

中国普天
CHINA PUTIAN
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 with limited liability)

(Stock Code: 1202)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "AGM") of Chengdu PUTIAN Telecommunications Cable Company Limited (the "Company") for the year 2003 will be held at the Conference Room of the Company at No. 2 Zijing West Road, Hi-Tech Development Zone, Chengdu, Sichuan Province, the People's Republic of China (the "PRC") at 9:00 am on Thursday, 17 June 2004 for the following purposes:

(1) To consider and approve as ordinary resolutions:

1. the report of the board of directors of the Company (the "Board of Directors") for the year 2003;
2. the report of the supervisory committee of the Company (the "Supervisory Committee") for the year 2003;
3. the audited financial statements of the Company for the year 2003;
4. the profit distribution plan of the Company for the year 2003;
5. the resolution of the re-appointment of auditors and to authorise the Board of Directors to fix remuneration for the auditors;
6. the financial budget of the Company for the year 2004;
7. the resolution of providing loan guarantees to Chengdu SEI Optical Fibre Co., Ltd. of up to RMB30 million for a fee calculated at 0.5% of the actual amount guaranteed, and providing a comprehensive credit guarantee to Chengdu MCIL Radio Communications Cable Co., Ltd. of up to RMB11.6 million for the year 2004;
8. the resolution that the Company will not participate in the asset tabulation and verification (清產核資) recommended by the PRC State-owned Assets Supervision and Management Committee;
9. the resolution of the election of Mr. Xiong Ting as the supervisor of the Company.

(2) To consider and approve as special resolutions:

1. the authorization of the Board of Directors to determine, within twelve months from the date the AGM of the year 2003, whether the Company is to place or/and issue shares of the Company not exceeding 20% of domestic shares and overseas listed shares in issue respectively and with the approval of the relevant authorities of the PRC and Hong Kong and to manage specific matters in relation to the increase in capital and additional issue of new shares (if any) in accordance with the laws, regulations and rules of the PRC and Hong Kong as well as the articles of association of the Company;
2. the authorization of the Board of Directors to amend the articles of associations of the Company in relation to the share capital structure as at the time when new shares of the Company are issued in accordance with Special Resolution (1) in this notice, to reflect the changes in the share capital structure due to placing or/and issue of new shares of the Company, and to replace the original articles of association of the Company with the new articles of association of the Company;
3. the deletion in their entirety of the original articles 16, 17 and 20 of the articles of association of the Company and replace with the following new articles of association of the Company provided that Special Resolution (1) in this notice is approved:

Article 16 On 17 September 1994, with the approval of the relevant authorities responsible for the consideration and approval of company matters authorized by the State Council in the PRC, the Company can issue 400,000,000 ordinary shares in total. When the Company changes itself to a public company limited by shares, the promoter holds 240,000,000 shares, representing 60% of the Company's issued shares in total. That portion of shares is held by CHINA PUTIAN CORPORATION ("CHINA PUTIAN").

Article 17 The Company has issued 160,000,000 ordinary shares after its incorporation, all of which are overseas shares (H Shares) listed on The Stock Exchange of Hong Kong Limited, representing 40% of the Company's issued shares in total.

The share capital structure of the Company after the abovementioned issue of shares: 400,000,000 ordinary shares in total, of which domestic shares amounted to 240,000,000 shares and overseas shares amounted to 160,000,000 shares.

On 17 June 2004, with the approval granted by way of special resolutions at the general meeting of the Company and the relevant PRC government authorities, the Company can place and/or issue shares not exceeding 20% of domestic shares and overseas listed shares in issue respectively in the period starting from 17 June 2004 to 16 June 2005 or to the date these resolutions are revoked or amended in general meeting of the Company by way of special resolution.

Article 20 The registered share capital of the Company is RMB400,000,000. After the placing and/or issue of shares in accordance with the third paragraph of article 17 of the articles of association of the Company, the registered capital of the Company will not exceed RMB480,000,000. Specific amount should be determined by the amount of paid up capital.

4. the amendment of the following articles of association of the Company:

To amend:

“Article 87: The Company shall establish a Board of Directors which comprises 9 to 13 Directors, including 1 Chairman, 1 to 2 Vice-Chairman, and 2 Non-Executive Directors. There are 9 existing Directors.”

to read as:

“Article 87: The Company shall establish a Board of Directors which comprises 9 to 13 Directors, including 1 Chairman, 1 to 2 Vice-Chairman and 3 Independent Non-Executive Directors. There are 9 existing Directors.”

(3) To consider other proposals of the shareholders.

The Board of Directors as at the date of this announcement comprises of:

Executive Directors : Xu Mingwen, Kuo Aiching, Wang Zhongfu, Bao Yuhong, Zhang Zhongqi and Fan Xianda
Independent non-executive Directors : Chen Po Sum, Sun Jiayuan, Wu Zhengde

By Order of the Board of Directors
Xu Mingwen
Chairman

Chengdu, 23 April 2004

Notes:

1. Holders of the Company's H shares (the “H Shares”) are reminded that the register of members of the H Shares will be closed from 17 May 2004 to 16 June 2004, both days inclusive, during which period no transfer of H Shares will be registered. Holders of the H Shares, whose names appear on the register of members of the Company on 17 May 2004, are entitled to attend and vote at the AGM.
2. Each shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote instead of him. A proxy may or may not be a shareholder of the Company.
3. The fourth Supervisory Committee consists of three existing supervisors of the Company (the “Supervisors”). In August 2003, the candidates of the fourth Supervisory Committee nominated by CHINA PUTIAN, the controlling shareholder of the Company, were Mr. Zhang Xiaocheng and An Minmin. Mr. An Minmin was appointed as the chief financial officer by the Board of Directors. As a result, in the election of the Supervisors for the fourth Supervisory Committee at an extraordinary general meeting held on 25 September 2003, he was not able to act as Supervisor in accordance with the articles of association of the Company. Accordingly, CHINA PUTIAN once again nominated Mr. Xiong Ting as the candidate of the fourth Supervisory Committee, which is submitted for approval in the AGM of the year 2003.

Mr. Xiong Ting, male, aged 41 and has received tertiary education. He is currently the deputy secretary of the party committee and chairman of labor union of the Company. He joined Chengdu Cable Plant of the Ministry of Post and Telecommunications (“CCP”) in 1982. He has been the secretary of the youth league committee of the CCP, manager of branch factory, person-in-charge of the company office. He acted concurrently as the assistant to general manger and manager of supplying company. He has extensive experience in corporate administration and management.
4. When a shareholder of the Company appoints more than one proxy, the proxies appointed may only vote in a poll.
5. If a proxy form is signed by a person on behalf of the appointor pursuant to a power of attorney or other authorizing document, a notarially certified copy of that power of attorney or other authorizing document must be delivered to the H Shares registrar's address at Hong Kong Registrars Limited, Rooms 1901 - 05, 19/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the commencement of the AGM.
6. Shareholders of the Company who intend to attend the AGM are required to send the notice of attendance by hand, post, cable or fax to the Company's registered address before 27 May 2004. Completion and return of the notice of attendance will not affect the right of shareholders to attend the AGM.
7. The AGM is expected to last for half a day. The attending shareholders and proxies shall be responsible for their own travelling and accommodation expenses.