

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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

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

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2022

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2022 (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 Friday, 19 May 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 27 April 2023 (the “**Circular**”):

AS ORDINARY RESOLUTIONS

1. to consider and approve the annual report of the Company for the year 2022;
2. to consider and approve the report of the board of directors of the Company for the year 2022;
3. to consider and approve the report of the board of supervisors of the Company for the year 2022;
4. to consider and approve the annual financial report of the Company for the year 2022;
5. to consider and approve the profit distribution plan of the Company for the year 2022;
6. to consider and approve the re-appointment of Ernst & Young as the Company’s external auditor for the year 2023;
7. to consider and approve the proposed appointment of members of the fifth session of the board of directors:
 - 7.1 To consider and approve the proposed appointment of Ms. Xu Jili as an executive director of the fifth session of the board of directors;
 - 7.2 To consider and approve the proposed appointment of Ms. Xu Liping as an executive director of the fifth session of the board of directors;

- 7.3 To consider and approve the proposed appointment of Mr. Liu Donghai as an executive director of the fifth session of the board of directors;
- 7.4 To consider and approve the proposed appointment of Mr. Xie Hui as a non-executive director of the fifth session of the board of directors;
- 7.5 To consider and approve the proposed appointment of Mr. Jia Zhaojie as a non-executive director of the fifth session of the board of directors;
- 7.6 To consider and approve the proposed appointment of Ms. Pan Anran as a non-executive director of the fifth session of the board of directors;
- 7.7 To consider and approve the proposed appointment of Mr. Lv Tingjie as an independent non-executive director of the fifth session of the board of directors;
- 7.8 To consider and approve the proposed appointment of Mr. Lv Pingbo as an independent non-executive director of the fifth session of the board of directors;
- 7.9 To consider and approve the proposed appointment of Mr. Cai Chun Fai as an independent non-executive director of the fifth session of the board of directors;
8. to consider and approve the proposed appointment of members of the fifth session of the board of supervisors:
 - 8.1 To consider and approve the proposed appointment of Mr. Gao Zhiqiang as a shareholder supervisor of the fifth session of the board of supervisors;
 - 8.2 To consider and approve the proposed appointment of Mr. Li Wanlin as a shareholder supervisor of the fifth session of the board of supervisors;
9. to consider and approve the grant of an authorization to the board of directors to determine the directors' remuneration; and
10. to consider and approve the grant of an authorization to the board of supervisors to determine the supervisors' remuneration.

AS SPECIAL RESOLUTION

1. **“That:**
 - i. Subject to the conditions set out below, the board of directors of the Company be hereby granted an unconditional and general mandate during the Relevant Period to separately or concurrently allot, issue and deal with additional domestic shares and overseas-listed foreign shares (“**H shares**”) of the Company (including securities convertible into domestic shares and/or H shares of the Company) and to make or grant offers, agreements or options in respect of the above:
 - a. such mandate shall not extend beyond the Relevant Period (as defined below), other than in the case of the making or granting of offers, agreements or options by the board of directors of the Company during the Relevant Period which might require the performance or exercise of such powers after the close of the Relevant Period;

- b. the aggregate number of domestic shares and H shares authorised to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the board of directors of the Company, otherwise than pursuant to (i) a Rights Issue (as defined below) or (ii) any option scheme or similar arrangement from time to time being adopted for the grant or issue to directors, supervisors, senior management and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company approved by the board of directors of the Company, shall not exceed 20% of the aggregate number of each of the domestic shares and H shares of the Company in issue as at the date on which this resolution is passed at the general meeting; and
- c. The board of directors of the Company will only exercise the above authority in compliance with the Company Law of the People's Republic of China (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and with the necessary approvals of the China Securities Regulatory Commission and/or other relevant PRC government authorities;

ii. For the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution at the general meeting until the earliest of:

- a. the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- b. the expiration of a 12-month period following the passing of this resolution; or
- c. the revocation or variation of the authority given to the board of directors of the Company under this resolution by the passing of a special resolution of the Company at a general meeting; and

“Rights Issue” means an offer to all shareholders of the Company (except any shareholders to which the making of such offers by the Company is not permitted under the laws of the jurisdictions where they reside) and, as appropriate, holders of other equity securities of the Company who are qualified for such offers, for the allotment and issue of shares or other securities in the Company which will or might require the allotment and issue of shares in proportion to their existing holdings of such shares or other equity securities (subject to the exclusion of fractional entitlements);

iii. Where the board of directors of the Company resolves to issue shares (including securities convertible into domestic shares and/or H shares of the Company) pursuant to paragraph (1) of this resolution, the board of directors of the Company be hereby authorised to approve and execute all documents and agreements and do all things or to procure the execution of such documents and agreements and the doing of such things necessary in their opinion for the issue (including but not

limited to determining the time and place for issue, class and number of new shares to be issued, the pricing method and/or issue prices (including price ranges) of the shares, submitting all necessary applications to relevant authorities, entering into underwriting agreements (or any other agreements), determining the use of proceeds, and fulfilling filing and registration requirements of the PRC, Hong Kong and other relevant authorities, including but not limited to registration with relevant PRC authorities of the increase in registered share capital as a result of the issue of shares pursuant to paragraph (1) of this resolution); and

- iv. The board of directors of the Company be hereby authorised to amend the Articles of Association of the Company as they deem necessary to increase the registered share capital of the Company and to reflect the new capital structure of the Company following the allotment and issue of shares of the Company contemplated in paragraph (1) of this resolution.”

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

Beijing, the PRC
27 April 2023

Notes:

1. Holders of the Company’s H shares (“**H Shares**”) and domestic shares (“**Domestic Shares**”) whose names appear on the register of members of the Company on Friday, 19 May 2023 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023 (both days inclusive), during which time no transfer of H Shares will be effected. In order to be eligible to attend and vote at the AGM, any holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 15 May 2023.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the meeting on his behalf. A proxy needs not be a shareholder of the Company.
3. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person’s seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for holders of H Shares; or at the registered office of the Company for holders of Domestic Shares not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 3:00 p.m. on Thursday, 18 May 2023) or any adjournment thereof (as the case may be). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company’s H Share registrar or the registered office of the Company (as may be applicable).
4. Shareholders or their proxies are required to produce their identification documents when attending the AGM.

5. Miscellaneous

i. It is expected that the AGM will last for half a day. All attending shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

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

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

Tel: (010) 6873 3818

Fax: (010) 6873 3816

Contact Person: 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 of the Company are Ms. XU Jili, Ms. XU Liping and Mr. LIU Donghai; the non-executive Directors of the Company are Mr. XIE Hui, Mr. JIA Zhaojie and Ms. PAN Anran; and the independent non-executive Directors of the Company are Mr. LV Tingjie, Mr. LV Pingbo and Mr. CAI Chun Fai.