

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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 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 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 together with the accompanying form of proxy and reply slip 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

# **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 THE 2015 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the First EGM to be held at 10:00 a.m. on Thursday, 12 November 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 19 to 21 of this circular.

A form of proxy for use at the First EGM is enclosed herewith and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://cdc.com.cn>). Whether or not you intend to attend the First EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 23 October 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 First 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 First EGM if you so wish.

\* For identification purposes only

25 September 2015

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
INTRODUCTION .....	3
RE-ELECTION AND/OR APPOINTMENT OF DIRECTORS AND SUPERVISORS .....	4
ELECTION OF THE EIGHTH SESSION OF THE BOARD .....	4
ELECTION OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE .....	5
THE 2015 FIRST EGM .....	6
VOTING BY POLL .....	6
RECOMMENDATION .....	7
<b>APPENDIX I — BIOGRAPHICAL DETAILS OF THE CANDIDATES         FOR THE EIGHTH SESSION OF THE BOARD</b> .....	8
<b>APPENDIX II — BIOGRAPHICAL DETAILS OF THE CANDIDATES         FOR THE EIGHTH SESSION OF         THE SUPERVISORY COMMITTEE</b> .....	16
<b>NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING</b> .....	19

## DEFINITIONS

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

“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 of the Company
“China Potevio”	中國普天信息產業股份有限公司(China Potevio Company Limited*), a wholly-owned subsidiary of Potevio Group and the controlling Shareholder of the Company
“Company”	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 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 modified from time to time
“Director(s)”	the director(s) of the Company
“First EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Thursday, 12 November 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 September 2015, 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, as amended, supplemented or modified from time to time
“Potevio Group”	中國普天信息產業集團公司 (China PUTIAN Corporation*) (formerly known as “中國郵電工業總公司 (China National Post and Telecommunications Industrial Company)”) )

\* For identification purposes only

## DEFINITIONS

“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Shareholder(s)”	registered holder(s) of domestic share(s) and H share(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

**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 (*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

25 September 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS  
AND  
NOTICE OF THE 2015 FIRST 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 eighth session of the Board, (ii) the election of Supervisors of the eighth 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 2015 First EGM to be held at 10:00 a.m. on Thursday, 12 November 2015, to enable you to make an informed decision on whether to vote for or against such resolutions at the First EGM.

\* *For identification purposes only*

## **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 2012, being the date of the 2012 second extraordinary general meeting of the Company, as the date of commencement of the seventh 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 2015 and shall be eligible for re-election.

### **ELECTION OF THE EIGHTH SESSION OF THE BOARD**

The seventh session of the Board currently consists of 9 Directors, including 6 executive Directors, namely, Mr. Zhang Xiaocheng (Chairman), Mr. Wang Micheng (Vice Chairman), Mr. Cong Huisheng, Mr. Chen Ruowei, Mr. Du Xinhua and Mr. Fan Xu; and 3 independent non-executive Directors, namely, Mr. Choy Sze Chung, Jojo, Mr. Li Yuanpeng and Mr. Xiao Xiaozhou.

In accordance with Article 88 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 eighth session of the Board are nominated by China Potevio, the controlling Shareholder of the Company, and the nomination committee of the seventh session of the Board. Mr. Zhang Xiaocheng, Mr. Wang Micheng, Mr. Fan Xu, Mr. Choy Sze Chung, Jojo and Mr. Xiao Xiaozhou, the current Directors, have been nominated as candidates for the re-election as Directors of the eighth session of the Board. Mr. Wang Feng, Mr. Han Shu and Ms. Xu Liying are newly-nominated candidates for election as members of the eighth session of the Board.

Mr. Choy Sze Chung, Jojo has served as an independent non-executive Director for 9 years. He has thorough understanding of the Company's business. Mr. Choy has confirmed that he has met the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board considers that the long-term service of Mr. Choy Sze Chung, Jojo will not affect his independent judgment; and believes that Mr. Choy Sze Chung, Jojo can continue to provide independent, objective and constructive opinion to the Company. The Board believes that the re-election of Mr. Choy Sze Chung, Jojo as Director is in the interest of the Company and Shareholders as a whole.

The current Directors, Mr. Cong Huisheng, Mr. Chen Ruowei, Mr. Du Xinhua and Mr. Li Yuanpeng, will retire on the date of the First EGM and do not seek for re-election. Mr. Cong Huisheng, Mr. Chen Ruowei, Mr. Du Xinhua and Mr. Li Yuanpeng have confirmed that they have no disagreement with the Board and there is no matter relating to their retirement that needs to be brought to the attention of the Shareholders.

## **LETTER FROM THE BOARD**

Following the retirement of Mr. Li Yuanpeng as an independent non-executive Director, the number of independent non-executive directors and audit committee members of the Company falls below the minimum number required under Rule 3.10(1) and Rule 3.21 of the Listing Rules. The number of independent non-executive directors of the Company on the Board will also fall below the requirement under Rule 3.10A of the Listing Rules, and the required composition of the Remuneration and Appraisal Committee and the Nomination Committee will not be able to meet the requirements under Rule 3.25 and code provision A.5.1 as set out in Appendix 14 of the Listing Rules. The Board will identify suitable candidate to fill the vacancy of independent non-executive Director, chairman of the Nomination Committee, member of the Remuneration and Appraisal Committee, member of the Audit Committee and member of the Strategic Development Committee of the Company as soon as possible in accordance with Rules 3.11, 3.23 and 3.27 of the Listing Rules.

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 First EGM, the Directors of the eighth session of the Board shall serve a term of three years from the date of the First EGM.

At the First EGM, the Company will propose separate resolutions to elect the Directors of the eighth session of the Board and to authorize the Board to determine the remuneration of the Directors of the eighth session of the Board and enter into service contracts with them.

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

### **ELECTION OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE**

The seventh session of the Supervisory Committee currently consists of 3 Supervisors, including 2 Supervisors acting as Shareholders' representatives, namely, Mr. Zheng Zhili and Mr. Xiong Ting; and 1 Supervisor as the Company's staff representative, namely, Ms. Dai Xiaoyi.

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 106 of the Articles of Association, the Supervisory Committee shall consist of 2 Shareholders' representatives and 1 Company's staff representative. 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 eighth session of the Supervisory Committee. Ms. Dai Xiaoyi, another Supervisor, was democratically elected by the staff and workers of the Company on 31 August 2015 and has offered herself to be elected as a member of the eighth session of the Supervisory Committee.

## LETTER FROM THE BOARD

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 First EGM, the Supervisors shall serve a term of three years from the date of the First EGM.

At the First EGM, the Company will propose separate resolutions to elect the Supervisors acting as Shareholders' representatives of the eighth session of the Supervisory Committee and to authorize the Board to determine the remuneration of the Supervisors of the eighth 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 First EGM as Supervisors acting as Shareholders' representatives and the Supervisor being elected by staff and workers in a democratic manner of the eighth session of the Supervisory Committee are set out in Appendix II of this circular.

### **THE 2015 FIRST EGM**

A notice convening the First EGM to be held at 10:00 a.m. on Thursday, 12 November 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 19 to 21 of this circular. Ordinary resolutions will be proposed at the First EGM for the shareholders to consider and approve the appointment or re-election of Directors of the eighth session of the Board and Supervisors of the eighth session of the Supervisory Committee and authorize the Board of the Company to determine the remuneration of each member of the eighth session of the Board and the Supervisory Committee of the Company and other matters related to the entering into of service contracts with them.

A form of proxy for use at the First EGM is enclosed herewith and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://cdc.com.cn>). Whether or not you intend to attend the First EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon on or before Friday, 23 October 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 First 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 First 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 First EGM.

## LETTER FROM THE BOARD

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 eighth session of the Board and the election of Supervisors of the eighth session of the Supervisory Committee at the First 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 First EGM.

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

\* *For identification purposes only*

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

**Mr. Zhang Xiaocheng**, aged 58, was nominated as an executive Director of the eighth 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 seventh 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, general manager of the corporate management department and the capital operation department of Potevio Group; the assistant to the factory manager and assistant factory manager of Xi'an Microwave Hardware Factory of the Posts and Telecommunications Ministry (郵電部西安微波設備廠); the director of Eastern Communications Co., Ltd. (東方通信股份有限公司) and Shanghai Potevio Co., Ltd. (上海普天郵通科技股份有限公司); the Director of the second, fifth and sixth 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 approximately thirty 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 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. 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 49, was nominated as an executive Director of the eighth 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 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), executive Director and vice chairman of the seventh session of the Board of the Company and general manager 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 and deputy general manager of the public relations department, manager of the plastic business department, and 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 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. 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. Wang Feng**, aged 54, was nominated as an executive Director of the eighth session of the Board. Mr. Wang has a Bachelor's degree in Engineering from Beijing University of Posts and Telecommunications and a Master's degree in Business Administration from Macau University of Science and Technology. He is currently a general manager of the corporate development department of China Potevio, and concurrently serves as a director of Eastern Communications Co., Ltd. (東方通信股份有限公司) (whose shares listed on the Shanghai Stock Exchange, stock code: 600776), chairman of Great Dragon Information Co., Ltd. (巨龍信息技術有限責任公司) and chairman of Jingdezhen Potevio Co., Ltd. (景德鎮普天科技有限責任公司). Mr. Wang was previously assistant engineer, engineer, the deputy head of the technology division, director of the technological operation department, deputy chief engineer, deputy factory manager, factory manager and secretary of the party committee of Guiyang Putian Communication Machinery Factory (貴陽普天通信機械廠); the general manager and secretary of the party committee of Guiyang PUTIAN Wanxiang Logistics Technology Co., Ltd. (貴陽普天萬向物流技術股份有限公司); the executive deputy director of the reformation office, director of the reformation office and general manager of the corporate development department of Potevio Group; the executive deputy factory manager, deputy secretary of the party committee and secretary of the disciplinary commission of Putian Capital Communications Equipment Factory (Group) (普天首信通信設備廠(集團)); the executive deputy president of Daheng New Epoch Technology Inc. (大恒新紀元科技股份有限公司); the executive deputy general manager and general manager of Putian Logistics Technology Co., Ltd (普天物流技術有限公司); and the deputy general manager of the industrial electronic business department of China Potevio; and director and vice chairman of Guiyang Putian Logistics Technology Company Limited (貴陽普天物流技術股份有限公司). Mr. Wang has over twenty years of extensive experience in business administration.

If 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 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. 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 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. 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 52, was nominated as an executive Director of the eighth 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 a general manager of business department I of China Potevio, and also a director of Nanjing PUTIAN Telecommunications Company Limited (whose B shares listed on the Shenzhen Stock Exchange, stock short name: 甯通信B). 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 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 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. 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 45, was nominated as an executive Director of the eighth 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 a deputy general manager of finance department of China Potevio. Ms. Xu was previously cost accountant of finance department, general ledger accountant and the deputy head of finance division of Hangzhou Alkali Pump Factory (杭州碱泵廠); 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 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, 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 40, was nominated as an executive Director of the eighth session of the Board. Mr. Fan has a dual Bachelor's degree in Engineering, a Bachelor's degree in Law and a Master's degree in Engineering from Tsinghua University. Mr. Fan is an executive Director of the seventh session of the Board and the deputy general manager of the Company, and director of Putian Fasten Cable Telecommunication Co., Ltd.. He served as coordinator of the reformation office of Potevio Group, the investment management director of capital operation department, senior investment management director of corporate development department and equity investment and financing manager of investment and financing development department of China Potevio. Mr. Fan joined the Company in August 2012 and has extensive experience in investment and financing management.

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 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. 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.

**Mr. Choy Sze Chung, Jojo**, aged 56, was nominated as an independent non-executive Director of the eighth session of the Board. Mr. Choy has a Master's degree in Business Administration from University of Wales and a Master's degree in Business Law from Monash University. Mr. Choy is an independent non-executive Director of the seventh session of the Board of the Company, the director and the vice chairman of National Resources Securities Limited (中潤證券有限公司). Mr. Choy is the independent non-executive director of certain companies listed on the Stock Exchange, namely, Zhaojin Mining Industry Company Limited (stock code: 01818), Sparkle Roll Group Limited (stock code: 00970), Orient Securities International Holdings Limited (stock code: 08001) and Luye Pharma Group Ltd. (stock code: 02186). He was a director and general manager of Yongjin Company Limited (涌金有限公司), the marketing & sales director of Quam Securities Company Limited and the sales director of the retail brokerage department at BOCI Securities Limited. He is also the chairman of the Institute of Securities Dealers Limited in Hong Kong, a fellow member of The Hong Kong Institute of Directors, the director of securities team of The Hong Kong Mediation Alliance, a committee member of Society of Registered Financial Planners, a fellow member of Institute of Financial Accountants, a fellow member of the Institute of Compliance Officer, a member of Shantou Chinese People's Political Consultative Committee, an honorary president of Shantou Overseas Friendship Association, an honorary president of Shantou Overseas Exchange Association, a standing director of The Overseas Teo Chew Entrepreneurs Association, an honorary principal of Chen Po Sum School and a committee council member of Rotary Club Kowloon West. He was an independent non-executive Director of the fifth and sixth sessions of the Board of the Company. Mr. Choy has joined the Company since 16 February 2006. Mr. Choy has extensive experience in the securities industry and business management.

If re-appointed, Mr. Choy 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. Choy 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. Choy 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. Choy 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. Choy has confirmed that there are no other matters in relation to Mr. Choy which need to be brought to the attention of the Shareholders and there is no information of Mr. Choy that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Xiao Xiaozhou**, aged 61, was nominated as an independent non-executive Director of the eighth 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 session of the Board of the Company. Mr. Xiao was previously the deputy head and head of production division of Liu Zhou Locomotive and Rolling Stock Factory (柳州機車車輛廠), head of production preparation division of extension headquarter, and director and deputy chief engineer of coach production office as well as director and deputy factory head; the senior engineer of the operation and marketing department of China National Railway Locomotive & Rolling Stock Industry Corporation (中國鐵路機車車輛工業總公司); head of marketing department, head of operation and sales office, general manager of truck department and deputy chief economist of CSR Group (中國南車集團公司); vice chairman of New Leap Transportation Equipment Investment & Leasing Co., Ltd. (新力搏交通裝備投資有限公司); deputy chief economist of CSR Corporation Limited; and the chairman, secretary and assistant to the president of CSR Investment & Leasing Co. Ltd. (南車投資租賃有限公司). 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.

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

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

Mr. Zheng Zhili, aged 55, was nominated as a Supervisor of the eighth 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 chief legal advisor of Potevio Group; the chairman of the seventh 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 52, was nominated as a Supervisor of the eighth session of the Supervisory Committee. Mr. Xiong obtained a Bachelor's degree in university. He is the Supervisor of the seventh 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, manager of the supplier company and Supervisor of the fifth and sixth 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 EIGHTH SESSION OF THE SUPERVISORY COMMITTEE DEMOCRATICALLY ELECTED BY THE STAFF AND WORKERS**

Ms. Dai Xiaoyi, aged 41, was nominated as a Supervisor of the eighth session of the Supervisory Committee. Ms. Dai graduated from Chongqing Institute of Post and Telecommunications and obtained professional and tertiary qualification in fiber-optic communication in the faculty of telecommunications. She is an engineer and is the director of party-masses work department and the vice chairman of the labour union of the Company. Ms. Dai joined the Company in September 1995 and served as a technician, assistant staff and

engineer of the examination department, deputy director of party-masses work department as well as a Supervisor of the sixth and seventh sessions of the Supervisory Committee. Ms. Dai was democratically elected by the staff of the Company as a Supervisor of the eighth session of the Supervisory Committee of the Company.

Ms. Dai has been democratically elected by the staff and workers of the Company on 31 August 2015 and will enter into a service contract with the Company at the First EGM with a term of three years. Pursuant to the terms of the service contract, Ms. Dai will not receive fixed salary from the Company as her Supervisor's remuneration in her term of office. However, as Ms. Dai serves as the director of party-masses work department of the Company concurrently, the remuneration for Ms. Dai for her 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 her performance.

As at the Latest Practicable Date, save as disclosed above, Ms. Dai 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. Dai 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. Dai has confirmed that there are no other matters in relation to Ms. Dai which need to be brought to the attention of the Shareholders and there is no information of Ms. Dai 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 THE 2015 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2015 First Extraordinary General Meeting (the “First 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 Thursday, 12 November 2015 for the purpose of considering and approving the following resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the following candidates as Directors of the eighth session of the Board of the Company for a term of three years with effect from the conclusion of the First EGM:
  - (a) Re-election of Mr. Zhang Xiaocheng as an executive Director of the Company;
  - (b) Re-election of Mr. Wang Micheng as an executive Director of the Company;
  - (c) Appointment of Mr. Wang Feng as an executive Director of the Company;
  - (d) Appointment of Mr. Han Shu as an executive Director of the Company;
  - (e) Appointment of Ms. Xu Liying as an executive Director of the Company;
  - (f) Re-election of Mr. Fan Xu as an executive Director of the Company;
  - (g) Re-election of Mr. Choy Sze Chung, Jojo as an independent non-executive Director of the Company; and
  - (h) Re-election of Mr. Xiao Xiaozhou as an independent non-executive Director of the Company.

\* *For identification purposes only*

## NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

2. To consider and approve the following candidates as Supervisors of the eighth session of the Supervisory Committee of the Company for a term of three years with effect from the conclusion of the First 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 of the Company to fix the remuneration of the members of the eighth 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.

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

Chengdu, the PRC, 25 September 2015

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

*Executive Directors:* Mr. Zhang Xiaocheng (*Chairman*), Mr. Wang Micheng (*Vice Chairman*), Mr. Cong Huisheng, Mr. Chen Ruowei, Mr. Du Xinhua and Mr. Fan Xu

*Independent non-executive Directors:* Mr. Choy Sze Chung, Jojo, Mr. Li Yuanpeng and Mr. Xiao Xiaozhou

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 13 October 2015 to Thursday, 12 November 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the First 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 Monday, 12 October 2015.
2. Shareholders of the Company whose names appear on the register of members of the Company on Thursday, 12 November 2015 are entitled to attend and vote at the First EGM (or any adjournment thereof).
3. Each Shareholder of the Company who has the right to attend and vote at the First 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.

\* For identification purposes only

## NOTICE OF THE 2015 FIRST EXTRAORDINARY GENERAL MEETING

4. If a proxy is appointed to attend the First EGM on behalf of the Shareholder, 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 attends the First 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 appoints his attorney other than the corporate representative to attend the First EGM, then the attorney should present his identity card and the instrument signed under the official seal of the 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 First EGM or the time appointed for taking the poll.
6. Shareholders of the Company who intend to attend the First EGM are required to return the reply slip of the First EGM in person, by post, by cable or by fax to the Company's registered office on or before Friday, 23 October 2015. Completion and return of the reply slip will not preclude a Shareholder from attending the First EGM.
7. The First 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.