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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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2014

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2014 (the “AGM”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) will be held at 3/F, Beijing Xinxing Hotel, 17 West Third Ring Middle Road, Haidian District, Beijing, the PRC on Tuesday, 2 June 2015 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 2014;
- (2) to consider and approve the report of the board of directors of the Company for the year 2014;
- (3) to consider and approve the report of the supervisory committee of the Company for the year 2014;
- (4) to consider and approve the audited financial statements of the Company for the year 2014;
- (5) to consider and approve the appointment of Mr. Qi Xiangdong as non-executive director of the Company;
- (6) to consider and approve the appointment of Mr. Bian Yongzhuang as independent non-executive director of the Company;
- (7) to consider and approve the authorization to the board of directors of the Company to determine the remunerations of Mr. Qi Xiangdong and Mr. Bian Yongzhuang;
- (8) to consider and approve the policy of remunerations of directors, supervisors and senior management of the Company;
- (9) to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the financial year of 2015;

AS SPECIAL RESOLUTIONS

- (10) to consider and approve the amendment to article 102 of the articles of association of the Company;
- (11) to consider and approve the Company's conformity to the conditions of the public offering of corporate bonds in the PRC;
- (12) to consider and approve the Company's plan for the issue of corporate bonds;
- (13) to consider and approve the authorization to the board of directors of the Company for the issue of corporate bonds;
- (14) to consider and approve the authorization to the board of directors of the Company for the measures to be taken in response to the Company's failure to repay the principal and interest of the corporate bonds; and
- (15) **“That:**
 - (1) 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 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:
 - I. 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;
 - II. 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

III. 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.

(2) 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:

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

(3) 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

- (4) 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
17 April 2015

As at the date of this notice, the executive directors of the Company are Mr. LIU Donghai, Mr. LIU Yajun, Mr. LIU Songshan, Ms. LIU Wencui and Ms. LIU Hua; the non-executive director is Mr. WANG Lin; and the independent non-executive directors are Mr. LV Tingjie, Mr. LENG Rongquan and Mr. Vincent Man Choi, LI.

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, 2 June 2015 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Friday, 1 May 2015 to Tuesday, 2 June 2015 (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 Thursday, 30 April 2015.
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, 13 May 2015, 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, 13 May 2015 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 2014 and the circular, which were despatched to shareholders on 17 April 2015.

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 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. Dongmei Li
 - 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