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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 your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in 成都普天電纜股份有限公司 (Chengdu PUTIAN Telecommunications Cable Company Limited), you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other 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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**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)

**PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 13 November 2018 at the conference room of the Company, No. 18 Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages 19 to 21 of this circular. A form of proxy for use at the EGM 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 EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon on or before Wednesday, 24 October 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

28 September 2018

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## DEFINITIONS

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

“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
“Business Day(s)”	any day (other than a Saturday, a Sunday or a public holiday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business
“China Potevio”	中國普天信息產業股份有限公司 (China Potevio Company Limited*), a company established in the PRC with limited liability and the controlling shareholder of the Company, is a central state-owned enterprise and a wholly-owned subsidiary of Potevio Group
“Company”	成都普天電纜股份有限公司 (Chengdu PUTIAN Telecommunications Cable Company Limited), a sino-foreign joint stock company established in the PRC with limited liability, whose issued 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 modified from time to time
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10 a.m. on Tuesday, 13 November 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
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 September 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

## DEFINITIONS

“Potevio Group”	中國普天信息產業集團公司 (China PUTIAN Corporation*) and its subsidiaries but excluding the Group
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of the Supervisory Committee of the Company
“Supervisory Committee”	the supervisory committee of the Company

\* *For identification purposes only*

**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)

*Executive Directors:*

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

*Registered Office and Head 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:*

Mr. Xiao Xiaozhou  
Mr. Mao Yaping  
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

28 September 2018

*To the Shareholders*

Dear Sirs,

**PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions in relation to (i) the election of Directors of the ninth session of the Board, (ii) the election of Supervisors of the ninth session of the Supervisory Committee and (iii) the determination of remuneration of the Directors and Supervisors and other matters related to the entering into of service contracts with the Directors and Supervisors to be proposed at the EGM to be held at 10:00 a.m. on Tuesday, 13 November 2018, to enable you to make an informed decision on whether to vote for or against such resolutions at the EGM.

## **LETTER FROM THE BOARD**

### **RE-ELECTION AND/OR APPOINTMENT OF DIRECTORS AND SUPERVISORS**

Pursuant to the Articles of Association of the Company, the term of office of each of the Directors and Supervisors of the Company shall commence from the date of the appointment until the expiry of the relevant session of the Board and the Supervisory Committee. The Company adopted 13 November 2015, being the date of the 2015 first extraordinary general meeting of the Company, as the date of commencement of the eighth session of each of the Board and the Supervisory Committee for a term of three years. Accordingly, all existing Directors and Supervisors shall retire from offices on 12 November 2018 and shall be eligible for re-election.

### **ELECTION OF THE NINTH SESSION OF THE BOARD**

The eighth session of the Board currently consists of nine Directors, including six executive Directors, namely, Mr. Zhang Xiaocheng (Chairman), Mr. Wang Micheng (Vice Chairman), Mr. Han Shu, Ms. Xu Liying, Ms. Liu Yun and Mr. Fan Xu; and three independent non-executive Directors, namely, Ms. Mao Yaping, Mr. Lin Zulun and Mr. Xiao Xiaozhou.

In accordance with Article 89 of the Articles of Association, a Director shall be elected at the general meeting and shall serve a term of three years. Directors shall be eligible for re-election upon expiry of the term.

The proposed candidates of the ninth session of the Board are nominated by China Potevio, the controlling Shareholder of the Company, and the nomination committee of the eighth session of the Board. Mr. Zhang Xiaocheng, Mr. Wang Micheng, Mr. Han Shu, Ms. Xu Liying, Ms. Liu Yun, Mr. Fan Xu, Ms. Mao Yaping and Mr. Xiao Xiaozhou, the current Directors, have been nominated as candidates for the re-election as Directors of the ninth session of the Board. Mr. Feng Gang is a newly-nominated candidate for election as member of the ninth session of the Board.

Mr. Lin Zulun, currently an independent non-executive Director, will retire on the date of the EGM and does not seek for re-election. Mr. Lin Zulun confirmed that he has no disagreement with the Board and there is no matter relating to his retirement which needs to be brought to the attention of the Shareholders.

The Directors shall serve a term of three years from the date on which the appointment takes effect. Accordingly, upon the approval for the appointments of Directors at the EGM, the Directors of the ninth session of the Board shall serve a term of three years from the date of the EGM. At the EGM, the Company will propose separate resolutions to elect the Directors of the ninth session of the Board and to authorise the Board to determine the remuneration of the Directors of the ninth session of the Board and other matters related to entering into service contracts with them.

The biographical details of the candidates proposed for election at the EGM as Directors of the ninth session of the Board are set out in Appendix I of this circular.

## LETTER FROM THE BOARD

### ELECTION OF THE NINTH SESSION OF THE SUPERVISORY COMMITTEE

The eighth session of the Supervisory Committee currently consists of three Supervisors, including two Supervisors acting as Shareholders' representatives, namely, Mr. Zheng Zhili, Mr. Xiong Ting and one Supervisor as the Company's staff representative, namely, Mr. Liu Jun.

Pursuant to the Articles of Association, a Supervisor shall serve a term of three years and be eligible for re-election upon expiry of the term. In addition, in accordance with Article 112 of the Articles of Association, the Supervisory Committee shall consist of two Shareholders' representatives and one staff representative of the Company. Such Shareholders' representatives shall be elected and dismissed at the general meeting, and such staff representative shall be democratically elected and dismissed by the staff and workers of the Company. China Potevio, the controlling Shareholder of the Company, has nominated Mr. Zheng Zhili and Mr. Xiong Ting, the current Shareholders' representatives, as candidates for the election of Supervisors of the ninth session of the Supervisory Committee. Mr. Liu Jun, was elected by the staff and workers of the Company on 27 July 2017 and has offered to be elected as a member of the ninth session of the Supervisory Committee.

The Supervisors shall serve a term of three years from the date on which the appointment takes effect. Accordingly, upon the approval for the appointments of Supervisors at the EGM, the Supervisors shall serve a term of three years from the date of the EGM. At the EGM, the Company will propose separate resolutions to elect the Supervisors acting as Shareholders' representatives of the ninth session of the Supervisory Committee and to authorise the Board to determine the remuneration of the Supervisors of the ninth session of the Supervisory Committee and other matters related to the entering into of service contracts with them. The biographical details of the candidates proposed for election at the EGM as Supervisors acting as Shareholders' representatives and the Supervisor being elected by staff and workers in a democratic manner of the ninth session of the Supervisory Committee are set out in Appendix II of this circular.

### THE EGM

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 13 November 2018 at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hitech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages 19 to 21 of this circular. Ordinary resolutions will be proposed at the EGM for the Shareholders to consider and approve the appointment or re-election of Directors of the ninth session of the Board and Supervisors of the ninth session of the Supervisory Committee and authorise the Board to determine the remuneration of each member of the ninth session of the Board and the Supervisory Committee of and other matters related to the entering into of service contracts with them.

A form of proxy for use at the EGM is enclosed herewith 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 EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon on or before Wednesday, 24 October 2018 and (ii) the enclosed form of proxy in

## LETTER FROM THE BOARD

accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, any vote of the Shareholders at a general meeting must be taken by poll. The Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules after conclusion of the EGM.

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 needs not use all his/her votes or cast all the votes he/she uses in the same manner.

### RECOMMENDATION

The Board considers that the resolutions to be proposed in relation to the election of Directors of the ninth session of the Board and the election of Supervisors of the ninth session of the Supervisory Committee at the EGM are in the best interest of the Company and Shareholders as a whole and accordingly, the Directors recommend all Shareholders to vote in favour of such resolutions at the EGM.

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

*Biographical details of the candidates to be re-elected or appointed as directors of the ninth session of the Board are set out as follows:*

**Mr. Zhang Xiaocheng**, aged 61, was nominated as an executive Director and chairman of the ninth session of the Board. Mr. Zhang has a Master's degree in Business Administration and is a senior economist. He is currently a vice president and secretary to the board of China Potevio and the secretary of the party committee, executive Director and chairman of the eighth session of the Board of the Company. He is also a chairman of China Putian Houma Communications Co., Ltd. (侯馬普天通信電纜有限公司), chairman of Potevio Hi-tech Industry Co., Ltd (普天高新科技產業有限公司), chairman of Hangzhou HONYAR Electrical Co., LTD (杭州鴻雁電器有限公司) and director of Putian New Energy Co., Ltd. (普天新能源有限責任公司). He was previously the director of the industrial economic research division of the Research Institute of Economics (經濟研究所) of Da Lian College of Economics and Management (大連經濟管理學院); the office secretary, secretary to the general manager, deputy director of office, director of the research centre of Posts and Telecommunications Ministry of China (the predecessor of Potevio Group), the assistant to the factory manager and assistant factory manager of Xian Microwave Hardware Factory of the Posts and Telecommunications Ministry (郵電部西安微波設備廠), the general manager of the corporate management department and the capital operation department of Potevio Group), the assistance to the president, the general manager of the comprehensive management department, the general manager of the human resources department and vice president of China Potevio; the Director of the second, fifth, sixth, seventh and eighth sessions of the Board of the Company and the chairman of the third and fourth sessions of the Supervisory Committee of the Company. Mr. Zhang joined the Company in October 1997 and has over twenty years of experience in corporate investment and operation management.

If re-appointed, Mr. Zhang will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Mr. Zhang will not receive Director's remuneration as the candidate of an executive Director of the forthcoming session. Instead, Mr. Zhang's remuneration will be determined by China Potevio with reference to his specific administrative duties and upon assessment by China Potevio in accordance with relevant requirements of the PRC and its internal remuneration management regulations.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Zhang did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang has confirmed that there are no other matters in relation to Mr. Zhang which need to be brought to the attention of the Shareholders and there is no information of Mr. Zhang that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Wang Micheng**, aged 52, was nominated as an executive Director of the ninth session of the Board. Mr. Wang has a Master's degree in Business Administration from China Europe International Business School and a bachelor's degree in Arts from Hangzhou University. He is currently an executive Director and vice chairman of the eighth session of the Board and general manager of the Company, a director, vice chairman, general manager and secretary of the party committee of Hangzhou HONYAR Electrical Co., Ltd (杭州鴻雁電器有限公司), and concurrently serves as an executive director (legal representative) of Putian Intelligent Lighting Research Institute Co., Ltd. (普天智能照明研究院有限公司). Since August 1988, Mr. Wang served at Hangzhou HONYAR Electrical Co., LTD (杭州鴻雁電器有限公司) as secretary to general manager, deputy manager and office director of the marketing department, deputy manager, assistant to general manager, office director, manager and deputy general manager of the public relations department, executive deputy general manager and manager of the plastic business department. Mr. Wang joined the Company in March 2015, he has over twenty years of extensive experience in corporate management.

If re-appointed, Mr. Wang will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Mr. Wang will not receive Director's remuneration as the candidate of an executive Director of the forthcoming session. Instead, Mr. Wang's remuneration will be determined by the Company with reference to his specific administrative duties and upon assessment by the Company in accordance with relevant requirements of the PRC and its internal remuneration management regulations.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Wang did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang has confirmed that there are no other matters in relation to Mr. Wang which need to be brought to the attention of the Shareholders and there is no information of Mr. Wang that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Han Shu**, aged 55, was nominated as an executive Director of the ninth session of the Board. Mr. Han has a bachelor's degree in Engineering from Nanjing University of Posts and Telecommunications and a master's degree in Engineering from Beijing University of Posts and Telecommunications. He is currently as an executive Director of the eighth session of the Board of the Company, a general manager of business department I of China Potevio and a director of Nanjing PUTIAN Telecommunications Company Limited (a B share listed company on Shenzhen Stock Exchange with a stock code of 200468). Mr. Han was previously a technician at the second workshop of Xi'an Microwave Hardware Factory of the Posts and Telecommunications Ministry (郵電部西安微波設備廠); an engineer and the deputy director of head office Xi'an Posts and Telecommunications Equipment Factory Machine Branch (西安郵電通信設備廠整機分廠); deputy factory manager, factory manager and secretary of the party committee of Xi'an Putian Communication Equipment Factory (西安普天通信設備廠); and the deputy general manager of communication business department and general manager of marketing department I of China Potevio. Mr. Han has over twenty years of extensive experience in communication and information technology.

If re-appointed, Mr. Han will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Mr. Han will not receive Director's remuneration as the candidate of an executive Director of the forthcoming session. Instead, Mr. Han's remuneration will be determined by China Potevio with reference to his specific administrative duties and upon assessment by China Potevio in accordance with relevant requirements of the PRC and its internal remuneration management regulations.

As at the Latest Practicable Date, save as disclosed above, Mr. Han did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Han did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Han has confirmed that there are no other matters in relation to Mr. Han which need to be brought to the attention of the Shareholders and there is no information of Mr. Han that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Ms. Xu Liying**, aged 48, was nominated as an executive Director of the ninth session of the Board. Ms. Xu has a bachelor's degree in Economics from Hangzhou College of Commerce and a master's degree in Economics from Shanghai University of Finance and Economics. She is currently an executive Director, of the eighth session of the Board of the Company and the general manager of the finance department of China Potevio and concurrently serves as a supervisor and the chairman of the supervisory committee of Beijing Putian Taili Telecommunications Technology Co., Ltd. (北京普天太力通信科技有限公司), a supervisor and the chairman of the supervisory committee of Beijing Capitel Co., Ltd. (北京首信股份有限公司), and a supervisor and the chairman of the supervisory committee of Hangzhou HONYAR Electrical Co., LTD (杭州鴻雁電器有限公司). Ms. Xu was previously cost accountant of finance department, general ledger accountant and the deputy head of finance division of Hangzhou Alkali Pump Factory (杭州鹼泵廠); cost accountant of finance department, general ledger accountant, finance manager of subsidiaries, senior audit executive of internal audit department, audit manager and the general manager of audit department and office director of supervisory committee of Eastern Communications Co., Ltd. (東方通信股份有限公司); the manager of audit department and manager of accounting department of Beijing Teamsun Technology Co., Ltd. (華勝天成科技股份有限公司); the chief accountant and general manager of finance department of Kunhe Real Estate Corporation Limited (坤和房地產集團有限公司); and the general manager of corporate management department of Putian Eastern Communications Group Co., Ltd. (普天東方通信集團有限公司). Ms. Xu has extensive experience in financial management and internal control management.

If appointed, Ms. Xu will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Ms. Xu will not receive Director's remuneration as the candidate of an executive Director of the forthcoming session. Instead, Ms. Xu's remuneration will be determined by China Potevio with reference to her specific administrative duties and upon assessment by China Potevio in accordance with relevant requirements of the PRC and its internal remuneration management regulations.

As at the Latest Practicable Date, save as disclosed above, Ms. Xu did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Ms. Xu did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did she have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xu has confirmed that there are no other matters in relation to Ms. Xu which need to be brought to the attention of the Shareholders and there is no information of Ms. Xu that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Fan Xu**, aged 43, was nominated as an executive Director of the ninth session of the Board. Mr. Fan holds a master's degree in management engineering and science from Tsinghua University. He is currently an executive Director of the eighth session of the Board of the Company, the deputy general manager of strategic investment and financing management department of China Potevio, and the vice chairman and a deputy general manager of Beijing PUTIAN Investment Management Company Limited (北京普天聯創投資管理有限公司), and concurrently serves as a director of China Potevio PolyPay Co., Ltd. (普天銀通支付有限公司).

If re-appointed, Mr. Fan will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Mr. Fan will not receive Director's remuneration as the candidate of an executive Director of the forthcoming session. Instead, Mr. Fan's remuneration will be determined by the Company with reference to his specific administrative duties and upon assessment by the Company in accordance with relevant requirements of the PRC and its internal remuneration management regulations.

As at the Latest Practicable Date, save as disclosed above, Mr. Fan did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Fan did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fan has confirmed that there are no other matters in relation to Mr. Fan which need to be brought to the attention of the Shareholders and there is no information of Mr. Fan that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Ms. Liu Yun**, aged 44, a master's degree holder, has a master's degree in Economics (majoring investment economics) from Central University of Finance and Economics. She is currently the deputy general manager of Business Development Department of China Potevio, and concurrently serves as a director of Shanghai Putian Kechuang Electronics Co., Ltd. (上海普天科創電子有限公司), Puxing Mobile Tech Company Limited (普興移動通訊設備有限公司), Hangzhou HONYAR Electrical Co., Ltd (杭州鴻雁電器有限公司) and Putian Logistics Technology Co., Ltd (普天物流技術有限公司). Ms. Liu had served as general manager assistant of the Investment Department of China National Textiles Import & Export Corporation, general manager assistant of Chinatex International Apparel Co., Ltd., finance director of the Preparatory Office of Infolex LLC Beijing Office and the investment management supervisor and investment management manager of Enterprise Development Department of China Potevio. Ms. Liu has extensive experience in finance, economic management and investment.

If re-appointed, Ms. Liu will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Ms. Liu will not receive the Director's remuneration as the candidate of an executive Director of the forthcoming session. Instead, Ms. Liu's remuneration will be determined by China Potevio with reference to her specific administrative duties and upon assessment by China Potevio in accordance with the relevant requirements of the PRC and its internal remuneration management regulations.

As at the Latest Practicable Date, save as disclosed above, Ms. Liu did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Ms. Liu did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did she have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Liu has confirmed that there are no other matters in relation to Ms. Liu which need to be brought to the attention of the Shareholders and there is no information of Ms. Liu that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Xiao Xiaozhou**, aged 64, was nominated as an independent non-executive Director of the ninth session of the Board. Mr. Xiao obtained a bachelor's degree in Engineering from Southwest Jiaotong University in February 1980. Mr. Xiao is an independent non-executive Director of the seventh and eighth session of the Board of the Company. Mr. Xiao was previously the deputy chief engineer, the head of production department and the deputy factory head of Liu Zhou Locomotive and Rolling Stock Factory (柳州機車車輛廠), the senior engineer of the operation and sales department of China National Railway Locomotive & Rolling Stock Industry Corporation (中國鐵路機車車輛工業總公司), the head of the marketing department and the marketing and sales division, the general manager of the truck business division and the deputy chief economist of CSR Corporation, the chairman of the board of directors of CSR Investment & Leasing Co. Ltd. (南車投資租賃有限公司) and the assistant to the president of CSR Corporation Limited. Mr. Xiao joined the Company in July 2013, he has over forty years of experience in corporate management, production management and market management.

If re-appointed, Mr. Xiao will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, the remuneration for Mr. Xiao for his services provided under the service contract is RMB50,000 per annum (before tax).

As at the Latest Practicable Date, save as disclosed above, Mr. Xiao did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Xiao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he has any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xiao has confirmed that there are no other matters in relation to Mr. Xiao which need to be brought to the attention of the Shareholders and there is no information of Mr. Xiao that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Ms. Mao Yaping**, aged 51, was nominated as an independent non-executive Director of the ninth session of the Board. Ms. Mao holds the Certificate of Certified Public Accountants, the Certificate of Expert Reviewer Qualification of Sichuan Province, the Certificate of Expert Reviewer Qualification of Sichuan Provincial Government and the Certificate of Senior Consultant. She is an independent non-executive director of the eighth session of the Board of the Company. She serves as the legal representative and the CPA-in-chief of Sichuan Xieyi Accounting Firm (四川協誼會計師事務所). She has been engaged by the People's Government of Sichuan Province as an expert for engineering and economics and PPP projects. She has been engaged by Sichuan Provincial Finance Department as an expert for economics. Ms. Mao has presided over and accomplished various accounting, auditing, financial and economic analysis, research on regional economy, industry development planning and engineering and construction consultation in Sichuan Province and Chengdu. Ms. Mao has extensive experience in financial, economics and management and project review. Ms. Mao joined the Company on 13 April 2018.

If re-appointed, Ms. Mao will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, the remuneration for Ms. Mao for her services provided under the service contract is RMB50,000 (before tax).

As at the Latest Practicable Date, save as disclosed above, Ms. Mao did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Ms. Mao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he has any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

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) 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.

**Mr. Feng Gang**, aged 53, was nominated as an independent non-executive Director of the ninth session of the Board. Mr. Feng obtained a doctoral degree in communications from Chinese University of Hong Kong in August 1998. Prior to his doctoral studies, Mr. Feng graduated with a master's degree and bachelor's degree in electronics and communication from the Department of Radio Technology of University of Electronic Science and Technology of China ("UESTC"). Mr. Feng was previously a teaching assistant of the Information system office of UESTC, later became a lecturer of the department of radio technology of UESTC. Mr. Feng worked at the School of Electrical & Electronic Engineering, division of Information Communication Institute of Singapore ("ICIS") of Nanyang Technological University ("NTU"), and later the associate professor at the Network Technology Research Centre of NTU. Mr. Feng was the professor and doctoral advisor of the National Key Laboratory of Science and Technology on Communications of UESTC.

If appointed, Mr. Feng will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, the remuneration for Mr. Feng for his services provided under the service contract is RMB50,000 per annum (before tax).

As at the Latest Practicable Date, save as disclosed above, Mr. Feng did not hold any positions in the Company in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Feng did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Feng has confirmed that there are no other matters in relation to him which need to be brought to the attention of the Shareholders and there is no information of Mr. Feng that needed to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

*Biographical details of the candidates to be re-elected as Supervisors acting as Shareholders' representatives of the ninth session of the Supervisory Committee and Supervisor of the ninth session of the Supervisory Committee elected by the staff and workers are set out as follows:*

**CANDIDATES OF SUPERVISORS ACTING AS SHAREHOLDERS'  
REPRESENTATIVES OF THE NINTH SESSION OF THE SUPERVISORY  
COMMITTEE**

**Mr. Zheng Zhili**, aged 58, was nominated as a Supervisor of the ninth session of the Supervisory Committee. Mr. Zheng graduated from the Party School of the Central Committee of C.P.C. and majored in Marxist philosophy. He is currently a party member, team leader of the Discipline Inspection Commission and the chief legal advisor of Potevio Group; the chairman of the seventh and eight session of the Supervisory Committee of the Company; the secretary of the party committee of Putian Eastern Communications Group Co., Ltd. (普天東方通信集團有限公司); and the supervisor of Putian New Energy Co., Ltd. (普天新能源有限責任公司). Mr. Zheng had served as a soldier and squad leader of guard regiment of the 21st Test Base, a guard officer and secretary of political department, and the secretary and a regimental officer of the office of political department of the Commission of Science Technology and Industry for National Defense; the supervisor at department level and deputy director of the office of supervisory bureau under the Discipline Inspection Commission of the State Economic and Trade Commission; and the deputy director and discipline inspector at deputy bureau chief level of the office of supervisory bureau of the discipline inspection commission of the State-owned Assets Supervision and Administration Commission of the State Council. Mr. Zheng has been the chairman of Tianjin Zhongtian Tongxin Co., Ltd. (天津中天通信有限公司); chairman of the labour union of Potevio Group; the supervisor and chairman of the supervisory committee of China Potevio. Mr. Zheng joined the Company in November 2012 and has extensive experience in supervision of legal matters.

If re-appointed, Mr. Zheng will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Mr. Zheng will not receive Supervisor's remuneration as the candidate of a Supervisor of the forthcoming session. Instead, Mr. Zheng's remuneration will be determined by China Potevio with reference to his specific administrative duties and upon assessment by China Potevio in accordance with relevant requirements of the PRC and its internal remuneration management regulations.

As at the Latest Practicable Date, save as disclosed above, Mr. Zheng did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Zheng did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he has any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zheng has confirmed that there are no other matters in relation to Mr. Zheng which need to be brought to the attention of the Shareholders and there is no information of Mr. Zheng that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Xiong Ting**, aged 55, was nominated as a Supervisor of the ninth session of the Supervisory Committee. Mr. Xiong obtained a bachelor's degree in university. He is the Supervisor of the seventh and eighth session of the Supervisory Committee, the deputy secretary of the party committee, the secretary of the Disciplinary Commission and a chairman of the labour union of the Company. Mr. Xiong served as the secretary of the league committee, factory manager of the branch factory and director of the office of Chengdu Cable Factory of the Ministry of Posts and Telecommunications (郵電部成都電纜廠); the assistant to general manager of the Company, manager of the supplier company and Supervisor of the fifth, sixth, seventh and eighth sessions of the Supervisory Committee of the Company. Mr. Xiong joined the Company in 1982 and has over ten years of experience in corporate administrative management.

If re-appointed, Mr. Xiong will enter into a service contract with the Company with a term of three years. Pursuant to the terms of the service contract, Mr. Xiong will not receive fixed salary from the Company as his Supervisor's remuneration in his term of office. However, as Mr. Xiong serves as the deputy secretary of the party committee of the Company concurrently, the remuneration for Mr. Xiong for his services is determined by the remuneration and appraisal committee of the Board upon assessment of the Company's management in accordance with relevant requirements of the PRC and the policy by which remuneration is linked with the Company's results and his performance.

As at the Latest Practicable Date, save as disclosed above, Mr. Xiong did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Xiong did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he has any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xiong has confirmed that there are no other matters in relation to Mr. Xiong which need to be brought to the attention of the Shareholders and there is no information of Mr. Xiong that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**SUPERVISOR OF THE NINTH SESSION OF THE SUPERVISORY COMMITTEE  
ELECTED BY THE STAFF AND WORKERS**

**Mr. Liu Jun**, aged 48, Mr. Liu graduated from Chengdu Radio and Television University with a degree in property management. Mr. Liu is currently a Supervisor of the eighth session of the Supervisory Committee of the Company, a deputy manager of the comprehensive management office, director of the Party-Masses Work Department and the vice chairman of the labor union of the Company. Mr. Liu joined the Company in August 1990 and served as a technician, assistant engineer and factory assistant of power plant, assistant manager of the property management department and the deputy director of Party-Masses Work Department. Mr. Liu was democratically elected by the staff of the Company at the labor congress as a supervisor of the ninth session of the Supervisory Committee of the Company elected by the staff and workers.

If re-appointed, Mr. Liu will enter into a service contract with the Company at the EGM with a term of three years. Pursuant to the terms of the service contract, Mr. Liu will not receive fixed salary from the Company as his Supervisor's remuneration in his term of office. However, as Mr. Liu serves as the director of party-masses work department of the Company concurrently, the remuneration for Mr. Liu for his services is determined by the Company's management upon assessment of the Company's middle management in accordance with relevant requirements of the PRC and the policy by which remuneration is linked with the Company's results and his performance.

As at the Latest Practicable Date, save as disclosed above, Mr. Liu did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Liu did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu has confirmed that there are no other matters in relation to Mr. Liu which need to be brought to the attention of the Shareholders and there is no information of Mr. Liu that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

# 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)

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Chengdu PUTIAN Telecommunications Cable Company Limited (the “**Company**”) 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 Tuesday, 13 November 2018 for the purpose of considering and approving the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the following candidates as Directors of the ninth session of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for a term of three years with effect from the conclusion of the EGM:
  - (a) Re-election of Mr. Zhang Xiaocheng as an executive Director;
  - (b) Re-election of Mr. Wang Micheng as an executive Director;
  - (c) Re-election of Mr. Han Shu as an executive Director;
  - (d) Re-election of Ms. Xu Liying as an executive Director;
  - (e) Re-election of Mr. Fan Xu as an executive Director;
  - (f) Re-election of Ms. Liu Yun as an executive Director;
  - (g) Re-election of Mr. Xiao Xiaozhou as an independent non-executive Director;
  - (h) Re-election of Ms. Mao Yaping as an independent non-executive Director; and
  - (i) Appointment of Mr. Feng Gang as an independent non-executive Director.

## NOTICE OF EGM

2. To consider and approve the following candidates as supervisors (the “**Supervisors**”) of the supervisory committee of the Company (the “**Supervisory Committee**”) for a term of three years with effect from the conclusion of the EGM:
  - (a) Re-election of Mr. Zheng Zhili as a Supervisor of the Company; and
  - (b) Re-election of Mr. Xiong Ting as a Supervisor of the Company.
3. To authorize the Board to fix the remuneration of the members of the ninth session of the Board and Supervisory Committee and to enter into relevant service contract with each of the Directors and the Supervisors, respectively.

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

Chengdu, the PRC, 28 September 2018

*As at the date of this notice, the Board comprises:*

*Executive Directors:*

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

*Independent Non-executive Directors:*

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

*Notes:*

1. The register of members of the Company will be closed from Friday, 12 October 2018 to Tuesday, 13 November 2018 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, 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, 17th 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 for registration by 4:30 p.m. on Thursday, 11 October 2018.
2. Shareholders of the Company whose names appear on the register of members of the Company on Thursday, 11 October 2018 are entitled to attend and vote at the EGM (or any adjournment thereof).

## NOTICE OF EGM

3. Each shareholder of the Company who has the right to attend and vote at the EGM is entitled to appoint one or more proxy(ies) to attend and, on a poll, vote on his/her behalf. A proxy need not be a Shareholder of the Company. When a Shareholder of the Company appoints more than one proxy to attend the meeting, 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 EGM on behalf of the shareholder of the Company, such proxy should present his identity card and the proxy form with the date of signing stated thereon or documents of authorization duly signed by his authorised representative. If the corporate representative of a corporate shareholder of the Company attends the EGM, such corporate representative should present his identity card and a valid document that proves his capacity of the corporate representative. If a corporate shareholder of the Company appoints its attorney other than the corporate representative to attend the EGM, then the attorney should present his identity card and the instrument signed under the official seal of such corporate shareholder or other documents of authorization 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, the copy of the power of attorney or other authorization document 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, Wanchai, Hong Kong for the holders of H shares or, 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) for the holders of domestic shares not less than 24 hours before the holding of the EGM or the time appointed for taking the poll.
6. Shareholders of the Company who intend to attend the EGM are required to return the reply slip of the EGM in person, by post or by fax to the Company's registered office on or before Wednesday, 24 October 2018. Completion and return of the reply slip will not preclude a Shareholder from attending the EGM.
7. The EGM 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.