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If you are in any doubt as to any aspect of this circular, you should consult your independent stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chengdu PUTIAN Telecommunications Cable Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) PROVISION OF GUARANTEES TO
A NON-WHOLLY OWNED SUBSIDIARY;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED RE-ELECTION OF MS. MAO YAPING AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(4) NOTICE OF 2017 ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 22 June 2018 at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages 8 to 9 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon no later than Saturday, 2 June 2018 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

* For identification purposes only

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC at 10:00 a.m. on Friday, 22 June 2018
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Chengdu SEI”	Chengdu SEI Optical Fiber Co., Ltd. (成都中住光纖有限公司), a non-wholly owned subsidiary of the Company incorporated in the PRC, in which the Company directly owns 60% of its equity interests
“Company”	Chengdu PUTIAN Telecommunications Cable Company Limited (成都普天電纜股份有限公司), a sino-foreign joint stock limited company incorporated in the PRC, whose H Shares are listed on the Main Board of the Stock Exchange
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted by the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary shares of the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“H Share(s)”	overseas-listed foreign shares of the nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Main Board of the Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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CHENGDU PUTIAN TELECOMMUNICATIONS CABLE COMPANY LIMITED*

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(Stock Code: 1202)

Executive Directors:

Mr. Zhang Xiaocheng (*Chairman*)
Mr. Wang Micheng (*Vice Chairman*)
Mr. Han Shu
Ms. Xu Liying
Ms. Liu Yun
Mr. Fan Xu

Registered office:

No. 18, Xinhang Road
the West Park of Hi-tech
Development Zone
Chengdu
Sichuan Province
the PRC
Postal code: 611731

Independent Non-executive Directors:

Ms. Mao Yaping
Mr. Xiao Xiaozhou
Mr. Lin Zulun

Principal place of business

in Hong Kong:
Unit 406B, 4/F., Mirror Tower
61 Mody Road, Tsim Sha Tsui
Kowloon
Hong Kong

27 April 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROVISION OF GUARANTEES TO
A NON-WHOLLY OWNED SUBSIDIARY;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED RE-ELECTION OF MS. MAO YAPING AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(4) NOTICE OF 2017 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions to be proposed at the Annual General Meeting.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROVISION OF GUARANTEES TO A NON-WHOLLY OWNED SUBSIDIARY

(i) Provision of comprehensive credit guarantees to Chengdu SEI

On 25 January 2017, the Company (as a guarantor) entered into a comprehensive credit guarantee agreement with Bank of China Limited, Chengdu Development Zone Western District Branch and Chengdu SEI (as the borrower) in the amount of RMB20 million. On 14 July 2017, the Company (as a guarantor) entered into a comprehensive credit guarantee agreement with China CITIC Bank Corporation Limited, Chengdu Branch and Chengdu SEI (as the borrower) in the amount of RMB10 million.

(ii) Reasons for the provision of the guarantees

Since it is a common practice for banks in the PRC to request for guarantees to secure banking facilities granted to borrowers, and the loans are commercially essential for Chengdu SEI to conduct its normal business, hence the Directors consider that the provision of the guarantees to Chengdu SEI when and as necessary is in the best interests of the Company and the Shareholders as a whole.

(iii) Effects on the Company's earnings, assets and liabilities

The provision of the guarantees did not have any immediate effects on the earnings, assets and liabilities of the Company for the financial year of 2017. However, the Company will be responsible for repayment of the banking facilities which it guaranteed together with payment of all related interest, penalties, damages and the banks' expenses incurred in the enforcement of the relevant principal banking facility agreements and guarantees in case there is a default in the repayment of such loans.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to consistently implement the requirements of the Opinion on the Comprehensive Promotion of the Construction of Legal Corporate Governance for Central State-owned Enterprises (Guo Zi Fa Fa Gui No. [2015]166) (《關於全面推進法治央企建設的意見》(國資發法規[2015]166號)) promulgated by the State-owned Assets Supervision and Administration Commission of the State Council and the Notice on Inclusion of General Legal Advisor into Articles of Association (Zhong Pu Gu Shen No. [2017]158) (《關於總法律顧問進章程有關事項的通知》(中普股審[2017]158號)) issued by China Potevio Company Limited, on 23 March 2018, the Board proposed to submit to the Shareholders for considering, and if thought fit, approving the amendment to the Articles of Association by way of a special resolution at the 2017 Annual General Meeting.

LETTER FROM THE BOARD

The proposed amendments to the Articles of Association are as follows:

- (1) Change the original “CHAPTER 13 MANAGER OF THE COMPANY” into “CHAPTER 13 OPERATION AND MANAGEMENT STRUCTURE”, and add the following Articles:**

“Article 107 The Company shall have the position of general legal advisor, who shall act as senior management of the Company, participate in the major operation decision-making process of the Company and shall be appointed by the Board.

Article 108 The general legal advisor shall be responsible for leading the legal corporate governance, organizing legal reviews on major decision-making process, rules and regulations and economic contracts and coordinating legal affairs arising from operation and management, such as material legal disputes.

Article 109 The general legal advisor shall attend Board meetings, shareholders’ meetings of the Company and office meetings of general managers of the Company and provide legal opinions on affairs under discussion.”

- (2) Make corresponding adjustments to the numerical order of the subsequent chapters and articles according to the above amendments.**

The English version of the above proposed amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the 2017 Annual General Meeting. The other provisions of the Articles of Association remain unchanged.

The Hong Kong and PRC legal advisors of the Company have confirmed that the proposed amendments to the Articles of Association comply with the relevant provisions of the Listing Rules and do not violate the applicable laws of the PRC respectively. The Directors have also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association.

4. PROPOSED RE-ELECTION OF MS. MAO YAPING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

On 13 April 2018, the Board of the Company appointed Ms. Mao Yaping (“**Ms. Mao**”) as an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee, the remuneration and appraisal committee and the strategic development committee of the Company. According to Article 89 of the Articles of Association, the Board shall have the power to appoint any person as a Director to fill a casual vacancy on or as an additional Director to the Board. The Director so appointed shall hold office until the next annual general meeting of the Company and shall be eligible for re-election. Accordingly, the Board has resolved to submit the proposal as an ordinary resolution at the Annual General Meeting to approve the re-election of Ms. Mao as an independent non-executive Director of the Company and to fix her remuneration.

LETTER FROM THE BOARD

Biographical details of Ms. Mao are set out below:

Ms. Mao Yaping, aged 51, graduated from the Southwestern University of Finance and Economics (西南財經大學) in 1986 and she is a certified public accountant in the People's Republic of China, currently acting as the legal representative and chief accountant of Sichuan Xieyi Accounting Firm* (四川協誼會計師事務所).

With extensive experience in auditing, Ms. Mao has been involved in the financial audit for many companies and institutions including but not limited to Chengdu Chiffo Electronics Limited Corporation (Group) (成都前鋒電子電器集團股份有限公司), Chengdu Municipal Forestry and Landscape Administration Bureau (成都市林業和園林管理局), Chengdu Housing Administration Bureau (成都市房管局), Sichuan Provincial Water Resources and Electric Power Department (四川省水電廳) and Sichuan Wanda Real Estate Co., Ltd (四川萬達房地產有限公司).

In addition to her audit experience, Ms. Mao is also currently engaged as an expert by the People's government of Sichuan Province to provide consultancy on public projects in the construction and economic sector and projects regarding public-private partnership.

The Company entered into an appointment letter with Ms. Mao for a term commencing from 13 April 2018 until the conclusion of the eighth session of the Board of the Company. Pursuant to the terms of the appointment letter, Ms. Mao, as an independent non-executive Director of the eighth session of the Board of the Company, shall be entitled to a fixed annual remuneration of RMB50,000 (inclusive of tax). The remuneration payable to Ms. Mao was recommended by the Remuneration and Appraisal Committee and confirmed by the Board with reference to her duties, responsibilities and performance and results of the Company, and shall be reviewed by the Remuneration and Appraisal Committee from time to time.

Save as disclosed above, Ms. Mao did not hold any directorship in any other listed companies during the past three years, nor did she hold any other position in the Company and its subsidiaries. Ms. Mao does not have any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this circular, Ms. Mao does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters relating to Ms. Mao that need to be brought to the attention of the Shareholders.

5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 22 June 2018 at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages 8 to 9 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon no later than Saturday, 2 June 2018 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 67 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

7. 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.

Yours faithfully,
On behalf of the Board
Chengdu PUTIAN Telecommunications Cable Company Limited
Zhang Xiaocheng
Chairman

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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)

The annual general meeting (the “**AGM**”) of Chengdu PUTIAN Telecommunications Cable Company Limited (the “**Company**”) for the year 2017 will be held at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the People's Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, 22 June 2018 for the following purposes:

- (1) To consider and approve as ordinary resolutions:
 - a. the report of the board of directors (the “**Board**”) of the Company for the year 2017;
 - b. the report of the supervisory committee of the Company for the year 2017;
 - c. the audited financial report of the Company for the year 2017;
 - d. the distribution plan of profits attributable to the Company's shareholders (i.e., no dividend being proposed) for the year 2017;
 - e. the provision of the comprehensive credit guarantees by the Company in 2018 in the amount of RMB35 million in favour of Chengdu SEI Optical Fiber Co., Ltd., a non-wholly owned subsidiary of the Company, in the period of 1 year with the specific beginning date and ending date of which to be approved by the bank;
 - f. re-election of Ms. Mao Yaping as an independent non-executive director of the Company; and
 - g. the re-appointment of Pan-China Certified Public Accountants as the Company's auditors (the “**Auditors**”) and authorization to the Board to fix the Auditors' remuneration.
- (2) To consider and approve as a special resolution:
 - a. To consider and approve the proposed amendments to the articles of association of the Company.

* For identification purposes only

NOTICE OF 2017 ANNUAL GENERAL MEETING

(3) To consider other proposals of the Company's shareholders (if any).

By order of the Board
Chengdu PUTIAN Telecommunications Cable Company Limited*
Zhang Xiaocheng
Chairman

Chengdu, the PRC, 27 April 2018

Notes:

1. Holders of the Company's H shares ("H Shares") are reminded that the register of members of the H Shares will be closed from 22 May 2018 to 22 June 2018 (both days inclusive), during which no transfer of H Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar (Hong Kong Registrars Limited at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before the close of business hours (4:30 p.m.) on 21 May 2018.
2. Shareholders of the Company whose names appear on the register of members at the business hours on 22 June 2018 are entitled to attend and vote at the AGM (or any adjourned meetings thereof).
3. Each shareholder of the Company who has the right to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company. When a shareholder of the Company appoints more than one proxy to attend the AGM, each proxy should be appointed in writing and each proxy can only vote in accordance with the authorized number of shares specified on the proxy form. The proxy may only vote in poll. Any shareholder who intends to appoint one or more proxy(ies) should first read the accompanying circular.
4. If a proxy is appointed to attend the AGM on behalf of the shareholder, such proxy should present his identity card and the proxy form with the date of issue stated thereon or documents of authorization duly signed by his statutory agent. If the corporate representative of a corporate shareholder attends the AGM, he should present his identity card and a valid document that proves his capacity of the corporate representative. If a corporate shareholder appoints his attorney other than the corporate representative to attend the AGM, then the attorney should present his identity card and the document of authorization signed under the official seal of the corporate shareholder or duly signed by the corporate representative.
5. If a proxy form is signed by a person authorized by the appointor, the copy of the power of attorney or other authorization document must be notarially certified by lawyers. To be valid, a copy of such power of attorney or other documents of authorization and the proxy form must be delivered to the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the holders of H Shares or for the holders of domestic shares, to 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) not less than 24 hours before the holding of the AGM or not less than 24 hours before the time appointed for taking poll.
6. Shareholders of the Company who intend to attend the AGM are required to return the reply slip in person, by post, by cable or by fax to the Company's registered office on or before Saturday, 2 June 2018. Completion and return of the reply slip will not preclude a shareholder from attending the AGM.
7. The AGM is expected to last for half a day. Shareholders of the Company and their proxies who attend the meeting shall be responsible for their own traveling and accommodation arrangement and expenses.

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