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

**If you have sold or transferred** all your shares in **Beijing Digital Telecom Co., Ltd.** (北京迪信通商貿股份有限公司), you should at once hand this 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 company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6188)**

**(1) ISSUE OF NEW H SHARES UNDER SPECIFIC MANDATE**  
**(2) NOTICE OF THE EGM**  
**(3) NOTICE OF THE H SHARE CLASS MEETING**  
**AND**  
**(4) NOTICE OF THE DOMESTIC SHARE CLASS MEETING**

Notices convening an extraordinary general meeting (the “EGM”) of the shareholders of Beijing Digital Telecom Co., Ltd. (the “Company”) and separate class meetings of holders of H Shares (the “H Share Class Meeting”) and holders of Domestic Shares (the “Domestic Share Class Meeting”, together with the H Share Class Meeting, the “Class Meetings”) of the Company to be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on 25 September 2023 (Monday) at 3:00 p.m., 3:15 p.m. on the same date or immediately after the conclusion of the EGM, and 3:30 p.m. on the same date or immediately after the conclusion of the H Share Class Meeting, respectively, are set out on pages 21 to 29 of this circular.

If you intend to attend the EGM and/or the Class Meetings by proxy, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the registered office of the Company (for holders of Domestic Shares) or the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding of the EGM and Class Meetings or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and Class Meetings or any adjournment thereof should you so wish.

References to dates and time in this circular are to Hong Kong dates and time.

8 September 2023

<b>CONTENTS</b>
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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	6
<b>NOTICE OF THE EGM</b> .....	21
<b>NOTICE OF THE H SHARE CLASS MEETING</b> .....	24
<b>NOTICE OF THE DOMESTIC SHARE CLASS MEETING</b> .....	27

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles”	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;
“Business Day(s)”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours;
“Class Meetings”	collectively, the H Share Class Meeting and the Domestic Share Class Meeting;
“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 Stock Exchange under stock code of 6188;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“CSRC”	the China Securities Regulatory Commission;
“Director(s)”	the directors of the Company;
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB;
“Domestic Share Class Meeting”	the class meeting of the holders of Domestic Shares to be convened and held at 3:30 p.m. on 25 September 2023 or immediately after the conclusion of the H Share Class Meeting or any adjournment thereof, for the purposes of approving, among other things, the grant of the Specific Mandate, the Subscription Agreements and the transactions contemplated thereunder;

## DEFINITIONS

“Domestic Share Offer”	the conditional mandatory cash offer made by Huafa Technology Industry Group for the Domestic Shares (other than those already owned or agreed to be acquired by Huafa Technology Industry Group and parties acting in concert with it) in accordance with the Takeovers Code (for details, please refer to the composite document issued by the Company and the Offeror Group dated 30 April 2021);
“EGM”	the extraordinary general meeting of the Company to be convened and held at 3:00 p.m. on 25 September 2023 or any adjournment thereof, for the purposes of approving, among other things, the grant of the Specific Mandate, the Subscription Agreements and the transactions contemplated thereunder;
“First Tranche Completion Date”	has the meaning given to it in the section headed “the Subscription Agreements – Completion” of this circular;
“First Tranche Subscription”	subscription of the First Tranche Subscription Shares by the Subscribers on the First Tranche Completion Date pursuant to the Subscription Agreements;
“First Tranche Subscription Shares”	a total of 51,400,000 H Shares to be subscribed by the Subscribers on the First Tranche Completion Date pursuant to the Subscription Agreements;
“Group”	the Company and its subsidiaries from time to time;
“H Share(s)”	the ordinary share(s) of the Company, with a par value of RMB1.00 each, which are listed on the Stock Exchange and traded in HK\$;
“H Share Class Meeting”	the class meeting of the holders of H Shares to be convened and held at 3:15 p.m. on 25 September 2023 or immediately after the conclusion of the EGM or any adjournment thereof, for the purposes of approving, among other things, the grant of the Specific Mandate, the Subscription Agreements and the transactions contemplated thereunder;

## DEFINITIONS

“H Share Offer”	the conditional mandatory cash offer made by Guotai Junan Securities (Hong Kong) Limited for and on behalf of Hong Kong Huafa for the H Shares in accordance with the Takeovers Code (for details, please refer to the composite document issued by the Company and the Offeror Group dated 30 April 2021);
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region;
“Hong Kong Huafa”	Hong Kong Huafa Investment Holdings Limited* (香港華發投資控股有限公司), a company incorporated in Hong Kong with limited liability and a controlling shareholder of the Company;
“Huafa Technology Industry Group”	Zhuhai Huafa Technology Industry Group Co., Ltd. (珠海華發科技產業集團有限公司) (formerly known as Zhuhai Huafa Industrial Investment Holding Co., Ltd.* (珠海華發實體產業投資控股有限公司)), a limited liability company established in the PRC and a controlling shareholder of the Company;
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, are third parties independent of and not connected with the Company and any of its connected persons in accordance with the Listing Rules;
“Last Trading Day”	3 June 2021, being the last trading day prior to the suspension of trading of the H Shares on the Stock Exchange;
“Latest Practicable Date”	7 September 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Committee”	the listing sub-committee of the board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Offer(s)”	the Domestic Share Offer and the H Share Offer;

## DEFINITIONS

“Offeror Group”	Huafa Technology Industry Group and Hong Kong Huafa;
“PRC”	The People’s Republic of China, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Second Tranche Completion Date”	has the meaning given to it in the section headed “the Subscription Agreements – Completion” of this circular;
“Second Tranche Subscription”	subscription of the Second Tranche Subscription Shares by the Subscribers on the Second Tranche Completion Date pursuant to the Subscription Agreements;
“Second Tranche Subscription Shares”	a total of 51,400,000 H Shares to be subscribed by the Subscribers on the Second Tranche Completion Date pursuant to the Subscription Agreements;
“Share(s)”	Domestic Share(s) and H Share(s);
“Shareholders”	holder(s) of the Shares;
“Specific Mandate”	the specific mandate proposed to be granted to the Directors by the Shareholders at the EGM and Class Meetings to issue the Subscription Shares to the Subscribers pursuant to the Subscription Agreements;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber I” or “YBN Investments”	YBN Investments Limited, a company incorporated in Hong Kong with limited liability and is an investment platform company wholly owned by YBN International Holdings Limited;
“Subscriber II” or “Unicorn Link”	Unicorn Link Group Limited, a company incorporated in the British Virgin Islands with limited liability and is a wholly-owned subsidiary of Xi Yue Cultural Industry Investment Fund L.P.;
“Subscribers”	collectively, Subscriber I and Subscriber II;

## DEFINITIONS

“Subscription Agreement I”	the conditional subscription agreement dated 1 September 2023 entered into between the Company as issuer and Subscriber I as subscriber for the subscription of a total of 77,000,000 Subscription Shares at the Subscription Price in three tranches;
“Subscription Agreement II”	the conditional subscription agreement dated 1 September 2023 entered into between the Company as issuer and Subscriber II as subscriber for the subscription of a total of 77,000,000 Subscription Shares at the Subscription Price in three tranches;
“Subscription Agreements”	collectively, Subscription Agreement I and Subscription Agreement II;
“Subscription Share(s)”	a total of 154,000,000 H Shares to be subscribed by the Subscribers pursuant to the Subscription Agreements;
“Subscription Price”	HK\$1.70 per Subscription Share;
“Subscriptions”	subscription of the Subscription Shares by the Subscribers pursuant to the Subscription Agreements;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks;
“Third Tranche Completion Date”	has the meaning given to it in the section headed “the Subscription Agreements – Completion” of this circular;
“Third Tranche Subscription”	subscription of the Third Tranche Subscription Shares by the Subscribers on the Third Tranche Completion Date pursuant to the Subscription Agreements;
“Third Tranche Subscription Shares”	a total of 51,200,000 H Shares to be subscribed by the Subscribers on the Third Tranche Completion Date pursuant to the Subscription Agreements;
“Zhuhai SASAC”	State-owned Assets Supervision and Administration Commission of Zhuhai Municipal People’s Government* (珠海市人民政府國有資產監督管理委員會); and
“%”	per cent.

*For the purpose of this circular, unless otherwise indicated, the exchange rate of RMB1.00=HK\$1.09 has been used for currency translation. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amount in HK\$ or RMB have been, could have been or may be converted at such or any other rate at all.*

\* For identification purpose only

LETTER FROM THE BOARD



北京迪信通商貿股份有限公司  
**Beijing Digital Telecom Co., Ltd.**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 6188)

*Executive Directors:*

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

*Non-executive Directors:*

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

*Independent non-executive Directors:*

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

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

Room 828, 8/F.  
Rykadan Capital Tower  
135 Hoi Bun Road  
Kwun Tong  
Hong Kong

8 September 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) ISSUE OF NEW H SHARES UNDER SPECIFIC MANDATE**  
**(2) NOTICE OF THE EGM**  
**(3) NOTICE OF THE H SHARE CLASS MEETING**  
**AND**  
**(4) NOTICE OF THE DOMESTIC SHARE CLASS MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 1 September 2023, whereby it was announced that on 1 September 2023, the Company entered into (i) the Subscription Agreement I with the Subscriber I, pursuant to which the Subscriber I has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches, and (ii) the Subscription Agreement II with the Subscriber II, pursuant to which the Subscriber II has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches.



## LETTER FROM THE BOARD

The purpose of this circular is to give you further information regarding the Subscriptions, which is reasonably necessary to enable you to make an informed decision as to whether to vote in favour of the resolution(s) proposed at the EGM and the Class Meetings.

### THE SUBSCRIPTION AGREEMENTS

Set out below are the salient terms of the Subscription Agreements:

**Date:** 1 September 2023

#### Parties

Subscription Agreement I: (1) the Company, as issuer; and  
(2) YBN Investments, as Subscriber I

Subscription Agreement II: (1) the Company, as issuer; and  
(2) Unicorn Link, as Subscriber II

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Subscribers and its ultimate beneficial owner(s) are Independent Third Parties.

#### The Subscription Shares

Pursuant to the Subscription Agreement I, the Subscriber I has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches.

Pursuant to the Subscription Agreement II, the Subscriber II has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches.

Set out below are the details of the number of new H Shares to be subscribed by each Subscriber under each of the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription:

Name of the Subscribers	No. of Subscription Shares to be subscribed for under			the
	First Tranche Subscription	Second Tranche Subscription	Third Tranche Subscription	
YBN Investments	25,700,000	25,700,000	25,600,000	77,000,000
Unicorn Link	25,700,000	25,700,000	25,600,000	77,000,000
<b>Total</b>	<b>51,400,000</b>	<b>51,400,000</b>	<b>51,200,000</b>	<b>154,000,000</b>

## LETTER FROM THE BOARD

The Subscription Shares are 154,000,000 new H Shares to be allotted and issued by the Company under the Specific Mandate. The Subscription Shares represent:

- (i) approximately 39.01% of the existing total number of H Shares in issue and approximately 21.03% of the existing total number of Shares in issue as at the Latest Practicable Date; and
- (ii) approximately 28.06% of the total number of H Shares in issue and approximately 17.37% of the total number of Shares in issue as enlarged by the issue of the Subscription Shares immediately following the completion of the Subscriptions, assuming that there will be no change in the total number of Shares in issue (other than the issue of the Subscription Shares) between the Latest Practicable Date and the completion of the Subscriptions.

The aggregate nominal value of the Subscription Shares is RMB154,000,000.

### Subscription Price

The Subscription Price of HK\$1.70 per Subscription Share represents:

- (i) a discount of approximately 55.61% to the closing price of HK\$3.83 per H Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 55.61% to the average closing price of approximately HK\$3.83 per H Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 55.61% to the average closing price of approximately HK\$3.83 per H Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day;
- (iv) a premium of approximately 161.54% to the audited consolidated net asset value per Share of approximately RMB0.60 (equivalent to approximately HK\$0.65) based on a total of 732,460,400 Shares in issue as at 31 December 2022 and the audited consolidated net asset of the Company of approximately RMB437,913,000 as at 31 December 2022;
- (v) a premium of approximately 183.33% to the unaudited consolidated net asset value per Share of approximately RMB0.55 (equivalent to approximately HK\$0.60) based on a total of 732,460,400 Shares in issue as at 30 June 2023 and the unaudited consolidated net asset of the Company of approximately RMB402,865,000 as at 30 June 2023; and
- (vi) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 9.66% (being the discount of the theoretical diluted price (as defined under note 1 to Rule 7.27B of the Listing Rules) of approximately HK\$3.46 per Share to the benchmarked price (as defined under note 1 to Rule 7.27B of the Listing Rules) of HK\$3.83 per Share, having taken into account the

## LETTER FROM THE BOARD

average of the closing prices of the H Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day of HK\$3.83 per H Share).

The Subscription Price was determined after arm’s length negotiations between the Company and the Subscribers after taking into consideration, among others, (i) the prevailing capital market conditions, (ii) the financial condition of the Group, (iii) the downward trend of the market sentiment in the Hong Kong stock market from the Last Trading Day to 31 August 2023 which is evidenced by the fact that the Hang Seng Index has fallen from approximately 28,966 on the Last Trading Day to approximately 18,382 on 31 August 2023, representing a drop of approximately 36.54%, (iv) a premium of approximately 183.33% of the Subscription Price as compared to the unaudited consolidated net asset value of the Company as at 30 June 2023 per Share, (v) the usual practice that the issue price of the new shares will be at a discount to the then prevailing closing price of the issuers listed on the Stock Exchange in order to attract the potential subscribers for subscription, (vi) the lack of trading volume in the H Shares for a long period of time due to the suspension of trading in the H Shares with effect from 4 June 2021 and (vii) the applicable laws, regulations and normative documents of the PRC. Based on the foregoing, the Directors consider that the basis for determining the Subscription Price is fair and reasonable.

Set out below are the details of the consideration of the First Tranche Subscription Shares, the Second Tranche Subscription Shares and the Third Tranche Subscription Shares, which shall be satisfied in cash and payable by each Subscriber on the First Tranche Completion Date (as defined below), the Second Tranche Completion Date (as defined below) and the Third Tranche Completion Date (as defined below):

Name of the Subscribers	Consideration of the First Tranche Subscription Shares (HK\$)	Consideration of the Second Tranche Subscription Shares (HK\$)	Consideration of the Third Tranche Subscription Shares (HK\$)	Total consideration of Subscription Shares (HK\$)
YBN Investments	43,690,000	43,690,000	43,520,000	130,900,000
Unicorn Link	43,690,000	43,690,000	43,520,000	130,900,000
<b>Total</b>	<b>87,380,000</b>	<b>87,380,000</b>	<b>87,040,000</b>	<b>261,800,000</b>

Assuming all the Subscription Shares are fully subscribed, the gross proceeds from the Subscriptions are expected to be HK\$261.80 million. After deducting related professional fees and all related expenses of approximately HK\$1.05 million to be borne by the Company under the Subscriptions, the net proceeds of the Subscriptions will amount to approximately HK\$260.75 million, representing a net subscription price of approximately HK\$1.69 per Subscription Share.

## LETTER FROM THE BOARD

### Conditions precedent to the Subscriptions

Completion of each of the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription under each of the Subscription Agreements is conditional upon the fulfilment or waiver (if applicable) of the following conditions:

- (i) the obtaining of the approval of the Board for the Subscriptions and the passing of special resolutions at the EGM and the Class Meetings approving the following matters in accordance with the Listing Rules, the Articles and/or applicable laws including but not limited to: (a) the entering into, delivery and performance of the Subscription Agreements and the transactions contemplated thereunder; (b) the Specific Mandate; and (c) authorizing the Directors to make such other necessary amendments to the Articles in relation to the increase in the registered share capital of the Company and to reflect the changes in the share capital of the Company as the result of the issue of the Subscription Shares;
- (ii) the Stock Exchange has granted the listing of, and permission to deal in, the Subscription Shares (irrespective of any conditions), and such approval has not been revoked prior to the completion of the First Tranche Subscription (in respect of the First Tranche Subscription Shares), the Second Tranche Subscription (in respect of the Second Tranche Subscription Shares) and the Third Tranche Subscription (in respect of the Third Tranche Subscription Shares) (as the case may be);
- (iii) the Stock Exchange has granted the approval of the resumption of trading in the H Shares on the Stock Exchange (irrespective of any conditions), and such approval has not been revoked prior to the completion of the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription (as the case may be);
- (iv) H Shares continue to be listed on the Stock Exchange;
- (v) all requisite approvals and consents of any governmental or regulatory authorities (including but not limited to Zhuhai SASAC) or any other third parties having been obtained by the Company and remained in full force and effect in connection with the entering into and performance of each of the Subscription Agreements and the transactions contemplated thereunder, and that all applicable statutory and legal obligations, all applicable securities legislation and all requirements of the applicable authorities having been complied with;
- (vi) all requisite approvals of the board of directors or the shareholders (as the case may be in accordance with the Subscribers' articles of association) of the Subscribers having been obtained by the Subscribers and remained in full force and effect for the entering into and performance of the Subscription Agreements and the completion of the relevant Subscriptions;

## LETTER FROM THE BOARD

- (vii) the representations and warranties given by the Company in the Subscription Agreements remaining true and accurate in all material respects; and
- (viii) the representations and warranties given by the Subscribers in the Subscription Agreements remaining true and accurate in all material respects.

The Company and the Subscribers shall use their best endeavours to ensure the fulfilment of the above conditions as soon as practicable. Save that the Subscribers have the right to waive the above condition (vii) and the Company has the right to waive the above conditions (vi) and (viii), none of the above conditions can be waived by any party to the Subscription Agreements.

If the above conditions precedent are not fulfilled or waived (where applicable) on or prior to the First Tranche Completion Date, the Second Tranche Completion Date or the Third Tranche Completion Date (as the case may be) under the Subscription Agreement(s), the Subscription Agreement(s) shall cease and terminate automatically (save for the surviving clauses) and thereafter neither party shall have any claim against the other for damages or otherwise, save for any antecedent breach of the Subscription Agreement(s).

As at the Latest Practicable Date, save for the conditions precedent (i), (ii) and (iii), all the other conditions precedent as stated above had been fulfilled.

As at the Latest Practicable Date, the requisite approval from Zhuhai SASAC has been obtained in connection with the entering into and performance of each of the Subscription Agreements and the transactions contemplated thereunder. After the new H Shares are issued pursuant to the Subscription Agreements, the Company will file with the regulatory authorities in the PRC in accordance with the relevant applicable laws and regulations, including the filing with the CSRC.

### Completion

The completion of the First Tranche Subscription will take place on a date within three Business Days following the fulfilment or waiver (if applicable) of the above conditions precedent to the completion of the First Tranche Subscription but no later than 30 September 2023 (the “**First Tranche Completion Date**”).

The completion of the Second Tranche Subscription will take place on a date within three Business Days following the fulfilment or waiver (if applicable) of the above conditions precedent to the completion of the Second Tranche Subscription but no later than 90 days after the completion of the First Tranche Subscription (i.e. no later than 29 December 2023) (the “**Second Tranche Completion Date**”).

The completion of the Third Tranche Subscription will take place on a date within three Business Days following the fulfilment or waiver (if applicable) of the above conditions precedent to the completion of the Third Tranche Subscription but no later than 180 days after the completion of the First Tranche Subscription (i.e. no later than 28 March 2024) (the “**Third Tranche Completion Date**”).

## LETTER FROM THE BOARD

Completion of each tranche of the Subscriptions under each of the Subscription Agreements is not inter-conditional with each other, but it is intended that completion of each tranche of the Subscriptions under each of the Subscription Agreements shall take place simultaneously.

### **Ranking of the Subscription Shares**

The Subscription Shares, when allotted and issued, will rank *pari passu* in all respects among themselves, and with the H Shares in issue on the date of allotment and issue of the Subscription Shares.

### **Lock-up period**

Each of the Subscribers unconditionally and irrevocably undertakes with the Company that, without the prior written approval of the Company:

- (i) in respect of the First Tranche Subscription Shares, for a period from the First Tranche Completion Date (including such date) and ending on (i) twelve months from the First Tranche Completion Date or (ii) six months from the Third Tranche Completion Date (whichever is later);
- (ii) in respect of the Second Tranche Subscription Shares, for a period from the Second Tranche Completion Date (including such date) and ending on (i) nine months from the Second Tranche Completion Date or (ii) six months from the Third Tranche Completion Date (whichever is later); and
- (iii) in respect of the Third Tranche Subscription Shares, for a period from the Third Tranche Completion Date (including such date) and ending on six months from the Third Tranche Completion Date,

each of the Subscribers, its nominee or any party acting in concert with it shall not, directly or indirectly, sell, transfer or other forms of dealing with any of the Subscription Shares or their interests, whether any of the foregoing transactions or arrangement is to be settled by delivery of such Subscription Shares or in cash or otherwise (collectively, the “Dealings”) or released to the public any Dealings in respect of the Subscription Shares (in whole or in part) or enter into any letter of intent to do any of the foregoing or deposit any of the Subscription Shares (in whole or in part) to any depository.

## LETTER FROM THE BOARD

### EFFECT OF THE SUBSCRIPTIONS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the First Tranche Subscription but before completion of the Second Tranche Subscription and the Third Tranche Subscription; (iii) immediately after completion of the First Tranche Subscription and the Second Tranche Subscription but before completion of the Third Tranche Subscription; (iv) immediately after completion of the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription, assuming that all of the 154,000,000 Subscription Shares will be subscribed by the Subscribers in full and no further Shares will be issued or repurchased from the Latest Practicable Date and up to date of completion of the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription:

	As at the Latest Practicable Date			Upon completion of the First Tranche Subscription			Upon completion of the Second Tranche Subscription			Upon completion of the Third Tranche Subscription		
	Number of Shares	Approximate % of issued Shares in the same class	Approximate % of entire issued Shares	Number of Shares	Approximate % of issued Shares in the same class	Approximate % of entire issued Shares	Number of Shares	Approximate % of issued Shares in the same class	Approximate % of entire issued Shares	Number of Shares	Approximate % of issued Shares in the same class	Approximate % of entire issued Shares
<i>Domestic Shares</i>												
Digital Science & Technology	168,362,098	49.86	22.99	168,362,098	49.86	21.48	168,362,098	49.86	20.16	168,362,098	49.86	18.99
Huafa Technology Industry Group	169,337,902	50.14	23.12	169,337,902	50.14	21.60	169,337,902	50.14	20.27	169,337,902	50.14	19.10
<b>SUB-TOTAL</b>	<b>337,700,000</b>	<b>100</b>	<b>46.11</b>	<b>337,700,000</b>	<b>100</b>	<b>43.08</b>	<b>337,700,000</b>	<b>100</b>	<b>40.43</b>	<b>337,700,000</b>	<b>100</b>	<b>38.09</b>
<i>H Shares</i>												
Hong Kong Huafa Investment Holdings Limited	327,057,912	82.85	44.65	327,057,912	73.31	41.72	327,057,912	65.73	39.16	327,057,912	59.60	36.90
<i>Public Shareholders</i>												
- Subscriber I	-	-	-	25,700,000	5.76	3.28	51,400,000	10.33	6.15	77,000,000	14.03	8.69
- Subscriber II	-	-	-	25,700,000	5.76	3.28	51,400,000	10.33	6.15	77,000,000	14.03	8.69
- Public Shareholders (other than Subscribers)	67,702,488	17.15	9.24	67,702,488	15.17	8.64	67,702,488	13.61	8.11	67,702,488	12.34	7.63
<b>Sub-total of public Shareholders</b>	<b>67,702,488</b>	<b>17.15</b>	<b>9.24</b>	<b>119,102,488</b>	<b>26.69</b>	<b>15.20</b>	<b>170,502,488</b>	<b>34.27</b>	<b>20.41</b>	<b>221,702,488</b>	<b>40.40</b>	<b>25.01</b>
<b>SUB-TOTAL</b>	<b>394,760,400</b>	<b>100</b>	<b>53.89</b>	<b>446,160,400</b>	<b>100</b>	<b>56.92</b>	<b>497,560,400</b>	<b>100</b>	<b>59.57</b>	<b>548,760,400</b>	<b>100</b>	<b>61.91</b>
<b>TOTAL</b>	<b>732,460,400</b>	<b>100</b>	<b>100</b>	<b>783,860,400</b>	<b>100</b>	<b>100</b>	<b>835,260,400</b>	<b>100</b>	<b>100</b>	<b>886,460,400</b>	<b>100</b>	<b>100</b>

Note: The aggregate percentage may not sum to total due to rounding.

## LETTER FROM THE BOARD

### EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any equity fund raising activity in the 12 months preceding the Latest Practicable Date.

In particular, the Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the date of the announcement dated 1 September 2023, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of such rights issue, open offer and/or specific mandate placing within such 12-month period. Since the completion of all three tranches of the Subscriptions does not result in a theoretical dilution effect of 25% or more on its own, the theoretical dilution effect of the Subscriptions is in compliance with the requirements under Rule 7.27B of the Listing Rules.

### APPLICATION FOR LISTING

Application will be made to the Listing Committee for the listing of, and permission to deal in, the Subscription Shares by the Company.

### INFORMATION OF THE GROUP AND THE PARTIES TO THE SUBSCRIPTIONS

The Company is a joint stock limited company incorporated in the PRC on 31 May 2001. The principal business activity of the Group is the sale of mobile telecommunications devices and accessories and the provision of related services.

YBN Investments is a company incorporated in Hong Kong with limited liability and is an investment platform company wholly owned by YBN International Holdings Limited, which is controlled by YBN Holdings Limited (“**YBN Holdings**”). YBN Holdings is principally engaged in direct investment, asset management, financial leasing and factoring businesses in mainland China. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, YBN Holdings is owned as to (i) approximately 46.75% by CITIC International Assets Management Limited (中信國際資產管理有限公司), (ii) approximately 38.25% by a company ultimately majority owned by a private investor, namely Wang Wei, and (iii) approximately 15% by a company ultimately owned by a private investor. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, neither of YBN Investments nor its ultimate beneficial owners is a connected person (as defined under the Listing Rules) of the Company.

Unicorn Link is a company incorporated in the British Virgin Islands with limited liability. Unicorn Link was established as a special purpose company and is a wholly-owned subsidiary of Xi Yue Cultural Industry Investment Fund L.P. (“**Xi Yue Fund L.P.**”), an exempted limited partnership incorporated in the Cayman Islands which is engaged in various investment activities. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the limited partner of Xi Yue Fund L.P. is United Wealth Ventures Limited (a company incorporated in the British Virgin



## LETTER FROM THE BOARD

Islands with limited liability), which is wholly owned by Glorious Maple Limited (“**Glorious Maple**”). Glorious Maple is owned as to 30% by Hong Ching Wei and 70% by Create Profit Global Limited, which is wholly owned by Yeung Wan Yiu. The general partner of Xi Yue Fund L.P. is Vital Vision Limited (a company incorporated in the Cayman Islands with limited liability) (“**Vital Vision**”), which is responsible for the day-to-day management of Xi Yue Fund L.P. and its investment activities. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, neither of Xi Yue Fund L.P. nor its ultimate beneficial owners is a connected person (as defined under the Listing Rules) of the Company.

### REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS

As disclosed in the announcement of the Company dated 3 June 2021 (the “**Closing Announcement**”), immediately after the close of the Offers and taking into account the valid acceptances of the Offers in respect of 327,057,912 H Shares, the Offeror Group and parties acting in concert with it held, controlled or directed 327,057,912 H Shares and 337,700,000 Domestic Shares, representing approximately 82.85% and 100% of the issued H Shares and Domestic Shares respectively and representing in aggregate approximately 90.76% of the total number of issued Shares. Immediately following the close of the Offers, 67,702,488 H Shares, representing approximately 9.24% of the issued Shares as at the date of the Closing Announcement, were held by the public (within the meaning of the Listing Rules). Accordingly, the minimum public float requirement of 25% of the Shares as set out in Rule 8.08(1)(a) of the Listing Rules was not satisfied. At the request of the Company, trading in the H Shares has been suspended since 4 June 2021 since the percentage of public float fell below 15% following the close of the Offers.

Since the suspension of trading of H Shares on 4 June 2021, the Company has been proactively formulating work plans for restoration of public float by the Company and use its best endeavours to reach out and negotiate with potential investors for the subscription of H Shares in order to restore the minimum public float as soon as practicable. As disclosed in the announcement of the Company dated 22 February 2023, the Stock Exchange has granted the approval to extend the remedial period of resumption of trading of the H shares from 3 December 2022 to 30 September 2023 (the “**Remedial Period**”). To restore the public float of the Company as soon as practicable, the Board has resolved to enter into the Subscription Agreements with the Subscribers, pursuant to which a total of 154,000,000 Subscription Shares, representing approximately 21.03% of the total number of Shares in issue as at the Latest Practicable Date, will be allotted and issued in a total of three tranches to the Subscribers who would constitute the public shareholders of the Company.

## LETTER FROM THE BOARD

Assuming that all of the 154,000,000 Subscription Shares will be subscribed by the Subscribers in full and no further Shares will be issued or repurchased from the Latest Practicable Date and up to date of completion of all three tranches of the Subscriptions, it is expected that the percentage of the public float of the Company will be increased to approximately 25.01% of the issued Shares (as enlarged by the Subscription Shares) after completion of all three tranches of the Subscriptions. For details of the effect of the Subscriptions on the shareholding structure of the Company, please refer to the section headed "Effect of the Subscriptions on the Shareholding Structure of the Company" in this circular above.

In light of the above and given that there is a reasonable degree of certainty that each tranche of the Subscriptions will be materialised as the Subscribers are legally bound to subscribe for the Subscription Shares subject to the terms and conditions of the Subscription Agreements, and taking into account the factors including an open market exists in the H Shares, despite a shortfall in the public float of the Company from 25% as prescribed under Rule 8.08(1)(a) of the Listing Rules and that resumption of trading in the H Shares will facilitate the Company to carry out the proposed steps to restore the public float, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted the preliminary approval to the Company to allow the resumption of trading of H Shares upon completion of the First Tranche Subscription. The Company will make a formal application to the Stock Exchange for the resumption of trading in H Shares upon completion of the First Tranche Subscription.

Not only enabling the restoration of its public float, the Subscriptions also represent a good opportunity for the Company to raise capital in this challenging capital market conditions. The Subscriptions will allow the Company to replenish its working capital without having to increase the Group's financing costs and sustain the continuous business and development of the Group. Accordingly, the Directors (including the independent non-executive Directors) consider that the terms and conditions of the Subscription Agreements (including the Subscription Price) were entered into on normal commercial terms after arm's length negotiations and the terms therein are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

### USE OF PROCEEDS

It is expected that the gross proceeds from the Subscriptions will be HK\$261.80 million. After deducting related professional fees and all related expenses of approximately HK\$1.05 million to be borne by the Company under the Subscriptions, the net proceeds from the Subscriptions will amount to approximately HK\$260.75 million. The Company intends to use the net proceeds as general working capital for the Group (including the repayment of the bank loans related to general operation). It is expected that the net proceeds from the Subscriptions of the Group will be utilised within one year after the completion of all three tranches of the Subscriptions.

## LETTER FROM THE BOARD

### PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Subject to the passing of the special resolutions approving the Specific Mandate in respect of the Subscriptions at the EGM and the Class Meetings, the Board further proposes to seek approval of the Shareholders by way of special resolutions at the EGM and the Class Meetings to authorise the Board to amend Article 20 of the existing Articles (which specifies the total number of ordinary shares (including Domestic Shares and foreign shares) issued by the Company) and Article 23 of the Articles (which specifies the amount of the registered capital of the Company) in such manner as it is necessary to increase the total number of Shares and the amount of the registered capital of the Company as necessitated by and consequent on the allotment and issuance of the relevant Subscription Shares under the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription, respectively (as the case may be).

Save for the proposed amendments to the existing Articles set out above, other provisions in the existing Articles remain unchanged.

The Company confirms that the proposed amendments to the existing Articles will not affect the existing businesses and operations of the Group. The Company has been advised by its legal advisers that the proposed amendments to the existing Articles are not inconsistent with the requirements of the Listing Rules and the laws of the PRC respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the existing Articles for a company listed on the Stock Exchange.

Shareholders and potential investors are advised that the amended and restated Articles are prepared in both English and Chinese versions. The English translation of the amended and restated Articles is for reference only. In case of any inconsistency between these two versions, the Chinese version shall prevail.

### GENERAL

Shareholders and potential investors should be aware that the Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. Even if the proposed Specific Mandate is granted to the Board, each of the Subscriptions may or may not be proceeded with. If any of the Subscriptions are proceeded with, it is subject to the satisfaction of a number of conditions precedent which are more particularly set out in the sections headed “Conditions precedent to the Subscriptions” above in this circular. There is no assurance that any of the conditions precedent to each of the Subscriptions will be fulfilled. Therefore, the Subscriptions may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.

## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

In order to determine the eligibility of Shareholders to attend and vote at the EGM and the Class Meetings, the Company's register of H Shareholders will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive). Shareholders who intend to attend and vote at the EGM and/or the Class Meetings shall lodge all the transfer documents together with the relevant share certificates 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 (for holders of H Shares) or the registered office of the Company (for holders of Domestic Shares) no later than 4:30 p.m. on Tuesday, 19 September 2023.

### EGM AND CLASS MEETINGS

The EGM will be held for the purpose of approving, among others, (i) the Subscription Agreements and the transactions contemplated thereunder including the Specific Mandate; and (ii) the authorisation to the Board to make any necessary amendments to the Articles to reflect the consequential change in the registered share capital of the Company as a result of the increase in the number of H Shares to be issued under the Subscriptions.

No Shareholders are required to abstain from voting on the special resolutions to be approved at the EGM and the Class Meetings.

Separate Class Meetings will be held for the purpose of approving, among others, (i) the Subscription Agreements and the transactions contemplated thereunder including the Specific Mandate; and (ii) the authorisation to the Board to make any necessary amendments to the Articles to reflect the consequential change in the registered share capital of the Company as a result of the increase in the number of H Shares to be issued under the Subscriptions.

The notice of the EGM to be held at 3:00 p.m. on 25 September 2023 (Monday) at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC, is set out on pages 21 to 23 of this circular. At the EGM, special resolutions will be proposed for the holders of Domestic Shares and H Shares to approve the Subscriptions, the Specific Mandate and the proposed amendments to the existing Articles.

The notices of the H Share Class Meeting and the Domestic Share Class Meeting to be held on 25 September 2023 (Monday) at 3:15 p.m. (or immediately after the conclusion of EGM) and 3:30 p.m. (or immediately after the conclusion of the H Share Class Meeting) at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC, respectively, are set out on pages 24 to 29 of this circular. At the separate Class Meetings, separate special resolutions will be proposed for the holders of H Shares and holders of Domestic Shares, respectively, to approve the Subscriptions, the Specific Mandate and the proposed amendments to the existing Articles.

## LETTER FROM THE BOARD

If you intend to attend the EGM and/or the Class Meetings by proxy, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the registered office of the Company (for holders of Domestic Shares) or the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding of the EGM and Class Meetings or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and Class Meetings or any adjournment thereof should you so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairmen of the EGM and the Class Meetings will therefore demand a poll for every resolution at the EGM and the Class Meetings pursuant to the existing Articles. On a poll, each Shareholder who attends the EGM and/or the Class Meetings in person or by proxy (or where the Shareholder is a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast the votes he/she/it used in the same manner.

An announcement on the poll vote results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.dixintong.com>) respectively by the Company after the EGM and the Class Meetings in the manner prescribed under the Listing Rules.

### DISCLOSURE OF DIRECTORS' INTERESTS

None of the Directors has a material interest in the Subscription Agreements and the transactions contemplated thereunder and therefore no Director was required to abstain from voting on the Board resolutions approving the Subscription Agreements and the transactions contemplated thereunder including the Specific Mandate.

### RESPONSIBILITY STATEMENT

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

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreements and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM and the Class Meetings to approve the Subscriptions, the Specific Mandate and the proposed amendments to the existing Articles.

### CONTINUED SUSPENSION OF TRADING

The completion of each of the Subscriptions is subject to fulfilment or waiver of the condition precedents under the relevant Subscription Agreements and therefore may or may not materialise. Shareholders and potential investors of the Company should note that the despatch of this circular does not necessarily mean that the listing of the Subscription Shares will be approved by the Stock Exchange.

At the request of the Company, trading in the H Shares has been suspended with effect from 9:00 a.m. on 4 June 2021 and will remain suspended until further notice. The release of this circular does not necessarily indicate that each of the Subscriptions will be materialised and that trading in the H Shares will be resumed. Accordingly, Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

Yours faithfully,  
By order of the Board  
**Beijing Digital Telecom Co., Ltd.**  
XU Jili  
*Chairwoman*

## NOTICE OF THE EGM



### 北京迪信通商貿股份有限公司 Beijing Digital Telecom Co., Ltd.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 6188)

#### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Beijing Digital Telecom Co., Ltd. (the “Company”) will be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Monday, 25 September 2023, at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 September 2023 (the “Circular”):

#### AS SPECIAL RESOLUTIONS

**“THAT:**

- (i) the subscription agreement (the “**Subscription Agreement I**”) dated 1 September 2023 (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company as issuer and YBN Investments Limited as Subscriber in relation to the subscription of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches and the transactions contemplated thereunder be and are hereby approved;
- (ii) the subscription agreement (the “**Subscription Agreement II**”) dated 1 September 2023 (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company as issuer and Unicorn Link Group Limited as Subscriber in relation to the subscription of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches and the transactions contemplated thereunder be and are hereby approved;
- (iii) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue 154,000,000 Subscription Shares to the Subscribers at the Subscription Price of HK\$1.70 per Subscription Share pursuant to the terms and conditions of the Subscription Agreements as set out in the Circular;

## NOTICE OF THE EGM

- (iv) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Subscription Agreements and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreements; and
- (v) conditional upon the Specific Mandate to allot and issue the Subscription Shares having been obtained, the Board be and is hereby authorised to make such necessary amendments to the existing Articles to increase the total number of Shares and the amount of the registered capital of the Company as necessitated by and consequent on the allotment and issuance of the relevant Subscription Shares under the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription respectively (as the case may be) pursuant to the Specific Mandate.”

By order of the Board  
**Beijing Digital Telecom Co., Ltd.**  
**Xu Jili**  
*Chairwoman*

Beijing, the PRC  
8 September 2023

*Notes:*

1. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company on Monday, 25 September 2023 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive). Shareholders who intend to attend and vote at the EGM shall lodge all the transfer documents together with the relevant share certificates 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 (for holders of H Shares) or the registered office of the Company (for holders of Domestic Shares) no later than 4:30 p.m. on Tuesday, 19 September 2023.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf. A proxy needs not be a Shareholder.
3. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her/its attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person’s seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for holders of H Shares; or at the registered office of the Company for holders of Domestic Shares as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the Class Meetings 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



## NOTICE OF THE EGM

signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar or the registered office of the Company (as may be applicable).

4. Shareholders or their proxies are required to produce their identification documents when attending the EGM.

5. Miscellaneous

i. 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 registered office of the Company:

No. 101, 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: Mr. Huang Mingqiang

iii. The address of the Company's H Share registrar:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (For lodging share transfers)

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (For deposit of the proxy form)

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

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

## NOTICE OF THE H SHARE CLASS MEETING



### 北京迪信通商貿股份有限公司 Beijing Digital Telecom Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 6188)

## NOTICE OF THE H SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the class meeting of the holders of H Shares (the “**H Share Class Meeting**”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) will be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Monday, 25 September 2023, at 3:15 p.m. (or immediately after the conclusion or adjournment of the EGM which will be held at the same place and date) to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 September 2023 (the “**Circular**”):

### AS SPECIAL RESOLUTIONS

**“THAT:**

- (i) the subscription agreement (the “**Subscription Agreement I**”) dated 1 September 2023 (a copy of which has been produced to the H Share Class Meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company as issuer and YBN Investments Limited as Subscriber in relation to the subscription of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches and the transactions contemplated thereunder be and are hereby approved;
- (ii) the subscription agreement (the “**Subscription Agreement II**”) dated 1 September 2023 (a copy of which has been produced to the H Share Class Meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company as issuer and Unicorn Link Group Limited as Subscriber in relation to the subscription of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches and the transactions contemplated thereunder be and are hereby approved;
- (iii) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue 154,000,000 Subscription Shares to the Subscribers at the Subscription Price of HK\$1.70 per Subscription Share pursuant to the terms and conditions of the Subscription Agreements as set out in the Circular;

## NOTICE OF THE H SHARE CLASS MEETING

- (iv) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Subscription Agreements and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreements; and
- (v) conditional upon the Specific Mandate to allot and issue the Subscription Shares having been obtained, the Board be and is hereby authorised to make such necessary amendments to the existing Articles to increase the total number of Shares and the amount of the registered capital of the Company as necessitated by and consequent on the allotment and issuance of the relevant Subscription Shares under the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription respectively (as the case may be) pursuant to the Specific Mandate.”

By order of the Board  
**Beijing Digital Telecom Co., Ltd.**  
**Xu Jili**  
*Chairwoman*

Beijing, the PRC  
8 September 2023

*Notes:*

1. Holders of H Shares whose names appear on the register of members of the Company on Monday, 25 September 2023 are entitled to attend and vote at the H Share Class Meeting. The register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive). Shareholders who intend to attend and vote at the H Share Class Meeting shall lodge all the transfer documents together with the relevant share certificates 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 no later than 4:30 p.m. on Tuesday, 19 September 2023.
2. Any Shareholder entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf. A proxy needs not be a Shareholder.
3. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her/its 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 as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the H Share Class Meeting 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.

## NOTICE OF THE H SHARE CLASS MEETING

4. Holders of H Shares or their proxies are required to produce their identification documents when attending the H Share Class Meeting.

5. Miscellaneous

i. All attending holders of H Shares shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

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

No. 101, 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: Mr. Huang Mingqiang

iii. The address of the Company's H Share registrar:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (For lodging share transfers)

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (For deposit of the proxy form)

Tel: (852) 2862 8555

Fax: (852) 2865 0990

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

# NOTICE OF THE DOMESTIC SHARE CLASS 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 THE DOMESTIC SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the class meeting of the holders of Domestic Shares (the “**Domestic Share Class Meeting**”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) will be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Monday, 25 September 2023, at 3:30 p.m. (or immediately after the conclusion or adjournment of the H Share Class Meeting which will be held at the same place and date) to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 September 2023 (the “**Circular**”):

#### AS SPECIAL RESOLUTIONS

**“THAT:**

- (i) the subscription agreement (the “**Subscription Agreement I**”) dated 1 September 2023 (a copy of which has been produced to the Domestic Share Class Meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company as issuer and YBN Investments Limited as Subscriber in relation to the subscription of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches and the transactions contemplated thereunder be and are hereby approved;
- (ii) the subscription agreement (the “**Subscription Agreement II**”) dated 1 September 2023 (a copy of which has been produced to the Domestic Share Class Meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between the Company as issuer and Unicorn Link Group Limited as Subscriber in relation to the subscription of 77,000,000 Subscription Shares at the Subscription Price of HK\$1.70 per Subscription Share in three tranches and the transactions contemplated thereunder be and are hereby approved;
- (iii) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue 154,000,000 Subscription Shares to the Subscribers at the Subscription Price of HK\$1.70 per Subscription Share pursuant to the terms and conditions of the Subscription Agreements as set out in the Circular;

## NOTICE OF THE DOMESTIC SHARE CLASS MEETING

- (iv) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all acts, matters and things, as the case may be in his/her discretion consider desirable or expedient to give effect to the Subscription Agreements and all the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Subscription Agreements; and
- (v) conditional upon the Specific Mandate to allot and issue the Subscription Shares having been obtained, the Board be and is hereby authorised to make such necessary amendments to the existing Articles to increase the total number of Shares and the amount of the registered capital of the Company as necessitated by and consequent on the allotment and issuance of the relevant Subscription Shares under the First Tranche Subscription, the Second Tranche Subscription and the Third Tranche Subscription respectively (as the case may be) pursuant to the Specific Mandate.”

By order of the Board  
**Beijing Digital Telecom Co., Ltd.**  
**Xu Jili**  
*Chairwoman*

Beijing, the PRC  
8 September 2023

*Notes:*

1. Holders of Domestic Shares whose names appear on the register of members of the Company on Monday, 25 September 2023 are entitled to attend and vote at the Domestic Share Class Meeting. The register of members of the Company will be closed from Wednesday, 20 September 2023 to Monday, 25 September 2023 (both days inclusive). Shareholders who intend to attend and vote at the Domestic Share Class Meeting shall lodge all the transfer documents together with the relevant share certificates with the registered office of the Company no later than 4:30 p.m. on Tuesday, 19 September 2023.
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## NOTICE OF THE DOMESTIC SHARE CLASS MEETING

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