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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)

ANNUAL REPORT FOR THE YEAR 2024
REPORT OF THE BOARD FOR THE YEAR 2024
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024
ANNUAL FINANCIAL REPORT FOR THE YEAR 2024
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024
RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2025
PROVISION OF GUARANTEE FOR THE FINANCING OF
THE COMPANY AND/OR THE SUBSIDIARIES OF THE COMPANY
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Wednesday, 21 May 2025 at 10:30 a.m. is set out on pages 9 to 13 of this circular.

A 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 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 10:30 a.m. on Tuesday, 20 May 2025) or any adjournment thereof (as the case may be). Completion, signing and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

30 April 2025

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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 of the Company for the year 2024 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 Wednesday, 21 May 2025 at 10:30 a.m. or 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;
“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, stock code: 6188;
“CSRC”	the China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary share(s) in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB;
“General Mandate”	the general mandate to issue, allot and/or otherwise deal with additional Shares representing up to the limit of 20% of the total number of issued Shares 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;

DEFINITIONS

“Latest Practicable Date”	23 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	Domestic Share(s) and H Share(s); and
“Shareholder(s)”	the holder(s) of the Shares.

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 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

Registered Office:

Room 24603, 46th Floor

-4 to 45th Floor 101

Building 1, No. 20 Courtyard, Lize Road
Fengtai District

Beijing

the PRC

Non-executive Directors:

Mr. Xie Hui

Mr. Jia Zhaojie

Ms. Pan Anran

Principal Place of Business in Hong Kong:

31/F., Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

Independent Non-executive Directors:

Mr. Lv Tingjie

Mr. Lv Pingbo

Mr. Cai Chun Fai

30 April 2025

To the Shareholders

Dear Sir or Madam,

ANNUAL REPORT FOR THE YEAR 2024
REPORT OF THE BOARD FOR THE YEAR 2024
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024
ANNUAL FINANCIAL REPORT FOR THE YEAR 2024
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024
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NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of the AGM, which is set out on pages 9 to 13 of this circular, and to provide you with information reasonably necessary to enable you to consider and vote for or against certain of the resolutions to be proposed at the AGM as described below.

At the AGM, ordinary resolutions will be proposed to (*inter alia*) (i) consider and approve the annual report of the Company for the year 2024; (ii) consider and approve the report of the Board for the year 2024; (iii) consider and approve the report of the Board of Supervisors for the year 2024; (iv) consider and approve the annual financial report of the Company for the year 2024; (v) consider and approve the profit distribution plan of the Company for the year 2024; (vi) consider and approve the re-appointment of the external auditor for the year 2025; and (vii) consider and approve the provision of guarantee for the financing of the Company and/or the subsidiaries of the Company. Special resolution will be proposed to consider and approve the grant of a General Mandate to the Board to issue, allot and/or otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares.

(i) ANNUAL REPORT FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 annual report of the Company. Please refer to the 2024 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 29 April 2025.

(ii) REPORT OF THE BOARD FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board for the year 2024. The full text of the report of the Board for the year 2024 is set out in the 2024 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 29 April 2025.

(iii) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board of Supervisors for the year 2024. The full text of the report of the Board of Supervisors for the year 2024 is set out in the 2024 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 29 April 2025.

LETTER FROM THE BOARD

(iv) ANNUAL FINANCIAL REPORT FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to consider and approve the annual financial report of the Company for the year 2024. The main content of the annual financial report of the Company for the year 2024 is set out in the 2024 annual report of the Company which was published on both the websites of the Hong Kong Stock Exchange and the Company on 29 April 2025.

(v) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to consider and approve the profit distribution plan of the Company for the year 2024.

To guarantee the Company's normal production and operation, enhance its ability to resist risks, achieve a sustained, stable and healthy development of the Company and better safeguard the long-term interests of all Shareholders, the Board does not propose profit distribution and capitalisation of capital reserve for the year 2024 after taking into consideration the Company's actual situation. The Company's undistributed profit is used to supplement the Company's current capital.

(vi) RE-APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2025 and the authorization to the Board to determine the auditor's remuneration.

(vii) PROVISION OF GUARANTEE FOR THE FINANCING OF THE COMPANY AND/OR THE SUBSIDIARIES OF THE COMPANY

In light of the needs of the operation development of the Group, and in order to swiftly respond to its liquidity and financing needs, reduce financing costs and improve decision-making efficiency, the Company intends to provide a financing guarantee (the “**Guarantee**”), directly or through its wholly-owned or controlled subsidiaries (collectively, the “**Subsidiaries**”), with a maximum guaranteed amount not exceeding RMB300 million (the “**Guaranteed Amount**”), to the Company and/or the Subsidiaries, within the validity period from the date of consideration and approval at the AGM to the date of the annual general meeting of the Company for the year 2025. The Guaranteed Amount shall be valid on a revolving basis during the term of the validity period. Specific financial institutions, credit limit, credit terms, interest rates and guarantee terms are subject to the agreements to be signed between the Company and the relevant financial institutions.

LETTER FROM THE BOARD

Therefore, an ordinary resolution will be proposed at the AGM for the purpose of considering and approving, among other things, the provision of the Guarantee to the Company and/or the Subsidiaries and the grant of authorization to the Board to consider and approve relevant specific matters within the scope of the Guaranteed Amount of the Guarantee, which include the following:

- (1) based on specific circumstances, decide and implement or authorise representatives to decide or implement specific plans related to the Guarantee, including but not limited to matters such as the application for credit limits from relevant domestic and foreign financial institutions, handling specific loan matters, determining the guarantee targets, terms, amount and methods of the Guarantee;
- (2) perform the approval procedures and disclose information related to the matters of the Guarantee (if any) in accordance with the requirements of the Hong Kong Stock Exchange and other relevant regulatory authorities; and
- (3) any other matters related to the Guarantee.

(viii) GENERAL MANDATE TO ISSUE SHARES

To ensure that flexibility and discretion are given to the Board to issue new Shares when they think desirable, the Company proposed to grant a General Mandate to the Board to issue, allot and/or otherwise deal with additional Shares representing up to the limit of 20% of the total number of issued Shares as at the date of passing such resolution to grant the General Mandate. Any exercise of the power by the Board 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 the PRC. For details of the General Mandate, please refer to the notice of the AGM, which is included in this circular.

As at the Latest Practicable Date, the Company had in issue 886,460,400 Shares. Subject to the passing of the resolution for the granting of a General Mandate, the Company would be allowed to allot, issue and deal with up to a maximum of 177,292,080 new Shares on the basis that no further Shares will be issued prior to the AGM.

The Board wish to state that it has no immediate plan to issue any new Shares pursuant to the General Mandate.

AGM

The notice convening the AGM to be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Wednesday, 21 May 2025 at 10:30 a.m. is set out on pages 9 to 13 of this circular.

LETTER FROM THE BOARD

In order to determine the eligibility of the H shareholders who are entitled to attend and vote at the AGM, the Company's register of H shareholders will be closed from Friday, 16 May 2025 to Wednesday, 21 May 2025 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares and Domestic Shares whose names appear on the Company's register of members on 21 May 2025 are entitled to attend and vote at the AGM. Shareholders who intend to attend and vote at the AGM shall lodge all the transfer documents together with the relevant share certificate(s) 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 Thursday, 15 May 2025.

A 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 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 10:30 a.m. on Tuesday, 20 May 2025) or any adjournment thereof (as the case may be). Completion, signing and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of shareholders at a general meeting must be taken by poll. All resolutions at the AGM will be taken by way of poll. An announcement on the poll vote results will be published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.dixintong.com>) respectively by the Company after the AGM in the manner prescribed under the Listing Rules.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the proposals mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM.

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

NOTICE OF ANNUAL GENERAL MEETING



北京迪信通商貿股份有限公司

Beijing Digital Telecom Co., Ltd.

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

(Stock Code: 6188)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Beijing Digital Telecom Co., Ltd. (the “**Company**”) will be held at 46th Floor, South Tower, Lize SOHO, Building 1, No. 20, Lize Road, Lize Financial Business District, Fengtai District, Beijing, the PRC on Wednesday, 21 May 2025 at 10:30 a.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 30 April 2025 (the “**Circular**”):

AS ORDINARY RESOLUTIONS

1. to consider and approve the annual report of the Company for the year 2024;
2. to consider and approve the report of the Board for the year 2024;
3. to consider and approve the report of the Board of Supervisors for the year 2024;
4. to consider and approve the annual financial report of the Company for the year 2024;
5. to consider and approve the profit distribution plan of the Company for the year 2024;
6. to consider and approve the re-appointment of Ernst & Young as the Company's external auditor for the year 2025; and
7. to consider and approve the provision of the Guarantee by the Company for the financing of the Company and/or the Subsidiaries not exceeding the total amount of RMB300 million and the matters relating to the authorization to the Board.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTION

8. “That:

- i. Subject to the conditions set out below, the Board be and is hereby granted an unconditional and general mandate during the Relevant Period (as defined below) to allot, issue and/or otherwise deal with additional Shares in the share capital of the Company (including securities convertible into Shares) 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 making or granting of offers, agreements or options by the Board during the Relevant Period (as defined below) which might require the performance or exercise of such powers after the close of the Relevant Period (as defined below);
 - b. the aggregate number of 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, 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 approved by the Board, shall not exceed 20% of the aggregate number of the Shares in issue as at the date on which this resolution is passed at the AGM; and
 - c. the Board 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 Listing Rules (as amended from time to time) and with the necessary approvals of the CSRC 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 AGM until the earliest of:

- a. the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- b. the expiration of a 12-month period following the passing of this resolution; or

NOTICE OF ANNUAL GENERAL MEETING

- c. the revocation or variation of the authority given to the Board 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 (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 resolves to issue Shares (including securities convertible into Shares) pursuant to paragraph (1) of this resolution, the Board be and is 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 be and is hereby authorised to amend the Articles of Association 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 contemplated in paragraph (1) of this resolution.”

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

Beijing, the PRC
30 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Holders of the Company's H shares (the "**H Shares**") and domestic shares (the "**Domestic Shares**") whose names appear on the register of members of the Company on 21 May 2025 are entitled to attend and vote at the AGM. The Company's register of H shareholders will be closed from Friday, 16 May 2025 to Wednesday, 21 May 2025 (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 Shareholders whose transfers have not been registered must deposit all the transfer documents together with the relevant share certificate(s) 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 (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 Thursday, 15 May 2025.
2. Any Shareholder 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/her/its behalf. A proxy needs not be a Shareholder.
3. A proxy shall be appointed by an instrument in writing (including the form of proxy). 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 not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 10:30 a.m. on Tuesday, 20 May 2025) or any adjournment thereof (as the case may be). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar or the registered office of the Company (as may be applicable).
4. Shareholders or their proxies are required to produce their identification documents when attending the AGM.
5. Miscellaneous
 - i. 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:

Room 24603, 46th Floor
-4 to 45th Floor 101
Building 1, No. 20 Courtyard, Lize Road
Fengtai District
Beijing
the PRC

Tel: (010) 6873 3818
Fax: (010) 6873 3816

Contact Person: Mr. Huang Mingqiang

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 the form of proxy)

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.