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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)

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#### **(1) POLL RESULTS OF THE 2018 FIRST EGM**

The 2018 first extraordinary general meeting (the “**2018 First EGM**”) of Chengdu PUTIAN Telecommunications Cable Company Limited (the “**Company**”) was 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. The 2018 First EGM was held in compliance with requirements of the PRC Company Law and the Articles of Association of the Company.

As at the date of the 2018 First EGM, the total issued share capital of the Company is 400,000,000 shares (comprising 240,000,000 domestic shares and 160,000,000 H shares, collectively the “**Shares**”) which entitle the holders to attend and vote for or against the resolutions proposed at the 2018 First EGM. The shareholders of the Company (the “**Shareholders**”) or their proxies holding a total of 240,000,000 voting Shares, representing 60% of the total issued share capital of the Company, attended the 2018 First EGM. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), no Shareholders are required to abstain from voting on any resolutions proposed at the 2018 First EGM.

The 2018 First EGM was chaired by Mr. Wang Micheng, the vice chairman of the Company. A poll was demanded by the chairman of the 2018 First EGM for voting on the following resolutions as set out in the notice of EGM dated 28 September 2018.

Duan & Duan Law Firm (Chengdu) (上海段和段(成都)律師事務所)(the Company's legal adviser) was responsible for supervising domestic shares and was entrusted by Hong Kong Registrars Limited (H share registrar and transfer office) to supervise the poll procedures of H shares, and was appointed to serve as the scrutineer at the 2018 First EGM for the purpose of vote-taking. Mr. Liu Jun, a supervisor of the Company, served as the scrutineer for the vote-taking at the 2018 First EGM.

The poll results in respect of the resolutions passed at the 2018 First EGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (approximate percentage)	
		For	Against
1.	To consider and approve the following candidates as directors of the ninth session of the Board of the Company, with effect from the conclusion of the 2018 First EGM for a term of three years:		
a.	Re-election of Mr. Zhang Xiaocheng as an executive director of the Company	240,000,000 shares (100%)	0 share (0%)
b.	Re-election of Mr. Wang Micheng as an executive director of the Company	240,000,000 shares (100%)	0 share (0%)
c.	Re-election of Mr. Han Shu as an executive director of the Company	240,000,000 shares (100%)	0 share (0%)
d.	Re-election of Ms. Xu Liying as an executive director of the Company	240,000,000 shares (100%)	0 share (0%)
e.	Re-election of Mr. Fan Xu as an executive director of the Company	240,000,000 shares (100%)	0 share (0%)
f.	Re-election of Ms. Liu Yun as an executive director of the Company	240,000,000 shares (100%)	0 share (0%)
g.	Re-election of Mr. Xiao Xiaozhou as an independent non-executive director of the Company	240,000,000 shares (100%)	0 share (0%)
h.	Re-election of Ms. Mao Yaping as an independent non-executive director of the Company	240,000,000 shares (100%)	0 share (0%)
i.	Appointment of Mr. Feng Gang as an independent non-executive director of the Company	240,000,000 shares (100%)	0 share (0%)

ORDINARY RESOLUTIONS		Number of Votes (approximate percentage)	
		For	Against
2.	To consider and approve the following candidates as supervisors of the ninth session of the Supervisory Committee of the Company, with effect from the conclusion of the 2018 First EGM for a term of three years:		
	a. Re-election of Mr. Zheng Zhili as a supervisor of the Company	240,000,000 shares (100%)	0 share (0%)
	b. Re-election of Mr. Xiong Ting as a supervisor of the Company	240,000,000 shares (100%)	0 share (0%)
3.	To authorise the Board of the Company to fix the remuneration of the members of the ninth session of the Board and Supervisory Committee of the Company and to enter into the relevant service contract with each of the directors and supervisors.	240,000,000 shares (100%)	0 share (0%)

As more than half of the votes were cast in favor of the above-mentioned resolutions, these resolutions were duly passed as ordinary resolutions.

## (2) RE-ELECTION OF DIRECTORS AND SUPERVISORS OF THE NINTH SESSION OF THE BOARD

The biographical details of the existing directors of the eighth session of the board of directors of the Company (i.e. Mr. Zhang Xiaocheng, Mr. Wang Micheng, Mr. Han Shu, Ms. Xu Liying, Mr. Fan Xu, Ms. Liu Yun, Mr. Xiao Xiaozhou and Ms. Mao Yaping) re-elected as members of the ninth session of the board of directors (the “**Board**”) are set out in the circular of the Company dated 28 September 2018.

Pursuant to the Articles of Association of the Company, the term of office of each of the above members of the ninth session of the Board shall commence from 13 November 2018 (i.e. the date of their respective appointment) for a term of three years.

The biographical details of Mr. Zheng Zhili and Mr. Xiong Ting, the existing supervisors acting as Shareholders’ representatives of the eighth session of the supervisory committee of the Company re-elected as supervisors acting as Shareholders’ representatives of the ninth session of the supervisory committee (the “**Supervisory Committee**”), are set out in the circular of the Company dated 28 September 2018.

Pursuant to the Articles of Association of the Company, the term of office of each of the above members of the ninth session of the Supervisory Committee shall commence from 13 November 2018 (i.e. the date of their respective appointment) for a term of three years.

### **(3) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

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.

Mr. Lin Zulun (“**Mr. Lin**”) had informed the Company that he had decided not to offer himself for re-election at the 2018 First EGM as he would like to devote more time to his personal affairs (the “**Retirement**”). As such, Mr. Lin has retired as an independent non-executive Director with effect from the conclusion of the 2018 First EGM. As a result of the Retirement, with effect from the conclusion of the 2018 First EGM, Mr. Lin has also ceased to be (i) members of the Remuneration and Appraisal Committee, Audit Committee and Strategic Development Committee; and (ii) chairman of the Nomination Committee.

Mr. Lin 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 Board would like to express its sincere gratitude to Mr. Lin for his valuable contributions to the Company during his term of office.

### **(4) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Feng Gang (“**Mr. Feng**”) has been appointed as an independent non-executive Director with effect from the conclusion of 2018 First EGM.

Mr. Feng Gang, aged 53, obtained his PhD 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 as the associate professor at the School of Electrical & Electronic Engineering in Nanyang Technological University (“**NTU**”) in Singapore. Mr. Feng is currently the professor and doctoral advisor of the National Key Laboratory of Science and Technology on Communications of UESTC.

Mr. Feng entered into a service contract with the Company for a term of three years from 13 November 2018. 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 date of this announcement, save as disclosed above, Mr. Feng 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. 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.

The Board would like to take this opportunity to welcome Mr. Feng in joining the Board.

**(5) APPOINTMENTS OF CHAIRMAN AND VICE CHAIRMAN OF THE BOARD AND CHAIRMAN OF SUPERVISORY COMMITTEE OF THE NINTH SESSION AND LEGAL REPRESENTATIVE OF THE COMPANY**

The Board is pleased to announce that, at the first meeting of the ninth session of the Board held immediately after the 2018 First EGM, the Board agreed to appoint (i) Mr. Zhang Xiaocheng as chairman of the ninth session of the Board and legal representative of the Company; and (ii) Mr. Wang Micheng as vice chairman of the ninth session of the Board, with effect from 13 November 2018. The biographical details of Mr. Zhang Xiaocheng and Mr. Wang Micheng are set out in the circular of the Company dated 28 September 2018.

The Board is also pleased to announce that, following the 2018 First EGM, the Supervisory Committee agreed to appoint Mr. Zheng Zhili as chairman of the ninth session of the Supervisory Committee, with effect from 13 November 2018. The biographical details of Mr. Zheng Zhili are set out in the circular of the Company dated 28 September 2018.

**(6) APPOINTMENTS OF MEMBERS OF DESIGNATED COMMITTEES TO THE NINTH SESSION OF THE BOARD**

The Board further announced that, at the first meeting of the ninth session of the Board held immediately following the 2018 First EGM, the Board agreed to appoint members of the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategic Development Committee to the ninth session of the Board as follows:

Ms. Mao Yaping, Mr. Xiao Xiaozhou and Mr. Feng Gang are members of the Audit Committee to the ninth session of the Board where Ms. Mao Yaping, acts as chairman of the Audit Committee.

Mr. Feng Gang, Mr. Xiao Xiaozhou, Ms. Mao Yaping, Mr. Fan Xu and Ms. Liu Yun are members of the Nomination Committee to the ninth session of the Board where Mr. Feng Gang, acts as chairman of the Nomination Committee.

Mr. Xiao Xiaozhou, Ms. Mao Yaping, Mr. Feng Gang, Mr. Han Shu and Ms. Xu Liying are members of the Remuneration and Appraisal Committee to the ninth session of the Board where Mr. Xiao Xiaozhou acts as chairman of the Remuneration and Appraisal Committee.

Mr. Zhang Xiaocheng, Mr. Wang Micheng, Mr. Xiao Xiaozhou, Ms. Mao Yaping and Mr. Feng Gang are members of the Strategic Development Committee to the ninth session of the Board where Mr. Zhang Xiaocheng acts as chairman of the Strategic Development Committee.

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

Chengdu, the PRC, 13 November 2018

As at the date of this announcement, the Board comprises:

<i>Executive Directors:</i>	Mr. Zhang Xiaocheng ( <i>Chairman</i> ), Mr. Wang Micheng, Mr. Han Shu, Ms. Xu Liying, Mr. Fan Xu and Ms. Liu Yun
<i>Independent Non-executive Directors:</i>	Mr. Xiao Xiaozhou, Ms. Mao Yaping and Mr. Feng Gang