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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. LIN ZULUN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR, PROVISION OF GUARANTEES TO A NON-WHOLLY SUBSIDIARY AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 24 June 2016 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 on or before Saturday, 4 June 2016 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, 24 June 2016 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. (成都中住光纖有限公司), a 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 share(s) of nominal value of RMB1.00 each in the capital of the Company, which are subscribed for and paid up in RMB
“H Share(s)”	overseas listed foreign share(s) of 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
“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)”	Domestic Share(s) and/or H Share(s) of the Company
“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. Zhang Xiaocheng (*Chairman*)
Mr. Wang Micheng (*Vice Chairman*)
Mr. Wang Feng
Mr. Han Shu
Ms. Xu Liying
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. Xiao Xiaozhou
Mr. Lin Zulun

Principal place of business in Hong Kong:

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

26 April 2016

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF MR. LIN ZULUN
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
PROVISION OF GUARANTEES TO A NON-WHOLLY SUBSIDIARY
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. LIN ZULUN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

On 4 February 2016, the Board of the Company appointed Mr. Lin Zulun (“**Mr. Lin**”) as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategic Development Committee 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. Lin as an independent non-executive Director of the Company and to fix his remuneration.

Biographical details of Mr. Lin are set out below:

Mr. Lin Zulun, aged 65, obtained his bachelor’s degree from the University of Electronic Science and Technology of China (電子科技大學) (the “**UESTC**”) specialising in display technology, and is currently a professor at the UESTC engaging in relevant technologies in optoelectronics and physical electronics. He has previously held various positions at the UESTC including assistant professor, assistant engineer, engineer and senior engineer, and has also been awarded a special subsidy from the State Council of the People’s Republic of China (中華人民共和國國務院特殊津貼) as recognition for his expert contributions to the science and technology industry. From 2002 to 2005, he had worked as the chief engineer of Chengdu Chengdian Zhengyuen Limited (成都成電正元股份有限公司).

During Mr. Lin’s career, he has been continuously engaged in a wide range of science and technology sectors, including but not limited to optical imaging technology (光電成像技術), electron and ion technology (電子與離子技術), display technology (電子束顯示技術), projection display technology (投影顯示技術), organic electroluminescent flat panel display technology (有機電致發光平板顯示技術), field emission technology (場致發射技術), thermal electron emission technology (熱電子發射技術) and other related technologies. Mr. Lin has been involved in more than 30 research projects in technology spanning across provincial and national levels and has won a total of 10 awards for his projects up to the present. His national awards include runner-up for the Second Class Award for the State Technological Invention Award (國家技術發明獎) and the National Science and Technology Progress Award (國家科技進步獎), among many others, most of which are some of the highest honours in the People’s Republic of China in science and technology.

The Company entered into a service contract with Mr. Lin for a term commencing from the date of approval of the resolution regarding Mr. Lin’s appointment at the Annual General Meeting until the expiry of the eighth session of the Board of the Company. Pursuant to the terms of the service contract, Mr. Lin, as an independent non-executive Director of the eighth session of the Board of the Company, shall be entitled to a fixed annual remuneration of RMB50,000 (inclusive of tax). The remuneration payable to Mr.

LETTER FROM THE BOARD

Lin was recommended by the Remuneration and Appraisal Committee and confirmed by the Board with reference to his duties, responsibilities and performance and results of the Company, and shall be reviewed by the Remuneration and Appraisal Committee from time to time.

Save as disclosed above, Mr. Lin 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. Lin does not have any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this circular, Mr. Lin does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters relating to Mr. Lin that need to be brought to the attention of the Shareholders.

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

(i) Provision of comprehensive credit guarantees to Chengdu SEI

On 16 July 2015, 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 RMB10 million. On 15 November 2015, 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 RMB15 million. On 1 May 2015, the Company (as a guarantor) entered into a comprehensive credit guarantee agreement with Chengdu Chenghua Branch of Agricultural Bank of China and Chengdu SEI (as the borrower) in the amount of RMB5 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 2015. 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. ANNUAL GENERAL MEETING

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5. 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 of the Company. 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.

6. 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.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board considers that the re-election of Mr. Lin Zulun as an independent non-executive Director of the Company and the provision of guarantees to a non-wholly owned subsidiary 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

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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 2015 ANNUAL GENERAL MEETING

The annual general meeting (the “**AGM**”) of Chengdu PUTIAN Telecommunications Cable Company Limited (the “**Company**”) for the year 2015 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, 24 June 2016 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 2015;
 2. the report of the supervisory committee of the Company for the year 2015;
 3. the audited financial report of the Company for the year 2015;
 4. the distribution plan of profits attributable to the Company's shareholders (i.e., no dividend being proposed) for the year 2015;
 5. the re-election of Mr. Lin Zulun as an independent non-executive director of the Company;
 6. the provision of the comprehensive credit guarantees by the Company in the amount of RMB35 million in favour of Chengdu SEI Optical Fibre Co., Ltd., a non-wholly owned subsidiary of the Company, in the period from 1 July 2016 to 30 June 2017; and
 7. 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 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, 26 April 2016

* *For identification purposes only*

NOTICE OF 2015 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 25 May 2016 to 24 June 2016 (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 24 May 2016.
2. Shareholders of the Company whose names appear on the register of members at the business hours on 24 June 2016 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 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, 4 June 2016. 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.