

# Potevio

## 中国普天

### 成都普天電纜股份有限公司

#### CHENGDU PUTIAN TELECOMMUNICATIONS CABLE COMPANY LIMITED\*

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 1202)

#### REVISED PROXY FORM FOR THE 2015 ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

Number of shares to which this revised proxy form relates <sup>(Note 1)</sup>	
---	--

I/We<sup>(Note 2)</sup> \_\_\_\_\_ of (address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ domestic shares/ \_\_\_\_\_ H shares<sup>(Note 3)</sup>

of RMB1.00 each in the capital of Chengdu PUTIAN Telecommunications Cable Company Limited\* (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or \_\_\_\_\_<sup>(Note 4)</sup> of (address) \_\_\_\_\_

\_\_\_\_\_ or failing him \_\_\_\_\_

of (address) \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the 2015 Annual General Meeting of the Company (the "2015 AGM") to be held at the Conference Room of the Company, No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the People's Republic of China (the "PRC") (postal code: 611731) at 10: 00 a.m. on Friday, 24 June 2016 or at any adjournment thereof to vote at the 2015 AGM or at any adjournment thereof in respect of the resolutions set out in the notice of the 2015 AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To consider and approve as ordinary resolutions:		
	a. the report of the board of directors (the "Board") of the Company for the year 2015;		
	b. the report of the supervisory committee of the Company for the year 2015;		
	c. the audited financial report of the Company for the year 2015;		
	d. the distribution plan of profits attributable to the Company's shareholders (i.e., no dividend being proposed) for the year 2015;		
	e. the re-election of Mr. Lin Zulun as an independent non-executive director of the Company;		
	f. the provision of the comprehensive credit guarantees by the Company in the amount of RMB35 million in favour of Chengdu SEI Optical Fibre Co., Ltd., a non-wholly owned subsidiary of the Company, respectively in the period from 1 July 2016 to 30 June 2017;		
	g. the re-appointment of the Company's auditors and authorization to the Board to fix the auditors' remuneration;		
	h. the revised annual caps for the continuing connected transactions of the Group with China PUTIAN Corporation and its subsidiaries (excluding the Group) pursuant to the Potevio Framework Sales Agreement; and		
	i. the transactions contemplated under the continuing connected transactions of the Group with Hangzhou HONYAR Electrical Co., Limited and its subsidiaries pursuant to the Honyar Framework Distribution Agreement.		
2.	To consider and approve as a special resolution the proposed amendments to the articles of association of the Company.		

Date: \_\_\_\_\_ 2016 Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Please insert the number of shares registered in your name(s) to which this revised proxy form relates. If a number is inserted, this revised proxy form will be deemed to relate only to those shares. If no such number is inserted, this revised proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert full name(s) and address(es) in BLOCK CAPITALS as shown in the register of members of the Company.
- Please insert the number of shares in the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the Company's meeting is preferred, please strike out "THE CHAIRMAN OF THE MEETING or" and insert the names and address(es) of the proxy(ies) desired in the space provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy need not be a shareholder of the Company. **Alteration made to this revised proxy form must be signed by the person who signs it.**
- Important: If you wish to vote for any resolution, please put a "✓" in the box marked "FOR".** If you wish to vote against any resolution, please put a "P" in the box marked "AGAINST". Failure to tick either box will entitle your proxy to cast your vote at his/her discretion.
- This revised proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of its director or attorney duly authorised in writing. In the case of joint holders, this revised proxy form must be signed by the shareholder whose name stands first in the register of members of the Company.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the share(s) represented by that shareholder or proxy will not be deemed to be carrying voting rights with respect to those shares when the Company is calculating the poll results of such resolution. In that event, the revised proxy form will be deemed to have been revoked.
- To be valid, this revised proxy form and, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the holders of H shares; or the registered office of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC (postal code: 611731) for the holders of domestic shares not less than 24 hours before the time appointed for the holding of the 2015 AGM or not less than 24 hours before the time appointed for taking the poll.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the meeting either in person or by proxy in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote.
- In connection with the form of proxy issued by the Company on 25 April 2016 (the "Original Proxy Form"), which does not include the new ordinary resolutions 8 to 9 and the new special resolution (2) set out in the supplementary notice of 2015 AGM (the "Supplementary Notice"), for Shareholders who have lodged the Original Proxy Form to the share registrar of the Company or the registered office of the Company, please be reminded that:
  - Where a Shareholder has not returned the Revised Proxy Form to the share registrar of the Company or the registered office of the Company, the Original Proxy Form (if completed correctly) shall be deemed a valid form of proxy returned by such Shareholder. The proxy appointed by the Shareholder in such manner shall be entitled to vote or abstain from voting at his/her discretion on any resolutions properly and duly put to the 2015 AGM other than those instructed in the Original Proxy Form, including the new ordinary resolutions 8 to 9 and the new special resolution (2) set out in the supplementary notice.
  - Where a Shareholder has returned the Revised Proxy Form, to the share registrar of the Company or the registered office of the Company 24 hours before the time scheduled for holding the 2015 AGM, the Original Proxy Form returned shall be revoked and substituted by the Revised Proxy Form and the Revised Proxy Form (if completed correctly) shall be deemed a valid form of proxy returned by such Shareholder.
  - Where a Shareholder has returned the Revised Proxy Form to the share registrar of the Company or the registered office of the Company less than 24 hours before the time scheduled for holding the 2015 AGM, the Revised Proxy Form shall be deemed invalid and the Revised Proxy Form returned by such Shareholder shall also be revoked. The votes of the proxy purported to be appointed by the invalid or revoked proxy form (whether the Original Proxy Form or the Revised Proxy Form) will not be counted in the votes in respect of the resolutions proposed. Accordingly, Shareholders are advised not to return the Revised Proxy Form after the deadline. In the event that such Shareholder wishes to vote at the meeting, he/she shall attend and vote at the meeting in person.

\* For identification purposes only