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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 2015
REPORT OF THE BOARD FOR THE YEAR 2015
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015
FINANCIAL REPORT FOR THE YEAR 2015
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2015
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice of the AGM to be held at 3/F, Beijing Xinxing Hotel, 17 West Third Ring Middle Road, Haidian District, Beijing, the PRC on Monday, 6 June 2016, at 2:00 p.m. is set out on pages 9 to 13 of this circular.

A reply slip and a form of proxy for use at the AGM are 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 form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM 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 AGM. Shareholders who intend to attend the meeting in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Tuesday, 17 May 2016.

21 April 2016

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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 2015 of the Company to be held at 3/F, Beijing Xinxing Hotel, 17 West Third Ring Middle Road, Haidian District, Beijing, the PRC on Monday, 6 June 2016, 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;
“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;
“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 of the Company and/or H Shares 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;
“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;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the holders of the Company’s share(s);
“Supervisors”	the supervisors of the Company; and
“Supervisory Committee”	the committee of supervisors of the Company.

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
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

21 April 2016

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2015
REPORT OF THE BOARD FOR THE YEAR 2015
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015
FINANCIAL REPORT FOR THE YEAR 2015
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2015
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you a notice of the AGM, which is set out on pages 9 to 13 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 OF DIRECTORS

At the AGM, ordinary resolutions will be proposed to (*inter alia*) (i) consider and approve the annual report of the Company for the year 2015; (ii) consider and approve the report of the Board for the year 2015; (iii) consider and approve the report of the Supervisory Committee for the year 2015; (iv) consider and approve the financial report of the Company for the year 2015; (v) consider and approve the re-appointment of Ernst & Young as the Company's external auditors for the year 2016. Special resolutions will be proposed to (*inter alia*) (vi) consider and approve the amendments to the Articles of Association; and (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 and additional H shares not exceeding 20% of the H shares in issue.

(i) ANNUAL REPORT FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the 2015 annual report of the Company. Please refer to the 2015 annual report of the Company which is despatched on the even date of this circular.

(ii) REPORT OF THE BOARD FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year 2015. The full text of the report of the Board for the year 2015 is set out in the 2015 annual report of the Company which is despatched on the even date of this circular.

(iii) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the report of the Supervisory Committee for the year 2015. The full text of the report of the Supervisory Committee for the year 2015 is set out in the 2015 annual report of the Company which is despatched on the even date of this circular.

(iv) FINANCIAL REPORT FOR THE YEAR 2015

An ordinary resolution will be proposed at the AGM to approve the audited financial statements of the Company for the year 2015. The full text of the audited financial statements of the Company for the year 2015 is set out in the 2015 annual report of the Company which is despatched on the even date of this circular.

(v) RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2016

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 2016 and the authorization to the Board to determine the auditor's remunerations.

LETTER FROM THE BOARD OF DIRECTORS

(vi) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM to approve the amendments of Articles 2, 19 and 20 of the Articles of Association, details of which are set out as follows:

ARTICLE 2

Which originally read as:

“..... The promoters of the Company are: Beijing Feng Yong Tai Consulting Company Limited, Beijing Di Er Tong Consulting Company Limited, Beijing Rong Feng Tai Management and Consulting Company Limited, 3i Infocomm Limited, CDH Mobile (HK) Limited and Crown Flame Investment Limited.”

is amended to:

“..... The promoters of the Company are: Digital Science & Technology Group Limited, Beijing Di Er Tong Consulting Company Limited, Beijing Rong Feng Tai Management and Consulting Company Limited, 3i Infocomm Limited, CDH Mobile (HK) Limited and Crown Flame Investment Limited.”

ARTICLE 19

Which originally read as:

“..... The shareholding structure of the Company following the share issue is as follows:

No.	Promoter Shareholders	Number of shares held <i>(ten thousand shares)</i>	Percentage of shares held
1	Beijing Feng Yong Tai Consulting Company Limited	21,140	42.28%
2	Beijing Di Er Tong Consulting Company Limited	10,130	20.26%
3	3i Infocomm Limited	8,710	17.42%
4	CDH Mobile (HK) Limited	7,125	14.25%
5	Beijing Rong Feng Tai Management and Consulting Company Limited	2,500	5.00%
6	Crown Flame Investment Limited	395	0.79%
Total		50,000	100%”

LETTER FROM THE BOARD OF DIRECTORS

is amended to:

“..... The shareholding structure of the Company following the share issue is as follows:

No.	Promoter Shareholders	Number of shares held <i>(ten thousand shares)</i>	Percentage of shares held
1	Digital Science & Technology Group Limited	21,140	42.28%
2	Beijing Di Er Tong Consulting Company Limited	10,130	20.26%
3	3i Infocomm Limited	8,710	17.42%
4	CDH Mobile (HK) Limited	7,125	14.25%
5	Beijing Rong Feng Tai Management and Consulting Company Limited	2,500	5.00%
6	Crown Flame Investment Limited	395	0.79%
Total		50,000	100%”

ARTICLE 20

Which originally read as:

“..... The following is the shareholding structure of the Company:

No.	Shareholders	Number of shares held	Percentage of shareholding
1	Beijing Feng Yong Tai Consulting Company Limited	211,400,000	31.71%
2	Beijing Di Er Tong Consulting Company Limited	101,300,000	15.19%
3	3i Infocomm Limited	87,100,000	13.06%
4	CDH Mobile (HK) Limited	71,250,000	10.69%
5	Chengmai Dixin Changqing Investment Centre (Limited Partnership)	17,500,000	2.62%
6	Beijing Rong Feng Tai Management and Consulting Company Limited	7,500,000	1.12%
7	Crown Flame Investment Limited	3,950,000	0.59%
8	Other H shareholders	166,667,000	25.00%
Total		666,670,000	100%”

LETTER FROM THE BOARD OF DIRECTORS

is amended to:

“..... The following is the shareholding structure of the Company:

No.	Shareholders	Number of shares held	Percentage of shareholding
1	Digital Science & Technology Group Limited	211,400,000	31.71%
2	Beijing Di Er Tong Consulting Company Limited	101,300,000	15.20%
3	Chengmai Dixin Changqing Investment Centre (Limited Partnership)	17,500,000	2.62%
4	Beijing Rong Feng Tai Management and Consulting Company Limited	7,500,000	1.12%
5	H shareholders	328,967,000	49.35%
Total		666,670,000	100%

(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 proposed 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 prior to the printing of this circular, 16 April 2016, the Company had in issue 337,700,000 domestic shares and 328,967,000 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 the maximum of 67,540,000 domestic shares and 65,793,400 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.

LETTER FROM THE BOARD OF DIRECTORS

2015 ANNUAL GENERAL MEETING

A notice of the AGM to be held at 3/F, Beijing Xinxing Hotel, 17 West Third Ring Middle Road, Haidian District, Beijing, the PRC on Monday, 6 June 2016 at 2:00 p.m. is set out on pages 9 to 13 of this 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 Saturday, 7 May 2016 to Monday, 6 June 2016 (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, 6 June 2016 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 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, 6 May 2016.

A reply slip and a form of proxy for use at the AGM are 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 form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM 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 AGM. Shareholders who intend to attend the meeting in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Tuesday, 17 May 2016.

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 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.
Liu Donghai
Chairman

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 2015

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2015 (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 Monday, 6 June 2016 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 2015;
- (2) to consider and approve the report of the board of directors of the Company for the year 2015;
- (3) to consider and approve the report of the supervisory committee of the Company for the year 2015;
- (4) to consider and approve the financial report of the Company for the year 2015;
- (5) to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2016;

AS SPECIAL RESOLUTIONS

- (1) to consider and approve the amendments to article 2, article 19 and article 20 of the articles of association of the Company;
- (2) "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

NOTICE OF ANNUAL GENERAL MEETING

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.

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 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
- 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
21 April 2016

NOTICE OF ANNUAL GENERAL MEETING

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, 6 June 2016 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Saturday, 7 May 2016 to Monday, 6 June 2016 (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 4:30p.m. on Friday, 6 May 2016.
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 Tuesday, 17 May 2016, 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, 17 May 2016 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 2015 and the circular, which were despatched to shareholders on 21 April 2016.
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. Li Dongmei

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 proxy form)

Tel: (852) 2862 8555

Fax: (852) 2865 0990