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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 2021
REPORT OF THE BOARD FOR THE YEAR 2021
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021
ANNUAL FINANCIAL REPORT FOR THE YEAR 2021
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2022
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice of the AGM to be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Friday, 17 June 2022, at 3:00 p.m. is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM has been published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) on 29 April 2022. If you intend to appoint a proxy to attend the AGM, 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 AGM (i.e. before 3:00 p.m. on Thursday, 16 June 2022) or any adjournment thereof (as the case may be). Completion, signing and return of the form of proxy will not preclude you from attending and voting in person at the AGM.

26 May 2022

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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 2021 of the Company to be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Friday, 17 June 2022, at 3:00 p.m. and any adjournment thereof (as the case may be);
“Amended and Restated Articles of Association”	the amended and restated Articles of Association incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the AGM;
“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 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 and/or H Shares of the Company 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;

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	19 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“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;
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix I to this circular;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	the holder(s) of the Company’s share(s); and
“Supervisor(s)”	the supervisor(s) 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:

Ms. Xu Jili (Chairwoman)
Ms. Xu Liping
Mr. Liu Donghai

Non-executive Directors:

Mr. Xie Hui
Mr. Jia Zhaojie
Ms. Pan Anran

Independent non-executive Directors:

Mr. Lv Tingjie
Mr. Lv Pingbo
Mr. Cai Chun Fai

Registered Office:

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

Principal Place of Business in Hong Kong:

Unit D, 16/F, MG Tower
133 Hoi Bun Road
Kwun Tong
Hong Kong

26 May 2022

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2021
REPORT OF THE BOARD FOR THE YEAR 2021
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021
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PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM, which is set out on pages 14 to 18 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

At the AGM, ordinary resolutions will be proposed to (*inter alia*) (i) consider and approve the annual report of the Company for the year 2021; (ii) consider and approve the report of the Board for the year 2021; (iii) consider and approve the report of the Board of Supervisors for the year 2021; (iv) consider and approve the annual financial report of the Company for the year 2021; (v) consider and approve the profit distribution plan of the Company for the year 2021; and (vi) consider and approve the re-appointment of the external auditor for the year 2022. Special resolutions will be proposed to (vii) 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 of the Company and additional H Shares not exceeding 20% of the H Shares in issue; and (viii) consider and approve the proposed amendments to the Articles of Association.

(I) ANNUAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the 2021 annual report of the Company. Please refer to the 2021 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 25 May 2022.

(II) REPORT OF THE BOARD FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year 2021. The full text of the report of the Board for the year 2021 is set out in the 2021 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 25 May 2022.

(III) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for the year 2021. The full text of the report of the Board of Supervisors for the year 2021 is set out in the 2021 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 25 May 2022.

(IV) ANNUAL FINANCIAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the annual financial report of the Company for the year 2021. The main content of the annual financial report for the year 2021 is set out in the 2021 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 25 May 2022.

(V) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the profit distribution plan of the Company for the year 2021.

To guarantee the Company's normal production and operation, enhance its ability to resist risks, achieve a sustained, stable and healthy development and better safeguard

LETTER FROM THE BOARD

the long-term interests of all Shareholders, the Board does not propose profit distribution and capitalisation of capital reserve for the year after taking into consideration the Company's actual situation. The Company's undistributed profit is used to supplement the Company's current capital.

(VI) RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2022

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 2022 and the authorization to the Board to determine the auditor's remunerations.

(VII) 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 proposes 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.

As at the Latest Practicable Date, the Company had in issue 337,700,000 domestic shares and 394,760,400 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 a maximum of 67,540,000 domestic shares and 78,952,080 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.

(VIII) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 29 April 2022 in relation to the proposed amendments to the Articles of Association. The reasons for the Proposed Amendments are principally to (i) bring the Articles of Association in line with the relevant requirements of the applicable laws of the PRC and the Listing Rules; and (ii) make some other housekeeping changes.

The major changes brought about by the Proposed Amendments are set out below:

1. to provide that where the laws, administrative regulations, departmental rules, normative documents and the relevant stock exchange or the regulatory body in the place where the shares of the Company are listed have provisions on the period of closure of register prior to a general meeting or the record date for determining entitlements to dividend distribution, such provisions shall prevail;

LETTER FROM THE BOARD

2. to provide that subject to the rules of the relevant stock exchange or regulatory body where the Company's shares are listed or other applicable laws and regulations, the Company may suspend the registration of transfer of all or any class of shares at the time and period specified by the Board from time to time, but the period of suspension of the registration of share transfers shall not exceed 30 days in each year (or such longer period as the shareholders may determine by ordinary resolution, but such longer period shall not be extended beyond 30 days);
3. to provide that the Company shall make available the register of Shareholders at its Hong Kong office for inspection, free of charge, by the public and Shareholders in accordance with requirements of the Listing Rules, except when the Company suspends the registration of share transfers in accordance with the Articles of Association, in which case the Company is not required to make available the register of Shareholders for inspection by the public and Shareholders free of charge during such period of suspension of the registration of share transfers;
4. to provide that when the Company convenes the annual general meeting, written notices of the meeting shall be provided in no less than 21 calendar days prior to the date of the meeting to notify all the Shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. A written notice shall be given in no less than 15 calendar days prior to the convening of the extraordinary general meeting;
5. to provide that where a Shareholder is a legal entity, it is entitled to appoint a person to represent such legal entity to attend and vote at the Shareholders' meetings;
6. to provide that if a Shareholder is a recognized clearing house (or its nominee), it may, as it sees fit, appoint one or more persons as its proxy(ies) to attend and vote at any Shareholders' meeting or class meeting or creditors meeting. However, if more than one person is appointed, the proxy form shall specify the number and class of the shares relating to each such proxy. Such proxy may exercise the rights of the recognized clearing house (or its nominee) which shall be equivalent to the rights enjoyed by other Shareholders, including the right to speak and vote, as if it is an individual shareholder of the Company;
7. to provide that all Shareholders shall have the right to speak and vote at the general meetings, except when any Shareholder should waive his/her voting right on a particular matter, or is restricted to vote only for or against the matter, in accordance with the Listing Rules, in which case such Shareholder should waive his/her voting right or abstain from voting in accordance with the provisions therein;

LETTER FROM THE BOARD

8. to provide that Shareholder(s), individually or jointly holding an aggregate of 10% or more of the shares carrying the right to vote at the meeting shall sign one or more written requests of the same form stating the object of the meeting and requesting that the Board convene an extraordinary general meeting or a class meeting thereof and add resolutions to a meeting agenda;
9. to provide that the remuneration of an accounting firm or the manner in which such firm is to be compensated shall be decided by the Shareholders' meeting by ordinary resolution;
10. to provide that the Shareholders' meeting shall decide to retain, remove or discontinue the retention of an accounting firm by ordinary resolution; and
11. to replace "General Manager" and "deputy general manager" with "President" and "executive president" respectively throughout the Articles of Association.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and the laws of the PRC respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Board proposed to put forward to the Shareholders at the AGM a special resolution to approve the Proposed Amendments and to adopt the Amended and Restated Articles of Association in the form to be tabled at the AGM in substitution for, and to the exclusion of, the existing Articles of Association. For details of the Proposed Amendments, please refer to Appendix I of this circular.

2021 ANNUAL GENERAL MEETING

A notice of the AGM to be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Friday, 17 June 2022, at 3:00 p.m. has been published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) on 29 April 2022 and is set out on pages 14 to 18 of this circular for the Shareholders' reference.

In order to determine the Shareholders who are entitled to attend the AGM, the Company's register of holders of H Shares will be closed from Wednesday, 18 May 2022 to Friday, 17 June 2022 (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 Friday, 17 June 2022 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 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 Tuesday, 17 May 2022.

LETTER FROM THE BOARD

A form of proxy for use at the AGM has been published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) on 29 April 2022. If you intend to appoint a proxy to attend the AGM, 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 AGM (i.e. before 3:00 p.m. on Thursday, 16 June 2022) or any adjournment thereof (as the case may be). Completion, signing and return of the form of proxy will not preclude you from attending and voting in person at the AGM.

The proxy form is intended to be used for the resolutions specified in the notice of the AGM.

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 (<http://www.dixintong.com>) respectively by the Company after the AGM in the manner prescribed under the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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.
XU Jili
Chairwoman

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

Note: The Amended and Restated Articles of Association are prepared in both Chinese and English versions. In the case of any discrepancies between these versions, the Chinese version last approved by and registered with company registration authority shall prevail.

Clause No.	Proposed amendments to the existing Articles of Association
9, 40(2), 40(4), 60(5), 66, 71(5), 104(9), 107, 118, 119, 120, 121, 122, 125, 127(2), 127(3), 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 144(1), 146, 169, 192(1), 194	replacing “General Manager” with “President”
104(9), 119(6), 194	replacing “deputy general manager” with “executive president”
50	<p>Within 30 days from the date of Shareholders’ Meeting or 5 days from the record date for the Company’s distribution of dividends, no change shall be made in the register of shareholders as a result of transfer of shares.</p> <p><u>Where the laws, administrative regulations, departmental rules, normative documents and the relevant stock exchange or the regulatory body in the place where the shares of the Company are listed have provisions on the period of closure of register prior to a general meeting or the record date for determining entitlements to dividend distribution, such provisions shall prevail.</u></p> <p><u>Subject to the rules of the relevant stock exchange or regulatory body where the Company’s shares are listed or other applicable laws and regulations, the Company may suspend the registration of transfer of all or any class of shares at the time and period specified by the Board of Directors from time to time, but the period of suspension of the registration of share transfers shall not exceed 30 days in each year (or such longer period as the shareholders may determine by ordinary resolution, but such longer period shall not be extended beyond 30 days).</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Clause No.	Proposed amendments to the existing Articles of Association
60	<p>The Company's shareholders of ordinary shares shall enjoy the following rights:</p> <p>...</p> <p>(5) the right to be provided with relevant information in accordance with provisions of these Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of these Articles of Association, subject to payment of the cost; 2. to inspect and to make duplicate copies, subject to payment at a reasonable charge, of the followings: <ol style="list-style-type: none"> (1) all part of the register of shareholders; <p>...</p> <p>The Company shall make available the documents mentioned in Clauses (1) to (7) other than Clause (2) above and other applicable documents at its Hong Kong office for inspection, free of charge, by the public and shareholders in accordance with requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the documents mentioned in Clause (7) shall be available for inspection by shareholders only), <u>except when the Company suspends the registration of share transfers in accordance with Article 50, in which case the Company is not required to make available the documents mentioned in Clause (1) above for inspection by the public and shareholders free of charge during such period of suspension of the registration of share transfers.</u></p> <p>...</p>
68	<p>When the Company convenes the annual general meeting, written notices of the meeting shall be provided in no less than 20 business 21 calendar days prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. A written notice shall be given 10 business days or in no less than 15 calendar in no less than 15 calendar days (whichever is earlier) prior to the convening of the extraordinary general meeting.</p> <p>...</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Clause No.	Proposed amendments to the existing Articles of Association
74	<p>Any shareholder entitled to attend and vote at the Shareholders' Meeting shall be entitled to appoint to entrust one or several persons (whether a shareholder or otherwise) as his proxy/proxies to attend and vote on his behalf. <u>Where the shareholder is a legal entity, it is entitled to appoint a person to represent such legal entity to attend and vote.</u> A proxy <u>(including a proxy of an individual shareholder and a legal entity shareholder)</u> so appointed shall have:</p> <ol style="list-style-type: none"> (1) the right to speak at the meeting; (2) the right to demand or join in demand for a poll; (3) the right to vote by hand or on a poll unless otherwise provided by relevant laws and administrative regulations and relevant provisions of the securities regulatory authority of the place where the Shares of the Company are listed. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.
76	<p>The proxy form shall be maintained at the residence of the Company or at such other locations as specified for that purpose in the notice regarding the convening of the meeting in no less than 24 hours prior to the time of the meeting at which the proxy proposes to vote <u>or attend</u>, or the time appointed for voting. In the event that such instrument is signed by another person authorized by the appointer, the authorization or other authorization instrument shall be notarized, and such notarized authorization or other instrument shall be maintained at the residence of the Company or at such other locations as specified for that purpose in the notice regarding the convening of the meeting at the same time. In the event that an appointer is a legal entity, its legal representative or such person as authorized by a resolution of its Board of Directors or other governing body may attend the Company's general meeting in the capacity of a representative. For the purpose of these Articles of Association, the attending of and voting at such meeting by the <u>appointeeappointed proxy</u> shall be deemed to be done by the appointer (as the case may be).</p> <p>If a shareholder is a Recognized Clearing House (or its nominee), it may, as it sees fit, appoint one or more persons as its proxy(ies) to attend and vote at any Shareholders' Meeting or class meeting <u>or creditors meeting</u>. However, if more than one person is appointed, the proxy form shall specify the number and class of the shares relating to each such proxy. Such proxy may exercise the rights of the Recognized Clearing House (or its nominee) <u>which shall be equivalent to the rights enjoyed by other shareholders, including the right to speak and vote,</u> as if it is an individual shareholder of the Company.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Clause No.	Proposed amendments to the existing Articles of Association
81	<p>...</p> <p><u>All shareholders shall have the right to speak and vote at the general meetings, except if</u> any shareholder should waive his/her voting right on a particular matter, or is restricted to vote only for or against the matter, in accordance with the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange, <u>in which case</u> such shareholder should waive his/her voting right or abstain from voting in accordance with the provisions therein; any vote casted by or on behalf of any shareholder in violation of such provisions or restriction shall not be counted into the poll result.</p>
88	<p>When requesting the convening of an extraordinary general meeting or a class meeting, it shall be handled according to the following procedures:</p> <p>(1) Shareholder(s), individually or jointly holding an aggregate of 10% or more of the shares carrying the right to vote at the meeting shall sign one or more written requests of the same form stating the object of the meeting and requesting that the Board of Directors convene an extraordinary general meeting or a class meeting thereof <u>and add resolutions to a meeting agenda</u>. The Board of Directors shall convene an extraordinary or a class general meeting responsively after receipt of such request. The aforesaid amount of shareholding is calculated as on the day when the shareholders make the request in writing.</p> <p>...</p>
170	<p>In the event of a vacancy in the Company's accounting firm, <u>subject to compliance with the relevant requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange</u>, the Board of Directors may retain an accounting firm to fill such vacancy prior to the convening of the general meeting of shareholders. Such accounting firm may continue to act during the vacancy period if the Company has another incumbent accounting firm.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Clause No.	Proposed amendments to the existing Articles of Association
172	<p>The remuneration of an accounting firm or the manner in which such firm is to be compensated shall be decided by the Shareholders' Meeting by ordinary resolution. Subject to compliance with the relevant requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, tThe remuneration of an accounting firm retained by the Board of Directors shall be decided by the Board of Directors.</p>
173	<p>The Shareholders' Meeting shall decide to retain, remove or discontinue the retention of an accounting firm by ordinary resolution and shall file such decision with the competent securities regulatory authorities under the State Council.</p>

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 2021

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2021 (the "AGM") of Beijing Digital Telecom Co., Ltd. (the "Company") will be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the People's Republic of China (the "PRC") on Friday, 17 June 2022, at 3:00 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 2021;
2. to consider and approve the report of the board of directors of the Company for the year 2021;
3. to consider and approve the report of the board of supervisors of the Company for the year 2021;
4. to consider and approve the annual financial report of the Company for the year 2021;
5. to consider and approve the profit distribution plan of the Company for the year 2021; and
6. to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2022.

AS SPECIAL RESOLUTIONS

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 (as defined below), 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 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

NOTICE OF ANNUAL GENERAL MEETING

“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 agreements and do all things or to procure the execution of such documents and agreements 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.”

2. **“That:**

the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (the “**Proposed Amendments**”) (details of which are set out in the announcement of the Company dated 29 April 2022 and the circular of the Company to be despatched to the shareholders of the Company in relation to, among other things, the AGM and the Proposed Amendments) be and are approved and the amended and restated Articles of Association (the “**Amended and Restated Articles of Association**”) in the form of the document marked “A” and produced to the AGM (for the purpose of identification initialed by the chairwoman of the AGM) which consolidates all the Proposed Amendments, be and are hereby approved and adopted as the Amended and Restated Articles of Association with immediate effect after

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the close of the AGM in substitution for and to the exclusion of the existing Articles of Association, and any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangement as he/she shall, in his absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By order of the board of directors
Beijing Digital Telecom Co., Ltd.
XU Jili
Chairwoman

Beijing, the PRC
29 April 2022

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 Friday, 17 June 2022 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Wednesday, 18 May 2022 to Friday, 17 June 2022 (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 Tuesday, 17 May 2022.
2. 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.
3. 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for holders of H Shares; or at the registered office of the Company for holders of Domestic Shares not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 3:00 p.m. on Thursday, 16 June 2022) 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 registered office of the Company (as may be applicable).
4. Shareholders or their proxies are required to produce their identification documents when attending the AGM.
5. 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.

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- ii. The address of the registered office of the Company:

4/F, C Yi'an Business Building
18 Building Yi'an Jiayuan
Beiwa West
Haidian District, Beijing
the 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 the proxy form)

Tel: (852) 2862 8555
Fax: (852) 2865 0990

As at the date of this notice, the executive directors of the Company are Ms. XU Jili, Ms. XU Liping and Mr. LIU Donghai; the non-executive directors of the Company are Mr. XIE Hui, Mr. JIA Zhaojie and Ms. PAN Anran; and the independent non-executive directors of the Company are Mr. LV Tingjie, Mr. LV Pingbo and Mr. CAI Chun Fai.