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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)

**RE-ELECTION OF MR. WANG MICHENG  
AS EXECUTIVE DIRECTOR,  
PROVISION OF GUARANTEES  
TO NON-WHOLLY OWNED SUBSIDIARIES,  
PROPOSED APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 5 June 2015 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 not later than Saturday, 16 May 2015 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 10:00 a.m. on Friday, 5 June 2015 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
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Chengdu SEI”	Chengdu SEI Optical Fibre Co., Ltd., a subsidiary of the Company incorporated in the PRC, in which the Company directly owns 60% of its equity interests
“Chengdu Zhongling”	Chengdu Zhongling Radio Communications Co., Ltd., a subsidiary of the Company incorporated in the PRC, in which the Company directly owns 90% 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 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
“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
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular

## DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the H Share of RMB1.00 each in the share capital of the Company
“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\***

*(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 (*Vice Chairman*)  
Mr. Cong Huisheng  
Mr. Chen Ruowei  
Mr. Du Xinhua  
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:*

Mr. Choy Sze Chung, Jojo  
Mr. Li Yuanpeng  
Mr. Xiao Xiaozhou

*Principal place of business in Hong Kong:*

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

20 April 2015

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF MR. WANG MICHENG  
AS EXECUTIVE DIRECTOR,  
PROVISION OF GUARANTEES  
TO NON-WHOLLY OWNED SUBSIDIARIES,  
PROPOSED APPOINTMENT OF AUDITORS  
AND  
NOTICE OF 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. RE-ELECTION OF MR. WANG MICHENG AS EXECUTIVE DIRECTOR OF THE COMPANY

On 12 March 2015, Mr. Ping Hao resigned as an executive Director, vice chairman, a member of the strategic development committee, general manager and an authorised representative of the Company. On the same day, the Board of the Company appointed Mr. Wang Micheng (“Mr. Wang”) as an executive Director, vice chairman, a member of the strategic development committee, general manager and an authorised representative of the Company. According to Article 88 of the Articles of Association, the Board shall have the power to appoint any person as 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 Mr. Wang as an executive Director of the Company and to fix his remuneration.

Biographical details of Mr. Wang are set out below:

Mr. Wang Micheng (王米成先生), aged 48, 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 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 of the marketing department, deputy manager of the public relations department, office director and manager of the marketing department, assistant to general manager and office director, manager of the public relations department, deputy general manager and manager of the plastic business department, and executive deputy general manager and manager of the plastic business department. Mr. Wang has over twenty years of extensive experience in corporate management.

The Company entered into a service contract with Mr. Wang for a term commencing from the date of approval of the resolution regarding Mr. Wang’s appointment at the Annual General Meeting until the expiry of the seventh session of the Board of the Company. Pursuant to the terms of the service contract, Mr. Wang, as an executive director of the seventh session of the Board, will not receive any director’s remuneration. Instead, Mr. Wang’s remuneration will be determined by the Company upon assessment based on his specific administrative duties and in accordance with relevant requirements of the PRC and the internal remuneration management regulations of the Company.

Save as disclosed above, Mr. Wang did not hold any directorship in any other listed companies during the past three years, nor did he hold any other position in the Company and its subsidiaries. Mr. Wang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at

## LETTER FROM THE BOARD

the date of this circular, Mr. Wang 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 in relation to the appointment of Mr. Wang 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 that need to be brought to the attention of the Shareholders.

### **3. PROVISION OF GUARANTEES TO NON-WHOLLY OWNED SUBSIDIARIES**

#### **(i) Provision of comprehensive credit guarantees to Chengdu SEI and Chengdu Zhongling**

On 30 June 2014, 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 RMB 10 million. On 19 September 2014, 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 RMB10 million.

In 2014, Chengdu Zhongling did not have any borrowings under the guarantee of the Company. Nor did the Company (as a guarantor) enter into any comprehensive credit guarantee agreement with any bank and Chengdu Zhongling (as the borrower).

#### **(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 and Chengdu Zhongling to conduct their normal business, hence the Directors consider that the provision of the guarantees to Chengdu SEI and Chengdu Zhongling 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 2014. However, the Company will be responsible for repayment of the banking facilities which it guaranteed together with payment of all related interests, 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.

## LETTER FROM THE BOARD

### 4. APPOINTMENT OF AUDITORS

Pursuant to the announcement dated 22 August 2014, Daxin Certified Public Accountants have provided audit services to the Company for more than certain years. According to the provisions of Central Enterprises Financial Audit Working Rules issued by the State-owned Assets Supervision and Administration Commission of the State Council of the People's Republic of China relating to continuing audit services provided by the same firm of certified public accountants, Daxin Certified Public Accountants have resigned as auditors of the Company after having completed the review of the interim results of the Company and its subsidiaries for the six months ended 30 June 2014, with effect from 23 August 2014.

Daxin Certified Public Accountants have confirmed that there is no matter in relation to their resignation as auditors that need to be brought to the attention of the Shareholders. Both the Board and the audit committee of the Company have also confirmed that there is no disagreement or outstanding matter between the Company and Daxin Certified Public Accountants in relation to the change of auditors that need to be brought to the attention of the Shareholders or creditors of the Company.

In accordance with the Articles of Association, the Board has appointed Pan-China Certified Public Accountants as auditors of the Company with effect from 23 August 2014 to fill the casual vacancy following the resignation of Daxin Certified Public Accountants and to hold office until the conclusion of the next annual general meeting of the Company.

The Board hereby proposes the appointment of Pan-China Certified Public Accountants as the auditors of the Company for the year ending 31 December 2015 by way of an ordinary resolution to be approved by the Shareholders at the Annual General Meeting. The appointment will become effective upon the passing of such ordinary resolution by the Shareholders at the Annual General Meeting.

### 5. ANNUAL GENERAL MEETING

Set out on pages 8 to 9 of this circular is a notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 5 June 2015 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.

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 not later than Saturday, 16 May 2015 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.



## LETTER FROM THE BOARD

### 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 authorised 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 document 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 document misleading.

### 8. RECOMMENDATION

The Board considers that the provision of guarantees to non-wholly owned subsidiaries is in the best interest of the Company and its Shareholders as a whole and accordingly, the Directors recommend Shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
**Zhang Xiaocheng**  
*Chairman*

**Potevio**

**中国普天**

**成都普天電纜股份有限公司**

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

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(Stock Code: 1202)

**NOTICE OF 2014 ANNUAL GENERAL MEETING**

The annual general meeting (the “**AGM**”) of Chengdu PUTIAN Telecommunications Cable Company Limited (the “**Company**”) for the year 2014 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, 5 June 2015 for the following purposes:

(1) To consider and approve as ordinary resolutions:

1. the report of the board of directors (the “**Board**”) of the Company for the year 2014;
2. the report of the supervisory committee of the Company for the year 2014;
3. the audited financial report of the Company for the year 2014;
4. the distribution plan of profits attributable to the Company's shareholders (i.e., no dividend being proposed) for the year 2014;
5. the re-election of Mr. Wang Micheng as an executive Director of the Company;
6. the provision of the comprehensive credit guarantees by the Company in the amount of RMB35 million and RMB20 million in favour of Chengdu SEI Optical Fibre Co., Ltd. and Chengdu Zhongling Radio Communications Co., Ltd., non-wholly owned subsidiaries of the Company, respectively in the period from 1 July 2015 to 30 June 2016; and
7. the 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 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, 20 April 2015

\* *For identification purposes only*

## NOTICE OF 2014 ANNUAL GENERAL MEETING

*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 6 May 2015 to 5 June 2015 (both days inclusive), no transfer of H Shares will be registered during the period. 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, Wanchai, Hong Kong) before the close of business hours (4:30 p.m.) on 5 May 2015.
2. Shareholders of the Company whose names appear on the register of members at the business hours on 5 June 2015 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 need 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 authorisation 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, Wanchai, 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, 16 May 2015. 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.