



**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)

**PROXY FORM**

**For the 2014 Annual General Meeting to be held on Tuesday, 2 June 2015  
 and at any adjournment thereof**

I/ We <sup>(Note 1)</sup> \_\_\_\_\_  
 of <sup>(Note 2)</sup> \_\_\_\_\_  
 being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_  
 domestic shares/H shares of RMB1.00 each of Beijing Digital Telecom Co., Ltd. (the "Company"), hereby appoint the Chairman  
 of the meeting <sup>(Notes 4)</sup> or \_\_\_\_\_ of  
 \_\_\_\_\_ and/or \_\_\_\_\_ of  
 \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2014 annual general meeting of the Company to 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. and at any adjournment thereof and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Company.

I/ We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
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 remuneration 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.			

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
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.			
15	To consider and approve the grant to the board of directors an unconditional and general mandate during the Relevant Period 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; and to authorise the board of directors of the Company to amend the articles of association of the Company in respect of the above as they deem necessary.			

Signature <sup>(Note 7)</sup> \_\_\_\_\_

Dated \_\_\_\_\_ 2015

Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates and delete the non-applicable category of shares (domestic shares or H shares). If no number is inserted, this proxy form will be deemed to relate to all shares in the Company registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name and address of the proxy (or proxies) desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN"**. Abstain vote or waiver to vote shall be regarded as voting rights for the purpose of calculating the result of that resolution. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any resolution properly put to the meeting other than those referred to in the Notice of Annual General Meeting.
- This proxy form must be signed and dated by the shareholder or his /her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorized to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the meeting, either in person or by proxy.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at, for holders of domestic shares, the Company Secretary at on 4/F, C Yi'an Business Building, 18 Building Yi'an Jiayuan, Beiwa West, Haidian District, Beijing, the PRC and for holders of H shares, at the office of the H Share registrar of the Company, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting in person at the meeting.
- The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.