

*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 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, 22 May 2024 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 2024 (the “**Circular**”):

### **AS SPECIAL RESOLUTIONS**

1. “**That:**

the proposed amendments to the Articles of Association (the “**Articles Amendments**”) (details of which are set out in Appendix I to the Circular in relation to, among other things, the Articles Amendments) be and are hereby approved and the Amended and Restated Articles of Association which consolidates all the Articles Amendments be and are hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangement as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the foregoing.”

2. “**That:**

the proposed amendments to the existing Rules of Procedures for General Meetings (details of which are set out in Appendix II to the Circular in relation to, among other things, the amendments to the Rules of Procedures for General Meetings) be and are hereby approved, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangement as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the foregoing.”

3. **“That:**

the proposed amendments to the existing Rules of Procedures for the Board of Directors (details of which are set out in Appendix III to the Circular in relation to, among other things, the amendments to the Rules of Procedures for the Board of Directors) be and are hereby approved, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangement as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the foregoing.”

4. **“That:**

the proposed amendments to the existing Rules of Procedures for the Board of Supervisors (details of which are set out in Appendix IV to the Circular in relation to, among other things, the amendments to the Rules of Procedures for the Board of Supervisors) be and are hereby approved, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangement as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the foregoing.”

5. **“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 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
- 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 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 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.”

6. **“That:**

the proposed change of registered office address and the proposed amendments to the Articles of Association be and are hereby approved, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangement as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the foregoing.”

**AS ORDINARY RESOLUTIONS**

7. To consider and approve the Supplemental Agreement and the transaction for the Deposit Services contemplated thereunder (including the Revised Deposit Caps);
8. To consider and approve the Photovoltaic Equipment and Components Purchase and Sales Framework Agreement No. 2 and the transaction contemplated thereunder (including the proposed cap);
9. To consider and approve the annual report of the Company for the year 2023;
10. To consider and approve the report of the Board for the year 2023;
11. To consider and approve the report of the board of supervisors of the Company for the year 2023;
12. To consider and approve the annual financial report of the Company for the year 2023;
13. To consider and approve the profit distribution plan of the Company for the year 2023; and
14. To consider and approve the re-appointment of Ernst & Young as the Company’s external auditor for the year 2024.

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

Beijing, the PRC  
30 April 2024

*Notes:*

1. Holders of the Company’s H shares (the “**H Share(s)**”) and domestic shares (the “**Domestic Share(s)**”) whose names appear on the register of members of the Company on Wednesday, 22 May 2024 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024 (both days inclusive). Shareholders of the Company who intend to attend and vote at the AGM 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 Thursday, 16 May 2024.

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 AGM on his/her/its 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/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 AGM or any adjournment thereof (as the case may be). If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar or the 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 of the Company 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.*