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

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

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Potevio

中国普天

成都普天電纜股份有限公司

CHENGDU PUTIAN TELECOMMUNICATIONS CABLE COMPANY LIMITED

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 1202)

- (1) PROVISION OF GUARANTEES TO A NON-WHOLLY OWNED SUBSIDIARY;**
(2) ADDITION OF A SHAREHOLDER REPRESENTATIVE SUPERVISOR;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF 2019 ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 13 of this circular.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Wednesday, 24 June 2020 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 14 to 16 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon no later than Thursday, 4 June 2020 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.

24 April 2020

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC at 10: 00 a.m. on Wednesday, 24 June 2020
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Chengdu SEI”	Chengdu SEI Optical Fiber Co., Ltd. (成都中住光纖有限公司), a non-wholly owned subsidiary of the Company incorporated in the PRC, in which the Company directly owns 60% of its equity interests
“Company”	Chengdu PUTIAN Telecommunications Cable Company Limited (成都普天電纜股份有限公司), a sino-foreign joint stock limited company incorporated in the PRC, whose H Shares are listed on the Main Board of the Stock Exchange
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted by the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary shares of the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“H Share(s)”	overseas-listed foreign shares of the nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Main Board of the Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

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

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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. Wu Changlin (*Chairman*)
Mr. Hu Jiangbing (*Vice Chairman*)
Mr. Han Shu
Mr. Wang Micheng
Ms. Xu Liying
Ms. Liu Yun

Registered office:

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

Independent Non-executive Directors:

Ms. Mao Yaping
Mr. Xiao Xiaozhou
Mr. Feng Gang

Principal place of business in Hong Kong:

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

24 April 2020

To the Shareholders

Dear Sir or Madam,

- (1) PROVISION OF GUARANTEES TO A NON-WHOLLY
OWNED SUBSIDIARY;
(2) ADDITION OF A SHAREHOLDER REPRESENTATIVE SUPERVISOR;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF 2019 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.

LETTER FROM THE BOARD

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

(i) Provision of comprehensive credit guarantees to Chengdu SEI

On 12 August 2019, the Company (as a guarantor) entered into a comprehensive credit guarantee agreement with Bank of China Limited, Chengdu Development Zone Western District Branch and Chengdu SEI (as the borrower) in the amount of RMB20 million. On 21 June 2019, 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 RMB15 million.

(ii) Reasons for the provision of the guarantees

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

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

The provision of the guarantees did not have any immediate effects on the earnings, assets and liabilities of the Company for the financial year of 2019. However, the Company will be responsible for repayment of the banking facilities which it guaranteed together with payment of all related interest, penalties, damages and the banks' expenses incurred in the enforcement of the relevant principal banking facility agreements and guarantees in case there is a default in the repayment of such loans.

3. ADDITION OF A SHAREHOLDER REPRESENTATIVE SUPERVISOR

On 29 November 2019, Mr. Zheng Zhili tendered to the Company his resignation from his role as a supervisor and chairman of the Supervisory Committee of the Company. According to Article 142 of the Articles of Association, the Company shall add a shareholder representative supervisor. According to the nomination by China Potevio Company Limited* (中國普天信息產業股份有限公司), the controlling shareholder of the Company, on 26 March 2020, the Supervisory Committee of the Company resolved to propose the election of Mr. Lyu Dong as a shareholder representative supervisor of the ninth session of the Supervisory Committee of the Company at the Annual General Meeting by way of an ordinary resolution.

Biographical details of Mr. Lyu Dong are set out below:

Mr. Lyu Dong (“**Mr. Lyu**”), aged 49, currently serves as the deputy general manager of China PUTIAN Corporation (中國普天信息產業集團公司) (“**Potevio Group**”). He holds a bachelor's degree in economics from Xi'an Jiaotong University and a master's degree in management from the Chinese Academy of Sciences. Mr. Lyu has over 20 years of experience in internal control management and supervision and auditing. From August 1995 to February 2002, Mr. Lyu successively served as an accountant in the finance department of Beijing Power Equipment Factory (北京電力設備總廠), the auditor in the audit office of North China Electric Power Bureau (華北電力局), and project managers in the 13th Office of Central Work

LETTER FROM THE BOARD

Committee for Enterprises (中央企業工委監事會13辦事處) and Tianhua Accounting Firm (天華會計師事務所). Mr. Lyu then joined Potevio Group in February 2002, and successively served as an auditor in the audit department, the audit manager and deputy manager in the audit and supervision department and the manager and deputy general manager in the audit, supervision and legal affair department of China Potevio Company Limited (中國普天信息產業股份有限公司) (“**China Potevio**”). Mr. Lyu concurrently serves as a supervisor and the chairman of supervisory committee of Wuhan PUTIAN Power Co., Ltd. (武漢普天電源有限公司) and Beijing Putian Taili Telecommunications Technology Co., Ltd. (北京普天太力通信科技有限公司) and a supervisor of Jinde Town Putian Technology Co., Ltd. (景德鎮普天科技有限公司), Puxing Mobile Tech Company Limited (普興移動通訊設備有限公司), Putian Information Engineering Design Services Co., Ltd. (普天信息工程設計服務有限公司) and Putian International Trade Co. Ltd. (普天國際貿易有限公司).

Mr. Lyu did not hold any directorship or supervisorship in the last three years prior to the date of this announcement in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Lyu does not have any relationship with any other Directors, supervisors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Lyu is not interested in or deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Upon approval at the Annual General Meeting, the Company will enter into a service contract with Mr. Lyu commencing from 24 June 2020 until the conclusion of the term of the ninth session of the Supervisory Committee. Mr. Lyu will not receive any remuneration during his terms of office.

The Board is not aware of any other matters relating to the appointment of Mr. Lyu as executive Director of the Company that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the Company Law of the People’s Republic of China” (the “**Company Law**”) as amended on 26 October 2018; pursuant to the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (Guo Han [2019] No.97)(《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) (“**Guo Han [2019] No. 97**”) issued by the State Council on 17 October 2019, requirements related to the notice period, requisition rights of shareholders and procedures for convening general meetings of limited stock companies established in the PRC that are listed offshore shall be aligned with the relevant requirements under the Companies Law of the PRC, and the requirements under articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies(《國務院關於股份有限公司境外募集股份及上市的特別規定》) shall no longer be applicable. On 27 March 2020, the Board proposed to submit to the Shareholders for considering, and if thought fit, approving the amendment to the Articles of Association by way of a special resolution at the 2019 Annual General Meeting.

LETTER FROM THE BOARD

Original Articles:	Amended Articles:
<p>Article 1 The Company is a joint stock limited company incorporated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”) and other relevant laws and administrative regulations.</p> <p>.....</p>	<p>Article 1 In order to protect the lawful interests of Chengdu PUTIAN Telecommunications Cable Company Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (Guo Han [2019] No.97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and other relevant national requirements.</p> <p>.....</p>

LETTER FROM THE BOARD

Original Articles:	Amended Articles:
<p>Article 16 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic-invested shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as foreign-invested shares. Foreign-invested shares which are listed outside the PRC shall be referred to as overseas-listed foreign-invested shares.</p>	<p>Article 16 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic-invested shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as foreign-invested shares. Foreign-invested shares which are listed outside the PRC shall be referred to as overseas-listed foreign-invested shares. A holder of domestic-invested shares and a holder of overseas-listed foreign-invested shares are both holders of ordinary shares and shall have the same obligations and rights.</p> <p>Approved by securities regulatory authorities under the State Council, the Company's domestic-invested shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign-invested shares. Upon conversion of such shares into overseas-listed foreign-invested shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic-invested shares into overseas-listed foreign-invested shares and listing on an overseas stock exchange shall not require the convening of a general meeting or class meeting. The converted overseas-listed foreign-invested shares shall belong to the same class of shares as the existing overseas-listed foreign-invested shares.</p>

LETTER FROM THE BOARD

Original Articles:	Amended Articles:
<p>Article 26 The Company may, after going through the procedures provided in the Articles of Association, and subject to the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> (1) to cancel shares for the purpose of capital reduction; (2) to merge with another company that holds shares in the Company; (3) to grant shares to employees of the Company as incentives; (4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company; (5) other circumstances as permitted by laws and administrative regulations. <p>The Company's purchase of its shares for any of the reasons as mentioned in items (1) to (3) shall be subject to a resolution at the shareholders' general meeting.</p> <p>Shares purchased under item (3) shall not exceed 5% of the total number of shares of the Company in issue; payment by the Company for purchase shall be made out of the after-tax profit of the Company; and the shares purchased shall be transferred to the employees within one year.</p> <p>The Company shall not accept any shares of the Company as the subject of a pledge.</p>	<p>Article 26 The Company may, after going through the procedures provided in the Articles of Association, and subject to the approval of the relevant governing authority of the State, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> (1) to reduce its registered capital; (2) to merge with another company that holds shares in the Company; (3) to grant shares for the purpose of employee' share schemes or as equity incentives; (4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company; (5) to use the shares for conversion of corporate bonds which are convertible into shares issued by the Company; (6) such circumstances that are necessary for the Company to safeguard its value and the interests of its shareholders. <p>Any repurchase of shares by the Company due to the circumstances set out in items (1) and (2) above shall be approved by the shareholders of the Company in a general meeting; any repurchase of shares by the Company due to the circumstances set out in items (3), (5) and (6) above may be resolved by more than two-thirds of directors present at a meeting of the board of directors in accordance with the provisions of the Articles of Association or the authorisation of the general meeting.</p>

LETTER FROM THE BOARD

Original Articles:	Amended Articles:
	<p>After the Company repurchases its shares in accordance with the first paragraph of this Article, it shall, in the case of item (1), cancel such repurchased shares within ten (10) days of the repurchase; in the case of items (2) and (4), shall within six (6) months of the repurchase either transfer such repurchased shares or cancel such repurchased shares; in the case of items (3), (5) and (6), the total shares of the Company held by the Company shall not exceed 10% of its total amount of the issued shares and shall within three (3) years of the repurchase either transfer such repurchased shares or cancel such repurchased shares.</p> <p>For any repurchase of its shares by the Company, the obligation of information disclosure shall be fulfilled in accordance with the provisions of the Securities Law of the People's Republic of China. If the Company repurchases its shares in the situations set out under items (3), (5) and (6) of the first paragraph of this Article, the repurchase shall be conducted through public and centralized trading.</p> <p>The Company shall not accept any shares of the Company as the subject of a pledge.</p>
<p>Article 29 After purchase by the Company of its shares pursuant to Article 25, shares purchased under item (1) of Article 25 shall be cancelled within ten days from the date of acquisition; for those circumstances described under items (2) and (4), the shares shall be transferred or cancelled within six months. The Company shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>Article 29 The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled shares.</p>

LETTER FROM THE BOARD

Original Articles:	Amended Articles:
<p>Article 40 Transfers may not be entered in the register of shareholders within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days before the record date set by the Company for the purpose of distribution of dividends.</p>	<p>Article 40 If any law, regulation and rule of the securities regulatory authority in the place(s) where the Company's shares are listed stipulate the period of closure of the register of members prior to the holding of a general meeting or the reference date set by the Company for the purpose of distribution of dividends, those provisions shall prevail.</p>
<p>Article 55 A forty-five (45) days' prior written notice for convening the shareholders' general meeting shall be given to notify shareholders whose names appear in the register of shareholders of the matters proposed to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve their written replies on the Company twenty (20) days prior to the date of the meeting.</p>	<p>Article 55 When the Company convenes an annual general meeting, it shall notify each shareholder of the date and place of the meeting and the matters to be considered twenty (20) Hong Kong business days prior to the meeting; for an extraordinary general meeting, it shall notify each shareholder of the same ten (10) Hong Kong business days or fifteen (15) days (whichever is earlier).</p> <p>In calculating the notice period, the date of issue of notice and date of meeting shall be excluded.</p> <p>Where there is any special requirement under the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.</p>
<p>Article 57 The Company shall, based on the written replies received twenty (20) days before the date of the shareholders' general meeting from the shareholders, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches not less than one half of the Company's total voting shares, the Company may hold the meeting. If not, the Company shall within five (5) days notify the shareholders again by public notice of the matters to be considered, the place and the date of the meeting. The Company then may hold the meeting after such publication of such notice.</p> <p>Matters not yet stated in the notice cannot be resolved at the shareholders' general meeting.</p>	<p>Article 57 Matters not yet stated in the notice cannot be resolved at the shareholders' general meeting.</p>

LETTER FROM THE BOARD

Original Articles:	Amended Articles:
<p>Article 59 A notice of the general meeting shall be dispatched to shareholders (regardless of their voting rights at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested shares, a notice of the general meeting may also be made by way of announcement.</p> <p>The announcement referred in the preceding paragraph shall be published within a period of 45 to 50 days prior to the date of the general meeting in one or more newspapers and journals designated by securities regulatory authorities of the State Council. Once an announcement is made, all holders of the domestic-invested shares are deemed to have received the relevant notice of the general meeting.</p> <p>In this Article of Association, exercise of powers can be notified by way of advertisement, and such advertisements shall be published on newspapers.</p>	<p>Article 59 A notice of the general meeting shall be dispatched to shareholders (regardless of their voting rights at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of domestic-invested shares, a notice of the general meeting may also be made by way of announcement.</p> <p>The notices of general meetings served to holders of overseas-listed foreign-invested shares listed in Hong Kong may be published on the Hong Kong Stock Exchange’s website or in one or multiple newspapers designated by it. Once published, the notices of general meetings shall be deemed to have been served to all holders of overseas-listed foreign-invested shares in Hong Kong.</p>
<p>Article 81 Any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 83 to 87.</p>	<p>Article 81 Any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 83 to 87, save for conversion of domestic-invested shares into overseas-listed foreign-invested shares and listing and trading of such shares on overseas stock exchanges.</p>

LETTER FROM THE BOARD

Original Articles:	Amended Articles:
Article 85 Written notice of a class meeting convened by the Company shall be dispatched forty-five (45) days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty (20) days prior to the date of the meeting.	<p>Article 85 Where the Company convenes a class meeting, the time period for issuing a written notice shall be the same as the written notice period for a non-class meeting to be convened on the same day of such class meeting. The written notice shall be dispatched to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.</p> <p>In calculating the notice period, the date of meeting shall be excluded.</p> <p>Where there is any special requirement under the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.</p>

5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10: 00 a.m. on Wednesday, 24 June 2020 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 14 to 16 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon no later than Thursday, 4 June 2020 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

6. VOTING BY POLL

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

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

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

On behalf of the Board

Chengdu PUTIAN Telecommunications Cable Company Limited

Wu Changlin

Chairman

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)

The annual general meeting (the “AGM”) of Chengdu PUTIAN Telecommunications Cable Company Limited (the “Company”) for the year 2019 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 Wednesday, 24 June 2020 for the following purposes:

- (1) To consider and approve as ordinary resolutions:
 - a. the report of the board of directors (the “Board”) of the Company for the year 2019;
 - b. the report of the supervisory committee of the Company for the year 2019;
 - c. the audited financial report of the Company for the year 2019;
 - d. the distribution plan of profits attributable to the Company's shareholders (i.e., no dividend being proposed) for the year 2019;
 - e. the provision of the comprehensive credit guarantees by the Company in 2020 in the amount of RMB35 million in favour of Chengdu SEI Optical Fiber Co., Ltd., a non-wholly owned subsidiary of the Company, in the period of 1 year with the specific beginning date and ending date of which to be approved by the bank;
 - f. appointment of Mr. Lyu Dong as a supervisor of the Company;
 - g. the re-appointment of Pan-China Certified Public Accountants as the Company's auditors (the “Auditors”) and authorization to the Board to fix the Auditors' remuneration.
- (2) To consider and approve as a special resolution:

Amendments to the Articles of Association
- (3) To consider other proposals of the Company's shareholders (if any).

By order of the Board

Chengdu PUTIAN Telecommunications Cable Company Limited

Wu Changlin

Chairman

NOTICE OF 2019 ANNUAL GENERAL MEETING

Chengdu, the PRC, 24 April 2020

Notes:

1. Holders of the Company's H shares ("**H Shares**") are reminded that the register of members of the H Shares will be closed from 22 May 2020 to 24 June 2020 (both days inclusive), during which no transfer of H Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar (Hong Kong Registrars Limited at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before the close of business hours (4:30 p.m.) on 21 May 2020.
2. Shareholders of the Company whose names appear on the register of members at the business hours on 23 June 2020 are entitled to attend and vote at the AGM (or any adjourned meetings thereof).
3. Each shareholder of the Company who has the right to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company. When a shareholder of the Company appoints more than one proxy to attend the AGM, each proxy should be appointed in writing and each proxy can only vote in accordance with the authorized number of shares specified on the proxy form. The proxy may only vote in poll. Any shareholder who intends to appoint one or more proxy(ies) should first read the accompanying circular.
4. If a proxy is appointed to attend the AGM on behalf of the shareholder, such proxy should present his identity card and the proxy form with the date of issue stated thereon or documents of authorization duly signed by his statutory agent. If the corporate representative of a corporate shareholder attends the AGM, he should present his identity card and a valid document that proves his capacity of the corporate representative. If a corporate shareholder appoints his attorney other than the corporate representative to attend the AGM, then the attorney should present his identity card and the document of authorization signed under the official seal of the corporate shareholder or duly signed by the corporate representative.
5. If a proxy form is signed by a person authorized by the appointor, the copy of the power of attorney or other authorization document must be notarially certified by lawyers. To be valid, a copy of such power of attorney or other documents of authorization and the proxy form must be delivered to the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the holders of H Shares or for the holders of domestic shares, to the registered office of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC (postal code: 611731) not less than 24 hours before the holding of the AGM or not less than 24 hours before the time appointed for taking poll.
6. Shareholders of the Company who intend to attend the AGM are required to return the reply slip in person, by post, by cable or by fax to the Company's registered office on or before Thursday, 4 June 2020. 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.

NOTICE OF 2019 ANNUAL GENERAL MEETING

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

Executive Directors:

Mr. Wu Changlin (*Chairman*)

Mr. Hu Jiangbing

Mr. Han Shu

Mr. Wang Micheng

Ms. Xu Liying

Ms. Liu Yun

Independent Non-executive Directors:

Ms. Mao Yaping

Mr. Xiao Xiaozhou

Mr. Feng Gang