, IN THEIR ABSOLUTE DISCRETION, TO DEAL WITH
RELEVANT MATTERS IN RELATION TO THE NON-PUBLIC
ISSUANCE OF CORPORATE BONDS**

**CONFORMITY TO THE CONDITIONS FOR PUBLIC ISSUANCE
OF CORPORATE BONDS**

**PLAN FOR PUBLIC ISSUANCE OF CORPORATE BONDS
AUTHORIZATION TO THE BOARD AND ITS AUTHORIZED
PERSONS, IN THEIR ABSOLUTE DISCRETION, TO DEAL WITH
RELEVANT MATTERS IN RELATION TO THE PUBLIC ISSUANCE
OF CORPORATE BONDS**

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2019

A notice of the EGM to be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Monday, 18 March 2019, at 2:00 p.m. is set out on pages 13 to 15 of this circular and has despatched on 31 January 2019.

A reply slip and a form of proxy for use at the EGM are published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) and have despatched on 31 January 2019. If you intend to appoint a proxy to attend the EGM, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:00 p.m. on Sunday, 17 March 2019) 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 EGM. Shareholders who intend to attend the EGM in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Tuesday, 26 February 2019.

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DEFINITIONS

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

“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
“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
“EGM”	the first extraordinary general meeting for the year 2019 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 Monday, 18 March 2019, at 2:00 p.m. and any adjournment thereof (as the case may be)
“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
“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)

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. Xin Xin

Independent non-executive Directors:

Mr. Lv Tingjie
Mr. Bian Yongzhuang
Mr. Zhang Senquan

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:

Unit 07, 21/F, West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

4 February 2019

To the Shareholders

Dear Sir or Madam,

**CONFORMITY TO THE CONDITIONS FOR NON-PUBLIC ISSUANCE
OF CORPORATE BONDS**

**PLAN FOR NON-PUBLIC ISSUANCE OF CORPORATE BONDS
AUTHORIZATION TO THE BOARD AND ITS AUTHORIZED
PERSONS, IN THEIR ABSOLUTE DISCRETION, TO DEAL WITH
RELEVANT MATTERS IN RELATION TO THE NON-PUBLIC
ISSUANCE OF CORPORATE BONDS**

**CONFORMITY TO THE CONDITIONS FOR PUBLIC ISSUANCE
OF CORPORATE BONDS**

**PLAN FOR PUBLIC ISSUANCE OF CORPORATE BONDS
AUTHORIZATION TO THE BOARD AND ITS AUTHORIZED
PERSONS, IN THEIR ABSOLUTE DISCRETION, TO DEAL WITH
RELEVANT MATTERS IN RELATION TO THE PUBLIC ISSUANCE
OF CORPORATE BONDS**

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2019

LETTER FROM THE BOARD OF DIRECTORS

INTRODUCTION

The purpose of this circular is to give you a notice of the EGM, which is set out on pages 13 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 EGM as described below.

At the EGM, special resolutions will be proposed to (*inter alia*) (i) consider and approve the resolution on conformity to the conditions for non-public issuance of corporate bonds of the Company; (ii) consider and approve the resolution on the plan for non-public issuance of corporate bonds of the Company; (iii) consider and approve the resolution on authorization to the Board and its authorized persons to deal with, in their absolute discretion, relevant matters in relation to the non-public issuance of corporate bonds; (iv) consider and approve the resolution on conformity to the conditions for public issuance of corporate bonds of the Company; (v) consider and approve the resolution on the plan for public issuance of corporate bonds of the Company; and (vi) consider and approve the resolution on authorization to the Board and its authorized persons to deal with, in their absolute discretion, relevant matters in relation to the public issuance of corporate bonds.

(i) CONFORMITY TO THE CONDITIONS FOR NON-PUBLIC ISSUANCE OF CORPORATE BONDS

In accordance with the Company Law of the PRC, the Securities Law of the PRC, the Measures on Issue and Transactions of Corporate Bonds, the Company has conducted self-examination and concluded that the Company is in conformity to the conditions and requirements for the non-public issuance of corporate bonds in the PRC.

A special resolution will be proposed at the EGM to approve the above conformity of the Company to the conditions for the non-public issuance of corporate bonds.

(ii) PLAN FOR NON-PUBLIC ISSUANCE OF CORPORATE BONDS

In order to broaden financing channels of the Company, adjust and optimize the financial structure of the Company, lower the cost of funds, and by taking into consideration of the prevailing bond market conditions and the Company's funding need, the Board has proposed to the non-public issuance of corporate bonds in the PRC with an aggregate principal amount of not more than RMB500 million (inclusive of RMB500 million) to the qualified investors in the PRC (the "**Non-public Issuance of Corporate Bonds**").

LETTER FROM THE BOARD OF DIRECTORS

A special resolution will be proposed at the EGM to approve the proposed arrangements for the Non-public Issuance of Corporate Bonds as follows:

Issue size:	Not more than RMB500 million (inclusive of RMB500 million), with the specific issue size to be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the funding need of the Company and the market conditions at the time of issuance
Par value:	RMB100
Issue price:	Issue at par value
Target subscribers:	Qualified investors in compliance with the “Administrative Measures for the Issuance and Trading of Corporate Bonds” only, excluding any pre-emptive placing to the existing Shareholders
Maturity and type:	Not more than 5 years (inclusive of 5 years), which may be single maturity type or mixed maturity types, with the specific maturity structure and the issue size for each maturity type to be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the funding need of the Company and the market conditions at the time of issuance
Interest rate:	Fixed rate, with the final interest rate to be determined after negotiation between the Board and its authorized persons and the lead underwriter in accordance with the market conditions at the time of issuance under the authorization by the Shareholders at the EGM
Issue method:	By non-public issuance, which may be issued in one tranche or more tranches, with the final issue method to be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the funding need of the Company and the market conditions at the time of issuance

LETTER FROM THE BOARD OF DIRECTORS

Use of proceeds:	All proceeds will be used to replenish the working capital of the Company, adjust the Company's debt structure and other usages permitted by relevant laws, regulations and regulatory documents, the specific usages and the proportion of the amount shall be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the specific conditions of the Company
Underwriting method:	By standby commitment by the lead underwriter
Listing arrangements:	Application will be made to the Shanghai Stock Exchange for listing of and dealing in the corporate bonds upon the completion of the Non-public Issuance of Corporate Bonds
Guarantee arrangements:	Shall be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM (including but not limited to whether to provide guarantee, guarantor, guarantee method and consideration, etc.)
Redemption clause or repurchase clause:	Shall be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM (including whether to set up redemption clause or repurchase clause and the specific contents of relevant clauses)
Measures to secure repayment:	In the event of expected failure to repay the principal and interests of the corporate bonds as scheduled, or failure to repay the principal and interests as they become due, the Board and its authorized persons under the authorization by the Shareholders at the EGM will implement the following measures as a minimum: (1) no distribution of profit to the Shareholders; (2) suspension of the implementation of projects relating to capital expenditure, such as material external investments, mergers and acquisitions; (3) reduction or suspension of payment of salary and bonus of the Directors and senior management of the Company according to the laws; and (4) no re-designation of the key responsible persons of the Company in relation to the corporate bonds
Term of validity of the resolution:	24 months from the date of approval by the Shareholders at the EGM

LETTER FROM THE BOARD OF DIRECTORS

(iii) AUTHORIZATION TO THE BOARD AND ITS AUTHORIZED PERSONS TO DEAL WITH, IN THEIR ABSOLUTE DISCRETION, RELEVANT MATTERS IN RELATION TO THE NON-PUBLIC ISSUANCE OF CORPORATE BONDS

A special resolution will be proposed at the EGM to approve the authorization to the Board and its authorized persons to deal with, in their absolute discretion, relevant matters in relation to the Non-public Issuance of Corporate Bonds, including but not limited to the followings:

- 1) to formulate specific issuance plans of the Non-public Issuance of Corporate Bonds as permitted by the laws and regulations and based on the specific situation of the Company and the market, to revise and adjust the issue terms of the Non-public Issuance of Corporate Bonds and all matters related to the terms of the Non-public Issuance of Corporate Bonds, including but not limited to the specific issue size, the interest rate of the bonds or its determination method, timing of issue, whether to issue in tranches and the number of tranches, whether to involve redemption clause or repurchase clause, matters related to guarantee (including but not limited to whether to provide guarantee, guarantor, guarantee method and consideration, etc.), periods and method for repayment of principal and interest accrued thereon, specific use of the proceeds, listing location and measures to secure repayment;
- 2) to decide and appoint intermediaries for the Non-public Issuance of Corporate Bonds;
- 3) to handle the application matters for the Non-public Issuance of Corporate Bonds; and to handle the listing matters for the corporate bonds after completion of the Non-public Issuance of Corporate Bonds, specifically including but not limited to authorize, execute, implement, modify, complete all the necessary documents, contracts, agreements and deeds relating to the Non-public Issuance of Corporate Bonds and listing (including but not limited to various announcements relating to prospectus, underwriting agreement, bond management entrustment agreement, listing agreement, rules of procedures for bondholder meeting and other legal documents), and to disclose relevant information according to the laws and regulations and other regulatory regulations;
- 4) to select bond entrusted manager to execute the bond management entrustment agreement and to formulate the rules of procedure for bondholder meeting;

LETTER FROM THE BOARD OF DIRECTORS

- 5) upon occurrence of changes in the laws and regulations of the PRC or policies related to the Non-public Issuance of Corporate Bonds by relevant regulatory authorities or changes in the market conditions, to make appropriate adjustments to the specific plans and other related matters of the Non-public Issuance of Corporate Bonds based on the comments from relevant regulatory authorities, or to determine, based on the actual conditions, whether to proceed with the Non-public Issuance of Corporate Bonds, except for matters relating to the relevant laws and regulations and the Articles of Association which shall be subject to the approval of the Shareholders at the EGM; and
- 6) to decide and handle all other matters related to the Non-public Issuance of Corporate Bonds.

The above authorization will remain effective from the date of approval by the Shareholders at the EGM until the date of completion of all matters in connection with the Non-public Issuance of Corporate Bonds under such authorization.

In addition, the Board has also proposed the approval of the authorization to the chairman of the Board as the authorized person for the Non-public Issuance of Corporate Bonds, with effect from the date of the approval of the Shareholders at the EGM in respect of the non-public issuance of corporate bonds plan, and enable the authorized person of the Board to exercise the above authorization.

(iv) CONFORMITY TO THE CONDITIONS FOR PUBLIC ISSUANCE OF CORPORATE BONDS

In accordance with the Company Law of the PRC, the Securities Law of the PRC, the Measures on Issue and Transactions of Corporate Bonds, the Company has conducted self-examination and concluded that the Company is in conformity to the conditions and requirements for the public issuance of corporate bonds in the PRC.

A special resolution will be proposed at the EGM to approve the above conformity of the Company to the conditions for the public issuance of corporate bonds.

LETTER FROM THE BOARD OF DIRECTORS

(v) PLAN FOR PUBLIC ISSUANCE OF CORPORATE BONDS

In order to broaden financing channels of the Company, adjust and optimize the financial structure of the Company, lower the cost of funds, and by taking into consideration of the prevailing bond market conditions and the Company's funding need, the Board has proposed to the public issuance of corporate bonds in the PRC with an aggregate principal amount of not more than RMB500 million (inclusive of RMB500 million) to the qualified investors in the PRC (the "**Public Issuance of Corporate Bonds**").

A special resolution will be proposed at the EGM to approve the proposed arrangements for the public issuance of corporate bonds as follows:

Issue size:	Not more than RMB500 million (inclusive of RMB500 million), with the specific issue size to be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the funding need of the Company and the market conditions at the time of issuance
Par value:	RMB100
Issue price:	Issue at par value
Target subscribers:	Qualified investors in compliance with the "Administrative Measures for the Issuance and Trading of Corporate Bonds" only, excluding any pre-emptive placing to the existing Shareholders
Maturity and type:	Not more than 5 years (inclusive of 5 years), which may be single maturity type or mixed maturity types, with the specific maturity structure and the issue size for each maturity type to be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the funding need of the Company and the market conditions at the time of issuance
Interest rate:	Fixed rate, with the final interest rate to be determined after negotiation between the Board and its authorized persons and the lead underwriter in accordance with the market conditions at the time of issuance under the authorization by the Shareholders at the EGM

LETTER FROM THE BOARD OF DIRECTORS

Issue method:	By public issuance to qualified investors, which may be issued in one tranche or more tranches after receiving the approval from the China Securities Regulatory Commission, with the final issue method to be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the funding need of the Company and the market conditions at the time of issuance
Use of proceeds:	All proceeds, after deducting the issue expenses, will be used to replenish the working capital of the Company, adjust the Company's debt structure and other usages permitted by relevant laws, regulations and regulatory documents, the specific usages and the proportion of the amount shall be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM in accordance with the specific conditions of the Company
Underwriting method:	By standby commitment by the lead underwriter
Listing arrangements:	Application will be made to the Shanghai Stock Exchange for listing of and dealing in the corporate bonds upon the completion of the Public Issuance of Corporate Bonds
Guarantee arrangements:	Shall be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM (including but not limited to whether to provide guarantee, guarantor, guarantee method and consideration, etc.)
Redemption clause or repurchase clause:	Shall be determined by the Board and its authorized persons under the authorization by the Shareholders at the EGM (including whether to set up redemption clause or repurchase clause and the specific contents of relevant clauses)

LETTER FROM THE BOARD OF DIRECTORS

Measures to secure repayment:	In the event of expected failure to repay the principal and interests of the corporate bonds as scheduled, or failure to repay the principal and interests as they become due, the Board and its authorized persons under the authorization by the Shareholders at the EGM will implement the following measures as a minimum: (1) no distribution of profit to the Shareholders; (2) suspension of the implementation of projects relating to capital expenditure, such as material external investments, mergers and acquisitions; (3) reduction or suspension of payment of salary and bonus of the Directors and senior management of the Company according to the laws; and (4) no re-designation of the key responsible persons of the Company in relation to the corporate bonds
Term of validity of the resolution:	24 months from the date of approval by the Shareholders at the EGM

(vi) AUTHORIZATION TO THE BOARD AND ITS AUTHORIZED PERSONS TO DEAL WITH, IN THEIR ABSOLUTE DISCRETION, RELEVANT MATTERS IN RELATION TO THE PUBLIC ISSUANCE OF CORPORATE BONDS

A special resolution will be proposed at the EGM to approve the authorization to the Board and its authorized persons to deal with, in their absolute discretion, relevant matters in relation to the Public Issuance of Corporate Bonds, including but not limited to the followings:

- 1) to formulate specific issuance plans of the Public Issuance of Corporate Bonds as permitted by the laws and regulations and based on the specific situation of the Company and the market, to revise and adjust the issue terms of the Public Issuance of Corporate Bonds and all matters related to the terms of the Public Issuance of Corporate Bonds, including but not limited to the specific issue size, the interest rate of the bonds or its determination method, timing of issue, whether to issue in tranches and the number of tranches, whether to involve redemption clause or repurchase clause, matters related to guarantee (including but not limited to whether to provide guarantee, guarantor, guarantee method and consideration, etc.), periods and method for repayment of principal and interest accrued thereon, specific use of the proceeds, listing location and measures to secure repayment;
- 2) to decide and appoint intermediaries for the Public Issuance of Corporate Bonds;

LETTER FROM THE BOARD OF DIRECTORS

- 3) to handle the application matters for the Public Issuance of Corporate Bonds; and to handle the listing matters for the corporate bonds after completion of the Public Issuance of Corporate Bonds, specifically including but not limited to authorize, execute, implement, modify, complete all the necessary documents, contracts, agreements and deeds relating to the Public Issuance of Corporate Bonds and listing (including but not limited to various announcements relating to prospectus, underwriting agreement, bond management entrustment agreement, listing agreement, rules of procedures for bondholder meeting and other legal documents), and to disclose relevant information according to the laws and regulations and other regulatory regulations;
- 4) to select bond entrusted manager to execute the bond management entrustment agreement and to formulate the rules of procedure for bondholder meeting;
- 5) upon occurrence of changes in the laws and regulations of the PRC or policies related to the Public Issuance of Corporate Bonds by relevant regulatory authorities or changes in the market conditions, to make appropriate adjustments to the specific plans and other related matters of the Public Issuance of Corporate Bonds based on the comments from relevant regulatory authorities, or to determine, based on the actual conditions, whether to proceed with the Public Issuance of Corporate Bonds, except for matters relating to the relevant laws and regulations and the Articles of Association which shall be subject to the approval of the Shareholders at the EGM; and
- 6) to decide and handle all other matters related to the Public Issuance of Corporate Bonds.

The above authorization will remain effective from the date of approval by the Shareholders at the EGM until the date of completion of all matters in connection with the Public Issuance of Corporate Bonds under such authorization.

In addition, the Board has also proposed the approval of the authorization to the chairman of the Board as the authorized person for the Public Issuance of Corporate Bonds, with effect from the date of the approval of the Shareholders at the EGM in respect of the public issuance of corporate bonds plan, and enable the authorized person of the Board to exercise the above authorization.

LETTER FROM THE BOARD OF DIRECTORS

FIRST EXTRAORDINARY GENERAL MEETING IN 2019

A notice of the EGM to be held at 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC on Monday, 18 March 2019, at 2:00 p.m. is set out on pages 13 to 15 of this circular.

In order to determine the Shareholders who are entitled to attend the EGM, the Company's register of H Shareholders will be closed from Saturday, 16 February 2019 to Monday, 18 March 2019 (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 Monday, 18 March 2019 are entitled to attend the EGM. In order to determine the entitlement to attend the EGM, all transfer forms and share certificates must be lodged with the Company's H 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, 15 February 2019.

A reply slip and a form of proxy for use at the EGM are published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) and have despatched on 31 January 2019. If you intend to appoint a proxy to attend the EGM, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:00 p.m. on Sunday, 17 March 2019) 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 EGM. Shareholders who intend to attend the EGM in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Tuesday, 26 February 2019.

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 EGM 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 EGM in the manner prescribed under the Listing Rules.

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 EGM as set out in the notice of the EGM.

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



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 THE FIRST EXTRAORDINARY GENERAL MEETING
IN 2019**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2019 (the “EGM”) 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 Monday, 18 March 2019 at 2:00 p.m. to consider and, if thought fit, to pass the following resolutions:

SPECIAL RESOLUTIONS

- (1) To consider and approve the resolution on conformity to the conditions for non-public issuance of corporate bonds of the Company;
- (2) To consider and approve the resolution on the plan for non-public issuance of corporate bonds of the Company;
- (3) To consider and approve the resolution on authorisation to the board of directors and its authorized persons to deal with, in their absolute discretion, relevant matters in relation to the non-public issuance of corporate bonds;
- (4) To consider and approve the resolution on conformity to the conditions for public issuance of corporate bonds of the Company;
- (5) To consider and approve the resolution on the plan for public issuance of corporate bonds of the Company; and

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2019

- (6) To consider and approve the resolution on authorisation to the board of directors and its authorized persons to deal with, in their absolute discretion, relevant matters in relation to the public issuance of corporate bonds.

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

Beijing, the PRC
31 January 2019

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 Monday, 18 March 2019 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Saturday, 16 February 2019 to Monday, 18 March 2019 (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 EGM, 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, 15 February 2019.
2. Shareholders who intend to attend the EGM in person or by proxy should complete and sign the reply slip accompanying the notice of the EGM 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 Tuesday, 26 February 2019, or to the address of the company secretary of the Company (the "**Company Secretary**"), applicable for the holders of Domestic Shares on or before Tuesday, 26 February 2019 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 EGM. However, the failure to return the reply slip may result in adjournment of the EGM, if the number of shares carrying right to vote represented by the shareholders proposing to attend the EGM by reply slip does not reach more than half of total number of shares of the Company carrying right to vote at the EGM.
3. Any shareholder of the Company entitled to attend and vote at the EGM 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 circular in respect to the first extraordinary general meeting in 2019 of the Company, which will be despatched to shareholders.
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 EGM (i.e. before 2:00 p.m. on Sunday, 17 March 2019) 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 EGM.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2019

6. Miscellaneous

i. It is expected that the EGM 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) 6873 3818

Fax: (010) 6873 3816

Contact Person: Ms. Li Dongmei

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

As at the date of this notice, the executive directors of the Company are Mr. LIU Donghai, Mr. LIU Yajun, Mr. LIU Songshan and Ms. LIU Wencui; the non-executive directors of the Company are Mr. QI Xiangdong and Ms. XIN Xin; and the independent non-executive directors of the Company are Mr. LV Tingjie, Mr. BIAN Yongzhuang and Mr. ZHANG Senquan.