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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) PROPOSED RE-ELECTION OF MR. WU CHANGLIN,
MR. HU JIANGBING AS EXECUTIVE DIRECTORS;
AND**
- (3) NOTICE OF 2018 ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 21 June 2019 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 no later than Saturday, 1 June 2019 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.

26 April 2019

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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 Friday, 21 June 2019
“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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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

26 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROVISION OF GUARANTEES TO
A NON-WHOLLY OWNED SUBSIDIARY;
(2) PROPOSED RE-ELECTION OF MR. WU CHANGLIN,
MR. HU JIANGBING AS EXECUTIVE DIRECTORS;
AND
(3) NOTICE OF 2018 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 6 September 2018, 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 10 July 2018, 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.

(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 2018. 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. PROPOSED RE-ELECTION OF MR. WU CHANGLIN AND MR. HU JIANGBING AS EXECUTIVE DIRECTORS

On 22 November 2018, the Board of the Company appointed Mr. Wu Changlin (“**Mr. Wu**”) as an executive Director of the Company, chairman of the Board, chairman of the Strategic Development Committee and legal representative of the Company and appointed Mr. Hu Jiangbing (“**Mr. Hu**”) as an executive Director of the Company, vice chairman of the Board, member of the Strategic Development Committee and authorized representative of the Company. According to Article 89 of the Articles of Association, the Board shall have the power to appoint any person as a 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. Wu and Mr. Hu as executive Directors of the Company and to fix their remuneration.

LETTER FROM THE BOARD

Biographical details of Mr. Wu Changlin are set out below:

Mr. Wu Changlin (“**Mr. Wu**”), aged 53, obtained a bachelor’s degree in economics from Beijing Vocational College of Finance and Commerce in July 1989. Mr. Wu has accumulated over 25 years of experience in financial control and capital management. Mr. Wu worked at the finance department of Posts and Telecommunications Industry Corporation (中國郵電工業總公司) from July 1989 to April 1999, during which Mr. Wu was the finance manager of Wanda Posts and Telecommunications Co., Ltd.* (郵電萬達通信有限公司) from May 1993 to November 1996 and the vice general manager from November 1996 to November 1998. Mr. Wu was the general accountant of Beijing Putian Taili Telecommunications Technology Co., Ltd. (北京普天太力通信科技有限公司) from April 1999 to November 2000 and the vice general manager from April 1999 to January 2005. Mr. Wu later joined as the financial controller of China Potevio Company Limited* (中國普天信息產業股份有限公司) (“**China Potevio**”) in February 2005 and the deputy general accountant of China PUTIAN Corporation (中國普天信息產業集團公司) (“**Potevio Group**”) in October 2005 and was subsequently promoted to the position of general accountant of Potevio Group since December 2006. Mr. Wu is currently the general accountant of Potevio Group and a committee member of the party committee and also an executive director, a committee member of Executive Committee and the financial controller of China Potevio. Mr. Wu concurrently serves as chairman of China Potevio PolyPay Co., Ltd. (普天銀通支付有限公司) and as a director of China Potevio Company Limited* (中國普天信息產業股份有限公司) (“**China Potevio**”), Putian Eastern Communications Group Co., Ltd. (普天東方通信集團有限公司) and Putian New Energy Co., Ltd. (普天新能源有限責任公司), respectively.

Mr. Wu did not hold any directorship 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. Wu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Wu 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).

The Company has entered into a service contract with Mr. Wu commencing from 22 November 2018 until the conclusion of the term of the ninth session of the Board of the Company. Mr. Wu will not receive any remuneration or director’s fees during his terms of office.

The Board is not aware of any other matters relating to the appointment of Mr. Wu 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**”).

* For identification purposes only

LETTER FROM THE BOARD

Biographical details of Mr. Hu Jiangbing are set out below:

Mr. Hu Jiangbing (“Mr. Hu”), aged 50, obtained a bachelor’s degree in engineering from Chongqing Institute of Posts and Telecommunications* (重慶郵電學院) (currently known as Chongqing University of Posts and Telecommunications) in July 1992. Mr. Hu has extensive experience in telecommunication technology and corporate management. Mr. Hu worked at Xi’an Putian Communication Equipment Factory* (西安普天通信設備廠) from August 1992 to June 2015, during which Mr. Hu was a technician of the institute and an engineer of the video branch of the factory from August 1992 to August 1998, and the deputy factory manager of the machine branch of the factory from August 1998 to April 2002; he was the general manager of the technical quality department and the secretary of the branch from April 2002 to March 2005; he was the deputy factory manager from April 2005 to June 2015, and also the general manager of China Putian Information Industrial Xi’an Company* (中國普天信息產業西安公司). Mr. Hu subsequently joined Xi’an Putian Telecommunication Co., Ltd* (西安普天通信有限公司) in June 2015 and served as a committee member of the party committee and the deputy general manager.

Mr. Hu did not hold any directorship 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. Hu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Hu 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).

The Company has entered into a service contract with Mr. Hu commencing from 22 November 2018 until the conclusion of the term of the ninth session of the Board of the Company. Mr. Hu will not receive any remuneration or director’s fees during his terms of office.

The Board is not aware of any other matters relating to the appointment of Mr. Hu 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 Listing Rules.

4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 21 June 2019 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.

* For identification purposes only

LETTER FROM THE BOARD

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 Saturday, 1 June 2019 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.

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 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.

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.

Yours faithfully,
On behalf of the Board
Chengdu PUTIAN Telecommunications Cable Company Limited
Wu Changlin
Chairman

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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)

The annual general meeting (the “**AGM**”) of Chengdu PUTIAN Telecommunications Cable Company Limited (the “**Company**”) for the year 2018 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, 21 June 2019 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 2018;
 - b. the report of the supervisory committee of the Company for the year 2018;
 - c. the audited financial report of the Company for the year 2018;
 - d. the distribution plan of profits attributable to the Company's shareholders (i.e., no dividend being proposed) for the year 2018;
 - e. the provision of the comprehensive credit guarantees by the Company in 2019 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. re-election of Mr. Wu Changlin as an executive director of the Company;
 - g. re-election of Mr. Hu Jiangbing as an executive director of the Company; and
 - h. 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.

NOTICE OF 2018 ANNUAL GENERAL MEETING

(2) 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

Chengdu, the PRC, 26 April 2019

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 21 May 2019 to 21 June 2019 (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 20 May 2019.
2. Shareholders of the Company whose names appear on the register of members at the business hours on 21 June 2019 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 Saturday, 1 June 2019. 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 2018 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