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If you are in any doubt as to any aspect of this supplementary circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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 supplementary 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)

**AUTHORISATION OF THE BOARD TO
FIX THE DIRECTORS' FEES
AUTHORISATION OF THE BOARD OF
SUPERVISORS TO FIX THE SUPERVISORS' FEES
AND
REVISED NOTICE OF AGM**

This supplementary circular should be read in conjunction with the original circular of the Company dated 21 April 2017 dispatched to the Shareholders.

A revised 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 7 to 12 of this supplementary circular.

A revised form of proxy for use at the AGM is 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 revised 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, signing and return of the revised 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 for the 2016 AGM dispatched on 21 April 2017 in accordance with the instructions printed on such reply slip on or before Wednesday, 17 May 2017.

19 May 2017

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	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;
“Digital Science & Technology”	Digital Science and Technology Group Limited;
“Director(s)”	the director(s) of the Company;
“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”	17 May 2017, being the latest practicable date prior to the printing of this supplementary circular for ascertaining certain information referred to in this supplementary circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this supplementary 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



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

19 May 2017

To the Shareholders

Dear Sir or Madam,

**AUTHORISATION OF THE BOARD TO
FIX THE DIRECTORS' FEES
AUTHORISATION OF THE BOARD OF
SUPERVISORS TO FIX THE SUPERVISORS' FEES
AND
REVISED NOTICE OF AGM**

INTRODUCTION

Reference is made to the original circular of the Company dispatched to its Shareholders on 21 April 2017 (the "**Original Circular**").

The purpose of this supplementary circular is to give you the revised notice of the AGM and to provide you with information reasonably required for your voting in favour of or against certain supplementary resolutions to be proposed at the AGM as described herein below.

LETTER FROM THE BOARD

At the AGM, supplementary ordinary resolutions will be proposed to, *among others* (i) authorise the Board to fix the Directors' fees; (ii) authorise the Board of Supervisors to fix the Supervisors' fees.

(i) Authorisation of the Board to Fix the Directors' Fees

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, a Shareholder holding 31.71% Shares of the Company, recommended the Company to authorise the Board for fixing the Directors' fees with effect from the date of the approval by Shareholders at the AGM.

In accordance with provisions of the Company Law of the People's Republic of China and the Articles of Association, Digital Science & Technology hereby requests the AGM to authorise the Board to fix the fees for the Directors of the third session of the Board by reference to the Company's Rules for Remuneration Management, as well as remuneration rates for directors prevailing among peer companies.

(ii) Authorisation of the Board of Supervisors to Fix the Supervisors' Fees

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, a Shareholder holding 31.71% Shares of the Company, recommended the Company to authorise the Board of Supervisors for fixing the Supervisors' fees with effect from the date of the approval by Shareholders at the AGM.

In accordance with provisions of the Company Law of the People's Republic of China and the Articles of Association, Digital Science & Technology hereby requests the AGM to authorise the Board of Supervisors to fix the fees for the Supervisors of the third session of the Board of Supervisors by reference to the Company's Rules for Remuneration Management, as well as remuneration rates for supervisors prevailing among peer companies.

2016 ANNUAL GENERAL MEETING

A revised 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 7 to 12 of this supplementary circular. The resolutions specified in the Original Circular and the original notice of the Annual General Meeting dispatched by the Company on 21 April 2017 remain unchanged.

As disclosed in the Original 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

LETTER FROM THE BOARD

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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 5 May 2017.

A revised form of proxy for use at the AGM is 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 revised 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, signing and return of the revised 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 of the 2016 AGM dispatched on 21 April 2017 in accordance with the instructions printed on such reply slip on or before Wednesday, 17 May 2017.

The revised proxy form is intended to be used for the resolutions specified in the revised notice of Annual General Meeting.

If a Shareholder has already returned the proxy form which was dispatched by the Company to its shareholders on 21 April 2017 (the "**Original Proxy Form**"), he/she should note that:

- a) If no revised proxy form is returned by the Shareholder, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/ her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional proposed resolutions as set out in the supplementary circular and the revised notice of the Annual General Meeting.
- b) If the revised proxy form is returned by the Shareholder at or before 2:00p.m. on Monday, 5 June 2017, the revised proxy form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
- c) If the revised proxy form is returned by the Shareholder after the closing time as set out in the revised notice of the Annual General Meeting, the revised proxy form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting (including the additional proposed resolutions as set out in the supplementary circular and the revised notice of the Annual General Meeting).

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Board believes that the proposals mentioned above and in the Original Circular 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 revised notice of the AGM.

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

REVISED 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)

REVISED NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2016

REVISED 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;
- (8) to consider and approve the authorisation of the Board to fix the Directors’ fees;
- (9) to consider and approve the authorisation of the Board of Supervisors to fix the Supervisors’ fees;

REVISED NOTICE OF ANNUAL GENERAL MEETING

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 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.

REVISED NOTICE OF ANNUAL GENERAL MEETING

- 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

“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

REVISED NOTICE OF ANNUAL GENERAL MEETING

- 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
19 May 2017

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 for the 2016 AGM dispatched on 21 April 2017 in accordance with the instructions printed thereon 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 Original Circular, which were despatched to shareholders on 21 April 2017.
4. A proxy shall be appointed by an instrument in writing (including the revised 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).

REVISED NOTICE OF ANNUAL GENERAL MEETING

5. If a shareholder has not yet returned the proxy form enclosed with the Original Circular which was dispatched by the Company to its shareholders on 21 April 2017 (the “**Original Proxy Form**”) in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Meeting on his/her behalf, he/she is required to submit the revised proxy form. In this case, the shareholder shall not submit the Original Proxy Form.
6. If a shareholder has already returned the Original Proxy Form in accordance with the instructions printed thereon, he/she should note that:
 - a) If no revised proxy form is returned by the shareholder, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional proposed resolutions as set out in the supplementary circular and this revised notice of the AGM.
 - b) If the revised proxy form is returned by the shareholder at or before 2:00 p.m. on Monday, 5 June 2017, the revised proxy form will be treated as a valid proxy form lodged by the shareholder if duly completed.
 - c) If the revised proxy form is returned by the shareholder after the closing time as set out in this revised notice of the AGM, the revised proxy form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the shareholder. The Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the additional proposed resolutions as set out in the supplementary circular and this revised notice of the AGM).
7. Completion and return of the revised proxy form shall not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof or on the poll concerned.
8. Shareholders or their proxies are required to produce their identification documents when attending the AGM.
9. 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

REVISED NOTICE OF ANNUAL GENERAL MEETING

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 revised proxy form)

Tel: (852) 2862 8555

Fax: (852) 2865 0990