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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 2019
REPORT OF THE BOARD FOR THE YEAR 2019
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2019
ANNUAL FINANCIAL REPORT FOR THE YEAR 2019
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2020
PROPOSED APPOINTMENT OF THE MEMBERS OF
THE FOURTH SESSION OF THE BOARD
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AUTHORIZATION TO THE BOARD
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PROPOSED REVISION TO THE BUSINESS SCOPE OF THE COMPANY
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
AND
REVISED NOTICE OF 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 Friday, 22 May 2020, at 2:00 p.m. is set out on pages 20 to 26 of this 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 Thursday, 21 May 2020) or any adjournment thereof (as the case may be). Completion 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 AGM in person or by proxy should complete, sign and return the reply slip of the 2019 AGM dispatched on 8 April 2020 in accordance with the instructions printed thereon on or before Saturday, 2 May 2020.

28 April 2020

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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 2019 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 Friday, 22 May 2020, 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 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;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	23 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;

DEFINITIONS

“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;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	the holder(s) of the Company’s share(s); and
“Supervisor(s)”	the supervisor(s) 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

Registered Office:

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

Non-executive Directors:

Mr. Qi Xiangdong
Ms. Xin Xin

Principal Place of Business in Hong Kong:

Unit 07, 21/F, West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

Independent non-executive Directors:

Mr. Lv Tingjie
Mr. Lv Pingbo
Mr. Zhang Senquan

28 April 2020

To the Shareholders

Dear Sir or Madam,

**ANNUAL REPORT FOR THE YEAR 2019
REPORT OF THE BOARD FOR THE YEAR 2019
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PROPOSED REVISION TO THE BUSINESS SCOPE OF THE COMPANY
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you a revised notice of the AGM, which is set out on pages 20 to 26 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 2019; (ii) consider and approve the report of the Board for the year 2019; (iii) consider and approve the report of the Board of Supervisors for the year 2019; (iv) consider and approve the annual financial report of the Company for the year 2019; (v) consider and approve the profit distribution plan of the Company for the year 2019; (vi) consider and approve the re-appointment of the external auditor for the year 2020; (vii) consider and approve the proposed appointment of the members of the fourth session of the Board; (viii) consider and approve the proposed appointment of the members of the fourth session of the Board of Supervisors; (ix) consider and approve the granting of an authorization to the Board to determine the Directors' remuneration; (x) consider and approve the granting of an authorization to the Board of Supervisors to determine the Supervisor's remuneration; (xi) consider and approve the proposed revision to the business scope of the Company. Special resolution will be proposed to (*inter alia*) (xii) consider and approve the proposed amendments to the Articles of Association; and (xiii) 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.

(i) ANNUAL REPORT FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the 2019 annual report of the Company. Please refer to the 2019 annual report of the Company which was despatched on the same date as this circular.

(ii) REPORT OF THE BOARD FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the report of the Board for the year 2019. The full text of the report of the Board for the year 2019 is set out in the 2019 annual report of the Company which was despatched on the same date as this circular.

(iii) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for the year 2019. The full text of the report of the Board of Supervisors for the year 2019 is set out in the 2019 annual report of the Company which was despatched on the same date as this circular.

(iv) ANNUAL FINANCIAL REPORT FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the annual financial report of the Company for the year 2019. The main content of the annual financial report for the year 2019 is set out in the 2019 annual report of the Company which was despatched on the same date as this circular.

LETTER FROM THE BOARD OF DIRECTORS

(v) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the profit distribution plan of the Company for the year 2019.

According to the audited consolidated financial statements issued by Ernst & Young for the year 2019, the Company's net profit attributable to shareholders of the parent was RMB257,439,000 in 2019, the appropriation for surplus reserve was RMB25,744,000, and the opening undistributed profit was RMB2,291,864,000. The profit available for distribution as of 31 December 2019 is RMB2,523,559,000.

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

(vi) RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2020

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 2020 and the authorization to the Board to determine the auditor's remunerations.

(vii) PROPOSED APPOINTMENT OF THE MEMBERS OF THE FOURTH SESSION OF THE BOARD

Reference is made to the announcement dated 30 March 2020 published by the Company in relation to, among other things, the resolution regarding the proposed appointment of the members of the fourth session of the Board by the Board which is proposed at the AGM for consideration.

Given that the term of appointment of the third session of the Board will expire soon, the list of candidates for Directors of the fourth session of the Board proposed for nomination as considered and approved by the Board is as follows:

- (1) 3 executive Directors: Mr. Liu Donghai, Mr. Liu Yajun and Ms. Liu Wencui;
- (2) 3 non-executive Directors: Mr. Li Wenzhi, Mr. Yao Yanzhong and Mr. Lv Jing;
and
- (3) 3 independent non-executive Directors: Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan.

The Board agreed to submit the above list of candidates for Directors of the fourth session of the Board to the AGM for consideration and approval, so as to elect 3 executive Directors, 3 non-executive Directors and 3 independent non-executive Directors. An aggregate of 9 Directors form the fourth session of the Board. The term of office for the

LETTER FROM THE BOARD OF DIRECTORS

Directors of the fourth session of the Board will be three years, effective from the date of approval at the AGM. The above Director candidates have confirmed that they had no disagreement on their nominations respectively.

For the proposed appointment of the independent non-executive Director candidates, the Nomination Committee of the Company and the Board have complied with the board diversity policy of the Company, the nomination policy of the Board and the development strategy of the Company. The Nomination Committee of the Company nominated Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan as independent non-executive Director candidates based on such conditions as their professional experience, skills and knowledge of the communication retailing industry, the possibility of independent non-executive Director candidates to enhance the operation efficiency of the Board, and the available time of independent non-executive Director candidates devoted to the Company.

Mr. Lv Tingjie is the dean of School of Economics Management of Beijing University of Posts and Telecommunications, and has in-depth knowledge in respect of communication management, information economics and e-commerce. Mr. Lv Pingbo is a well-known financial columnist and investment consultant expert, who has extensive experience in capital management, investment management and strategy development. Mr. Zhang Senquan is well versed in the laws and regulations of accounting and auditing, and has over a decade of extensive and practical experience in the fields of accounting and auditing. The Board believes that Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan will provide subjective, independent and sufficient opinions and analysis on aspects such as financial, market operations and business channel expansion through their rich experience and knowledge, and that they will also promote the diversity of the Board structure in various aspects including culture, professional skills and qualifications.

Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan have confirmed their independence in accordance with factors set out in Rule 3.13 of the Listing Rules, respectively. The Nomination Committee of the Company and the Board have also assessed the independence of Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan in accordance with the independence standards set out in Rule 3.13 of the Listing Rules and consider that they do not have any other relationship with any Directors, senior management of the Company, the management Shareholders, substantial or controlling Shareholders, and therefore confirm that they are independent persons.

The current Directors, Mr. Liu Songshan, Mr. Qi Xiangdong and Ms. Xin Xin, will not seek for re-election as Directors after their current terms expire. Among them, Mr. Liu Songshan will cease to serve as executive Director and members of the Nomination Committee and the Strategy Committee, with effect from the date of expiration of current session of the Board's term; Mr. Qi Xiangdong will cease to serve as non-executive Director and member of the Strategy Committee, with effect from the date of expiration of current session of the Board's term; and Ms. Xin Xin will cease to serve as non-executive Director and member of the Remuneration and Assessment Committee, with effect from the date of expiration of current session of the Board's term. Each of the aforementioned proposed retiring Directors have confirmed that they have no disagreement with the Board and have no other matters in relation to their retirement required to be brought to

LETTER FROM THE BOARD OF DIRECTORS

the attention of the Hong Kong Stock Exchange or the Shareholders. The Board has confirmed that there are no other matters relating to the aforementioned proposed retiring Directors which are needed to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders.

Biographical details of the candidates for Directors of the fourth session of the Board and other information in relation to their appointment which are required to be disclosed pursuant to the provisions under 13.51(2) of the Listing Rules are set out in Appendix I to this circular.

(viii) PROPOSED APPOINTMENT OF THE MEMBERS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

Reference is made to the announcement dated 30 March 2020 published by the Company in relation to, among other things, the resolution regarding the proposed appointment of the members of the fourth session of the Board of Supervisors by the Board of Supervisors which is proposed at the AGM for consideration.

Given that the term of appointment of the third session of the Board of Supervisors will expire soon, the list of candidates for shareholder Supervisor of the fourth session of the Board of Supervisors proposed for nomination as considered and approved by the Board of Supervisors is as follows:

- (1) 2 shareholder Supervisor candidates: Mr. Li Wanlin and Mr. Hu Yuzhong.

The Board of Supervisors agreed to submit the aforesaid list of candidates for shareholder Supervisor of the fourth session of Board of Supervisors to the AGM for consideration and approval in order to elect 2 shareholder Supervisors together with 1 employee representative Supervisor to be democratically elected by the employees (i.e. a total of three Supervisors) to form the fourth session of the Board of Supervisors. Further announcement will be made on the particulars of the employee representative Supervisor. The term of office for the Supervisors of the fourth session of the Board of Supervisors will be three years, effective from the date of approval at the AGM. The above candidates for shareholder Supervisor have confirmed that they have no disagreement on their nominations respectively.

Biographical details of the candidates for shareholder Supervisor of the fourth session of the Board of Supervisors and other information in relation to their appointment which are required to be disclosed pursuant to the provisions under 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

(ix) AUTHORIZATION TO THE BOARD TO DETERMINE THE DIRECTORS' REMUNERATION

In accordance with the provisions of the Articles of Association, the Board has the power to make proposal to the Company, pursuant to which the Board has proposed to the Company for granting an authorization to the Board to determine the Director's remuneration of the fourth session of the Board with effect from the date of the AGM on which it is approved by the Shareholders.

LETTER FROM THE BOARD OF DIRECTORS

In accordance with the provisions of Company Law of the People's Republic of China and the Articles of Association, the Board intends to propose to the AGM to authorize the Board to determine the Directors' remuneration of the fourth session of the Board in accordance with the provisions under the "Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management" and by reference to the industry standards of peer companies relating to the remuneration packages.

(x) AUTHORIZATION TO THE BOARD OF SUPERVISORS TO DETERMINE THE SUPERVISORS' REMUNERATION

In accordance with the Articles of Association, the Board of Supervisors has the power to make proposal to the Company, pursuant to which the Board of Supervisors has proposed to the Company for granting an authorization to the Board of Supervisors to determine the Supervisor's remuneration of the fourth session of the Board of Supervisors with effect from the date of the AGM on which it is approved by the Shareholders.

In accordance with the provisions of Company Law of the People's Republic of China and the Articles of Association, the Board of Supervisors intends to propose to the AGM to authorize the Board of Supervisors to determine the Supervisors' remuneration of the fourth session of the Board of Supervisors in accordance with the provisions under the "Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management" and by reference to the industry standards of peer companies relating to the remuneration packages.

(xi) PROPOSED REVISION TO THE BUSINESS SCOPE OF THE COMPANY

Reference is made to the announcement of the Company dated 20 April 2020 in relation to, among other things, the proposed revision to the business scope of the Company. An ordinary resolution will be proposed at the AGM to approve the revision to the business scope of the Company.

In recent years, the Company has been putting efforts on the establishment of new retail brand business with omni-channels. To standardize the commencement of new retail business, the Board proposes to revise the Company's business scope, the details of which are set out as follows:

Contents before revision:

"Wholesale and retail of telecommunications devices, electronic products, metal materials, office equipment, computers and peripherals, instruments, software and ancillary equipment, labour protection gears, office supplies, daily necessities, household appliances, timepieces, bags and suitcases, garments, shoes and hats, lighting equipment (with no physical store operation), gifts, cosmetics, infant products, toys, musical instruments, category-1, category-2 and category-3 medical equipment, healthcare products and food; mobile phone repair services; technology consultancy, technical services, technology development and technology transfer; import and export of goods and technology; and software development."

LETTER FROM THE BOARD OF DIRECTORS

Contents after revision:

“Wholesale and retail of telecommunications devices and equipment, electronic products, metal materials, office equipment, computers and peripherals, software and ancillary equipment, labour protection gears, office supplies, instruments, daily necessities, household appliances, kitchen appliances, domestic appliances, timepieces, bags and suitcases, garment, shoes and hats, lighting equipment (with no physical store operation), gifts, cosmetics, infant products, toys, musical instruments, category-1, category-2 and category-3 medical equipment, healthcare products and food, computer installed, computer accessories, networking products, photographic and video recorders, digital accessories, stationery and consumables, stylistic devices, learning books, health and hygiene products, fabric bags and luggage, grocery food products, office furniture, tool equipment, hardware and decoration, building materials, automobile accessories; mobile phone repair services; technology consultancy, technical services, technology development and technology transfer; import and export of goods and technology; and software development”.

The above revision to the business scope is subject to final approval by the company registration authorities.

LETTER FROM THE BOARD OF DIRECTORS

(xii) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 20 April 2020 in relation to, among other things, the proposed amendments to the Articles of Association. A special resolution will be proposed at the AGM to approve the amendments to the Articles of Association.

The Board proposes to make corresponding amendments (the “**Amendment**”) to the Articles of Association in view of the fact that the Company proposes to revise its business scope.

Details of the Amendment is set out as below:

Original Article	Amended Article	Reason for the amendment
<p>Article 13 The business scope of the Company is subject to the scope approved by the company registration authority.</p> <p>Scope of business: wholesale and retail of telecommunications devices, electronic products, metal materials, office equipment, computers and peripherals, instruments, software and ancillary equipment, labour protection gears, office supplies, daily necessities, household appliances, timepieces, bags and suitcases, garment, shoes and hats, lighting equipment (with no physical store operation), gifts, cosmetics, infant products, toys, musical instruments, category-1, category-2 and category-3 medical equipment, healthcare products and food; mobile phone repair services; technology consultancy, technical services, technology development and technology transfer; import and export of goods and technology; and software development.</p> <p>The Company may change its business scope and amend these Articles of Association in accordance with law upon registration of change with company registration authority and with the approval of shareholders at the Shareholders’ Meeting.</p>	<p>Article 13 The business scope of the Company is subject to the scope approved by the company registration authority.</p> <p>Scope of business: wholesale and retail of telecommunications devices <u>and equipment</u>, electronic products, metal materials, office equipment, computers and peripherals, <u>software and ancillary equipment, labour protection gears, office supplies</u>, instruments, software and ancillary equipment, labour protection gears, office supplies, daily necessities, household appliances, <u>kitchen appliances, domestic appliances</u>, timepieces, bags and suitcases, garment, shoes and hats, lighting equipment (with no physical store operation), gifts, cosmetics, infant products, toys, musical instruments, category-1, category-2 and category-3 medical equipment, healthcare products and food, <u>computer installed, computer accessories, networking products, photographic and video recorders, digital accessories, stationery and consumables, stylistic devices, learning books, health and hygiene products, fabric bags and luggage, grocery food products, office furniture, tool equipment, hardware and decoration, building materials, automobile accessories</u>; mobile phone repair services; technology consultancy, technical services, technology development and technology transfer; import and export of goods and technology; and software development.</p> <p>The Company may change its business scope and amend these Articles of Association in accordance with law upon registration of change with company registration authority and with the approval of shareholders at the Shareholders’ Meeting.</p>	<p>The Company proposes to revise its business scope.</p>

LETTER FROM THE BOARD OF DIRECTORS

(xiii) 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 revised 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.

2019 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 Friday, 22 May 2020 at 2:00 p.m. is set out on pages 20 to 26 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 Wednesday, 22 April 2020 to Friday, 22 May 2020 (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, 22 May 2020 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, 21 April 2020.

LETTER FROM THE BOARD OF DIRECTORS

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 Thursday, 21 May 2020) or any adjournment thereof (as the case may be). Completion 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 2019 AGM dispatched on 8 April 2020 in accordance with the instructions printed thereon on or before Saturday, 2 May 2020.

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

If a Shareholder has already returned the original proxy form which was dispatched by the Company to its Shareholders on 8 April 2020 (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 AGM, including the proposed resolutions as set out in the revised notice of the AGM.
- b) If the revised proxy form is returned by the Shareholder at or before 2:00 p.m. on Thursday, 21 May 2020, 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 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 proposed resolutions as set out in the revised notice of the AGM).

LETTER FROM THE BOARD OF DIRECTORS

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.

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 revised notice of the AGM.

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

CANDIDATES OF THE EXECUTIVE DIRECTOR:

Mr. Liu Donghai (劉東海), aged 53, joined the Company in June 2001 and has been the chairman of the Board since December 2013. Mr. Liu joined the Group in December 1997 and held various positions in the Group, including the vice chairman of the Board from July 2010 to December 2013, the general manager of the Company from March 2011 to December 2013 and the internal risk control officer of the Company from June 2001 to March 2011. He is primarily responsible for formulating the overall business strategies of the Company and overseeing the execution of the business strategies and the operation of the Company. Prior to joining our Group, from April 1991 to March 1993, he served as the sales director of Beijing Hamamatsu Technology Co., Ltd. (北京濱松光子技術有限公司), which was set up as a company providing comprehensive services including research, development and provision of a variety of products for photonics field as a whole, mainly responsible for formulating sales policies, proposals and targets, and planning and overseeing the implementation of sales proposals. Mr. Liu has been the vice president of China Electronic Chamber of Commerce since December 2012 up to this date. Mr. Liu obtained his master degree in Business Administration from China Europe International Business School (中歐國際工商學院) in September 2003.

As at the Latest Practicable Date, Mr. Liu Donghai is deemed to be interested in 312,700,000 shares of the Company (long position), representing approximately 42.69% of the total issued share capital of the Company under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Mr. Liu Yajun (劉雅君), aged 62, joined the Company in August 2010 as an executive Director and has been elected as the vice chairman of the Board since March 2014, primarily responsible for formulating investment plans and leading investment negotiations of the Company. Prior to joining our Group, he held various positions, including a director and the vice president of Shenzhen Development Bank Tianjin Branch (深圳發展銀行天津分行), which provided various financial service with respect to corporate business, retailing business, inter-bank business, etc. from May 2003 to July 2008. He was mainly responsible for the credit business in the abovementioned bank. Mr. Liu obtained his master degree in Economics from Chinese Academy of Social Sciences (中國社會科學院) in November 1991.

As at the Latest Practicable Date, Mr. Liu Yajun confirmed that he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Liu Wencui (劉文萃), aged 45, joined the Group since February 1998 and has been an executive Director since June 2007 and the deputy director of the procurement center of the Company since April 2004. She is primarily responsible for organizing and implementing annual business and investment plans of our Group, implementing annual procurement plans of our Group and tracing delivery status of the procured products, establishing database for suppliers and facilitating communication with them, executing contracts on behalf of our Group within the authorization of the chairman of the Board as well as handling other matters under authorization of the chairman of the Board.

As at the Latest Practicable Date, Ms. Liu Wencui is deemed to be interested in 320,200,000 shares of the Company (long position), representing approximately 43.72% of the total issued share capital of the Company under Part XV of the SFO.

In accordance with the Articles of Association, the Directors serve for a term of three years. In the event that Mr. Liu Donghai, Mr. Liu Yajun and Ms. Liu Wencui are appointed as executive Directors of the fourth session of the Board at the AGM, they shall enter into service agreements with the Company. The remuneration of the Directors for their tenures will be determined by the Board as authorized by the AGM based on relevant provisions in the “Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management”.

Mr. Liu Donghai and Ms. Liu Wencui are siblings and they are also siblings of Mr. Liu Songshan, Ms. Liu Yongmei, Ms. Liu Hua and Ms. Liu Wenli, the controlling Shareholders.

Save as disclosed above, Mr. Liu Donghai, Mr. Liu Yajun and Ms. Liu Wencui have respectively confirmed that they have not held any positions as Directors or Supervisors or had any major appointments or qualifications in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past 3 years, and do not have any relationships with any other Directors, Supervisors, senior management, substantial or controlling Shareholders.

In addition, there is no information relating to Mr. Liu Donghai, Mr. Liu Yajun and Ms. Liu Wencui that needs to be disclosed pursuant to the provisions under Rule 13.51 (2)(h) to (v) of the Listing Rules, and there are no other matters concerning the proposed appointments of the Directors that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

CANDIDATES OF THE NON-EXECUTIVE DIRECTOR:

Mr. Li Wenzhi (李文智), aged 46, from July 1997 to April 2015, Mr. Li Wenzhi held various positions in Huawei Technologies Co., Ltd. (華為技術有限公司), including domestic regional representative (Xinjiang/Liaoning), general manager of key account department (China Netcom), president of overseas region (Northwest Africa), CEO of Indonesia branch, minister of global human resource HRBP management department and global recruitment and deployment department in headquarters. From April 2015 to March 2016, he was the co-founder of Dmall E-commerce Co., Ltd. (多點生鮮電子商務公司). From April 2016 to August 2017, he was the cofounder of Zeusis Technology Co., Ltd (眾思科技有限公司) and the executive vice president of Coolpad Software Tech (Shenzhen) Co., Ltd (酷派軟件技術(深圳)有限公司). From June 2018 to October 2019, he acted as the group vice president of 360 Technology Group Co., Ltd. (三六零科技集團有限公司), and the president of Intelligent Life Group (智慧生活集團), fully responsible for IoT business. From October 2019 and up to this date, he served as the group vice president of 360 Technology Group Co., Ltd., sharing responsibility for management of human resource center. Mr. Li obtained his bachelor of engineering in detection technology and instrument from the University of Electronic Science and Technology in July 1997, and obtained EMBA from Cheung Kong Graduate School of Business in March 2017.

Mr. Yao Yanzhong (姚彥中), aged 40, joined Beijing Jingdong Century Trade Co., Ltd. (北京京東世紀貿易有限公司) since December 2004. He was the head of the IT digital-computer accessories procurement department and general manager of the computer office business department in 360buy (京東商城) from August 2012 to December 2017 and vice president of JD Group and president of the computer and digital division from January 2018 to March 2019. He has served as vice president of JD Group and president of the telecommunication division since March 2019. Mr. Yao obtained a bachelor's degree in Business Administration from Jiangxi University of Technology in December 2016. He has joined in the HKU-PKU Executive Master of Business Administration Programme (香港大學 — 北京大學高級管理人員工商管理學碩士課程) since March 2018.

Mr. Lv Jing (呂敬), aged 46, held various positions including sales manager of IT distribution peripheral division, regional director, deputy general manager of the dell division and general manager in Digital China Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 861), from 2000 to March 2016. He served in positions including assistant president of Digital China Group Co., Ltd. ("**Digital China**", which is listed on the Shenzhen Stock Exchange, stock code: 000034) from March 2016 to April 2018. He has been vice president of Digital China since April 2018. Mr. Lv obtained a bachelor's degree in Engineering from Chongqing Architectural University (重慶建築大學) in July 1997, and an EMBA from China Europe International Business School in November 2016.

In accordance with the Articles of Association, the Directors serve for a term of three years. In the event that Mr. Li Wenzhi, Mr. Yao Yanzhong and Mr. Lv Jing are appointed as non-executive Directors of the Board at the AGM, they shall enter into service agreements with the Company. The remuneration of the Directors for their tenures will be determined by the Board as authorized by the AGM based on the relevant provisions in the "Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management".

Save as disclosed above, Mr. Li Wenzhi, Mr. Yao Yanzhong and Mr. Lv Jing have respectively confirmed that they have not held any positions as Directors or Supervisors or had any major appointments or qualifications in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past three years, and do not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Li Wenzhi, Mr. Yao Yanzhong and Mr. Lv Jing confirmed that they do not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no information relating to Mr. Li Wenzhi, Mr. Yao Yanzhong and Mr. Lv Jing that needs to be disclosed pursuant to the provisions under Rule 13.51 (2)(h) to (v) of the Listing Rules, and there are no other matters concerning the proposed appointments of the Directors that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

CANDIDATES OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR:

Mr. Lv Tingjie (呂廷杰), aged 64, has been an independent non-executive Director since November 2009, mainly responsible for attending the meetings of the Board, voting on the resolutions considered at the meetings of the Board, and overseeing the management of the Company. He has served as a professor, a doctoral tutor and the executive dean of the School of Economics Management of Beijing University of Posts and Telecommunications (北京郵電大學) since May 1997, June 1999 and September 2007, respectively, the standing director of the International Telecommunication Society (國際電信協會) since June 2007, mainly responsible for coordinating the economic cooperation and academic exchanges in Asia and Greater China region, a member of the Telecommunications Experts Committee, Ministry of Industry and Information Technology (工業和信息化部電信專家委員會) since 2004, mainly responsible for policy consultation, examination and appraisal work, and the vice chairman of the Electronic Commerce Teaching Steering Committee, Ministry of Education (教育部電子商務教學指導委員會) since 2008, mainly responsible for revising education plans for E-commerce. Mr. Lv is currently an independent non-executive director of Gohigh Data Networks Technology Co., Ltd. (大唐高鴻數據網絡技術股份有限公司), which is listed on the Shenzhen Stock Exchange (Stock Code: 000851) and dedicates itself to the provision of telecommunications devices, business and overall solution with respect to industry informatization. Mr. Lv was conferred the teaching qualification certificate of senior high education by the PRC Ministry of Education in July 1997. Mr. Lv obtained his engineering doctor degree in Systematic Engineering from Kyoto University (日本京都大學) in November 1997, his master degree in Management Engineering and bachelor degree in radio engineering from Beijing University of Posts and Telecommunications (北京郵電大學) in April 1985 and July 1982, respectively.

Mr. Lv Pingbo (呂平波), whose pseudonym is Shui Pi, aged 55, is a well-known financial columnist. He has been an independent non-executive Director since June 2018, mainly responsible for attending the meetings of the Board, voting on the resolutions considered at the meetings of the Board, and overseeing the management of the Company. Mr. Lv Pingbo was the director of the editorial department and deputy editor-in-chief of the China Business Times from July 1989 to March 2007. Since April 2007 and up to this date, Mr. Lv Pingbo has served as a director of Beijing Huaxia Shibao Media Ad Co., Ltd. He obtained a bachelor's degree in journalism from Fudan University in July 1982 and a master's degree in journalism from the Graduate School of Chinese Academy of Social Sciences in June 1989.

Mr. Zhang Senquan (張森泉), formerly known as Zhang Min (張敏), aged 43, has been an independent non-executive Director since June 2018, mainly responsible for attending meetings of the Board, voting on the resolutions considered at the meetings of the Board, and overseeing the management of the Company. He received his bachelor's degree in economics from Fudan University in July 1999. He is a member of Hong Kong Institute of Certified Public Accountants, China Institute of Certified Public Accountants and American Institute of Certified Public Accountants, and has more than 10 years of experience in accounting and auditing. Mr. Zhang Senquan worked at Ernst & Young, KPMG and Deloitte Touche Tohmatsu serving several positions from audit staff to audit

partner from October 1999 to October 2012. Mr. Zhang currently is an independent non-executive director of Jiande International Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 865); an independent non-executive director of Natural Food International Holding Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1837); an independent non-executive director of Bonny International Holding Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1906); an independent director of Jiangsu Aidea Pharmaceutical Co., Ltd. (江蘇艾迪藥業股份有限公司); and an independent non-executive director of Sang Hing Holdings (International) Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 1472). Currently, Mr. Zhang is also the chief executive officer of Zhong Rui Capital (Hong Kong) Limited, a consultancy company, and serves as the company secretary of Pengrun Holding Limited (鵬潤控股有限公司) since February 2020 and the company secretary of Kunda Mining Holdings Company Limited (坤達礦業控股有限公司) since March 2020. Mr. Zhang was the head of the Strategic Development Department of Goodbaby International Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1086), from March 2013 to April 2014; the chief financial officer and joint company secretary of Huazhong In-Vehicle Holdings Company Limited, a company listed on the Hong Kong Stock Exchange (stock code: 6830), from May 2014 to July 2015; an independent director of Topchoice Medical Investment Co. Inc., a company listed on the Shanghai Stock Exchange (stock code: 600763), from December 2014 to March 2017, an independent non-executive director of Casablanca Group Limited, a company listed on the Hong Kong Stock Exchange (stock code: 2223), from April 2015 to April 2018; and the managing director of Southwest Securities International Securities Limited, a company listed on the Hong Kong Stock Exchange (stock code: 812), from February 2016 to March 2020.

In accordance with the Articles of Association, the Directors serve for a term of three years. In the event that Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan are appointed as independent non-executive Directors of the fourth session of the Board at the AGM, they shall enter into service agreements with the Company. The remuneration of the Directors for their tenures will be determined by the Board as authorized by the AGM based on the relevant provisions in the “Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management”.

Save as disclosed above, Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan have respectively confirmed that they have not held any position as director or supervisor or had any major appointment or qualification in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past three years, and does not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan have respectively confirmed that they do not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no information relating to Mr. Lv Tingjie, Mr. Lv Pingbo and Mr. Zhang Senquan that needs to be disclosed pursuant to the provisions under Rule 13.51 (2)(h) to (v) of the Listing Rules, and there are no other matters concerning the proposed appointments of the Directors that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

APPENDIX II BIOGRAPHIES OF THE CANDIDATES OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

CANDIDATES OF THE SHAREHOLDER SUPERVISOR:

Mr. Li Wanlin (李萬林), aged 57, joined the Group in May 2014 and has been a Supervisor since then. Before joining our Group, he served as a professor leading the major national mobile telecommunications laboratory at Southeast University (東南大學) from 2010 to 2012. Mr. Li also has served as general manager of Beijing EVERSINO Technology Ltd. (北京華恒銘聖科技發展有限責任公司) since 2007 and up to this date. From 1998 to 2007, Mr. Li held various positions within Siemens Ltd., China, including the senior vice president and the chief technology officer of the group. Mr. Li is primarily responsible for reviewing and providing written comments on the regular reports of the Company, reviewing financial statements of the Company and supervising behaviors of Directors and senior management members. Mr. Li obtained his Ph.D. degree in Information Science from Karlsruhe Institute of Technology in Germany in 1991.

Mr. Hu Yuzhong (胡玉忠), aged 61, joined the Group in May 2014 and has been a Supervisor of the Company since then. Since 2003 and up to this date, Mr. Hu has served as chairman of the board of Beijing Times Hongxun Investment Company Limited (北京時代宏訊投資有限公司). From 1992 to 2002, he served as the executive vice president of China Post Putai Mobile Telecom Equipment Company Limited* (中郵普泰移動通訊設備股份有限公司). Mr. Hu is mainly responsible for reviewing and providing written comments on the regular reports of the Company, reviewing financial statements of the Company and supervising behaviors of Directors and senior management members. Mr. Hu obtained a MBA degree from Asia International Open University (Macau) in 2004.

In accordance with the Articles of Association, the Supervisors serve for a term of three years. In the event that Mr. Li Wanlin and Mr. Hu Yuzhong are appointed as shareholder Supervisors of the fourth session of the Board of Supervisors at the AGM, they shall enter into service agreements with the Company. The remuneration of the Supervisors for their tenures will be determined by the Board as authorized by the AGM based on the relevant provisions in the “Regulations for the Management of Remuneration of the Directors, Supervisors and Senior Management”.

Save as disclosed above, Mr. Li Wanlin and Mr. Hu Yuzhong have respectively confirmed that they have not held any positions as directors or supervisors or had any major appointments or qualifications in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, or held any other position in the Company or any members of the group for the past three years, and do not have any relationships with any Directors, Supervisors, senior management, substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Li Wanlin and Mr. Hu Yuzhong confirmed that they do not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

In addition, there is no information relating to Mr. Li Wanlin and Mr. Hu Yuzhong that needs to be disclosed pursuant to the provisions under Rule 13.51 (2)(h) to (v) of the Listing Rules, and there are no other matters concerning the proposed appointments of the shareholder Supervisors that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

* English translations of names for identification purposes only.



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 2019**

REVISED NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2019 (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 Friday, 22 May 2020 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 2019;
2. to consider and approve the report of the board of directors of the Company for the year 2019;
3. to consider and approve the report of the board of supervisors of the Company for the year 2019;
4. to consider and approve the annual financial report of the Company for the year 2019;
5. to consider and approve the profit distribution plan of the Company for the year 2019;
6. to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2020;
7. to consider and approve the proposed appointment of members of the fourth session of the board of directors:
 - 7.1 To consider and approve the proposed appointment of Mr. Liu Donghai as an executive director of the fourth session of the board of directors;
 - 7.2 To consider and approve the proposed appointment of Mr. Liu Yajun as an executive director of the fourth session of the board of directors;
 - 7.3 To consider and approve the proposed appointment of Ms. Liu Wencui as an executive director of the fourth session of the board of directors;

REVISED NOTICE OF ANNUAL GENERAL MEETING

- 7.4 To consider and approve the proposed appointment of Mr. Li Wenzhi as a non-executive director of the fourth session of the board of directors;
- 7.5 To consider and approve the proposed appointment of Mr. Yao Yanzhong as a non-executive director of the fourth session of the board of directors;
- 7.6 To consider and approve the proposed appointment of Mr. Lv Jing as a non-executive director of the fourth session of the board of directors;
- 7.7 To consider and approve the proposed appointment of Mr. Lv Tingjie as an independent non-executive director of the fourth session of the board of directors;
- 7.8 To consider and approve the proposed appointment of Mr. Lv Pingbo as an independent non-executive director of the fourth session of the board of directors;
- 7.9 To consider and approve the proposed appointment of Mr. Zhang Senquan as an independent non-executive director of the fourth session of the board of directors;
8. to consider and approve the proposed appointment of members of the fourth session of the board of supervisors:
 - 8.1 To consider and approve the proposed appointment of Mr. Li Wanlin as a shareholder supervisor of the fourth session of the board of supervisors;
 - 8.2 To consider and approve the proposed appointment of Mr. Hu Yuzhong as a shareholder supervisor of the fourth session of the board of supervisors;
9. to consider and approve the grant of an authorization to the board of directors to determine the directors' remuneration;
10. to consider and approve the grant of an authorization to the board of supervisors to determine the supervisors' remuneration;
11. to consider and approve the proposed revision to the business scope of the Company.

AS SPECIAL RESOLUTIONS

1. to consider and approve the proposed amendments to the Articles of Association;

REVISED NOTICE OF ANNUAL GENERAL MEETING

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 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 (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;

REVISED NOTICE OF ANNUAL GENERAL MEETING

- 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 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.”

By order of the board of directors
Beijing Digital Telecom Co., Ltd.
LIU Donghai
Chairman

Beijing, the PRC
28 April 2020

REVISED 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 Friday, 22 May 2020 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Wednesday, 22 April 2020 to Friday, 22 May 2020 (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, 21 April 2020.
2. Shareholders who intend to attend the AGM in person or by proxy should complete and sign the reply slip dispatched on 8 April 2020 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 Saturday, 2 May 2020, or to the address of the company secretary of the Company (the "**Company Secretary**"), applicable for the holders of Domestic Shares on or before Saturday, 2 May 2020 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.
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, Computershare Hong Kong Investor Services Limited, 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 Thursday, 21 May 2020) 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. If a Shareholder has not yet returned the original proxy form which was dispatched by the Company to its Shareholders on 8 April 2020 (the "**Original Proxy Form**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM 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, if duly completed, shall be treated as a valid proxy form lodged by the Shareholder. The proxy appointed under the Original Proxy Form shall 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 forward at the AGM, including the proposed resolutions as set out in 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 Thursday, 21 May 2020, the revised proxy form, if duly completed, shall be treated as a valid proxy form lodged by the Shareholder.

REVISED NOTICE OF ANNUAL GENERAL MEETING

- 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 shall be deemed invalid. It shall not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form, if duly completed, shall be treated as a valid proxy form lodged by the Shareholder. The proxy appointed under the Original Proxy Form shall 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 forward at the AGM (including the proposed resolutions as set out in this revised notice of the AGM).
7. Shareholders should note that completion and return of the revised proxy form shall not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof.
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
the PRC
- Tel: (010) 6873 3818
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