

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 2004 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 10:00 am on Thursday, 9 June 2005 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 2004;
2. the report of the supervisory committee of the Company for the year 2004;
3. the audited financial statements of the Company for the year 2004;
4. the profit distribution plan of the Company for the year 2004;
5. the re-appointment of auditors of the Company (the "Auditors") and to authorise the Board of Directors to fix the remuneration for the Auditors;
6. the financial budget of the Company for the year 2005;
7. the providing of loan guarantees to Chengdu SEI Optical Fibre Co., Ltd. of up to RMB60 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 RMB18 million for the year 2005; and
8. the transferring of funds raised into working capital (*Note 1*).

(2) To consider and approve as special resolution the following amendments to the articles of association of the Company:

(a) Article 5

In Article 5, the sentence "The Company is an enterprise legal person subject to the jurisdiction of and protected by the laws and administrative regulations of the People's Republic of China (the "PRC")." is added before the sentence "The Company is a joint stock limited company with indefinite duration."

(b) Article 9

The whole Article 9 is replaced in its entirety by the following:

Article 9 "The objectives of the Company include: Establishing and developing corporate governance structure and operational management system which are adaptable to the needs of the market economy; Relying on technological advancements and management innovation to further the manufacturing of information industry products as the main-stream business; and to attend to ancillary business with an aim to achieve continuing expansion of business; Enhancing the comprehensive strength of the Company; Maintaining the sustainable growth of the Company; Providing quality products and services for customers so as to meet achieve the expectation of customers, Company's employees, Company's shareholders and the society."

(c) Article 10

The whole Article 10 is replaced in its entirety by the following:

Article 10 “The scope of operation of the Company shall be in line with the items approved by the registry for company’s registration.

The scope of main operation of the Company includes : Research and technological development; Manufacturing, sales and services of wires and cables, optical fibres and optical cables, specialized materials used by cables, irradiation processing, cable accessories, specialized facilities and equipments and the devices and facilities of various information industry products; Investment and import and export business related to the aforesaid operations etc.

The scope of ancillary operations of the Company include: Transfer of technological know-how; Technical consultancy; Provision of technological services; Commercial trading and Highway freight service.”

(d) Article 16

(i) In Article 16, “as domestic shares” is added after “240 million of which shall be issued to the promoters”;

(ii) In Article 16, “held by China National Posts and Telecommunications Limited” is deleted in its entirety and replaced by “Such shares are currently held by China PUTIAN Company Limited”.

(e) Article 17

In Article 17, “the main board of” is added before “the Hong Kong Stock Exchange” and “the Hong Kong Stock Exchange” is deleted in its entirety and replaced by “The Stock Exchange of the Hong Kong Limited (the “Stock Exchange”)”.

(f) Article 18

In Article 18, “the State Council Securities Commission” is deleted in its entirety and replaced by “the securities regulatory authority of the State Council”.

(g) Article 19

In Article 19, “the State Council Securities Commission” is deleted in its entirety and replaced by “the securities regulatory authority of the State Council”.

(h) Article 22

(i) At the end of the second paragraph of Article 22, “or signed in the form of machinery printing” is added;

(ii) Paragraph 3 and 4 of Article 22 are moved to paragraph 4 and 5 of Article 46 and the following paragraph is added as paragraph 3 of Article 22:

“3. All Company’s issuance or transfer of overseas-listed foreign shares in the Stock Exchange shall be registered in the Company’s register of members of overseas-listed foreign shares in accordance with Article 37 of the Article.”

(i) Article 46

In Article 46, “(A)” is added before the first sentence and the following paragraph is added as paragraph (B) of Article 46:

“(B) The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any Company's share by reason only that person or persons who are interested directly or indirectly therein have failed to disclose his/her interests to the Company.”

(j) Article 65

The following two paragraphs are added immediately after paragraph 3 of Article 65:

“4. If any shareholder of the Company (or his/her proxy) elects to forfeit his/her voting rights or to abstain from voting on any particular resolution, any vote by such Shareholder or his/her proxy shall not be counted in the voting results of such resolution in the shareholders’ meeting of the Company.

5. If in accordance with the listing rules of the stock exchanges on which the Company’s shares are listed, that any shareholder of the Company is required to abstain from voting on any particular resolution or restricted to voting only for or against on any particular resolution, any votes cast by or on behalf of such shareholder of the Company in contravention of such requirement or restriction shall not be counted.”

(k) Article 86

In Article 86, “the State Council Securities Commission” is deleted in its entirety and replaced by “the securities regulatory authority of the State Council”.

(l) Article 88

The whole Article 88 is replaced in its entirety by the following:

“The Directors shall be elected by the shareholders of the Company at the general meeting of the Company. The term of office of a Director is 3 years. Upon expiry, the term of office of a Director is renewable upon re-election and re-appointment.

The Board of Directors or any shareholder of the Company who individually or jointly holds 5% or more of the Company’s voting shares shall be entitled to nominate a candidate for election as a Director.

A written notice of intention to nominate a candidate for election as a Director, and the nominee’s such written consent shall not be delivered to the Company less than seven (7) days before the general meeting of the Company and the period granted by the Company for lodging the above notice and written consent by the relevant nominee shall not be less than seven (7) days, such period shall commence from the date after the issue of the notice of the general meeting of the Company.

The chairman and vice-chairman of the Board of Directors shall be elected or removed by more than one half of all the Directors. The term of office of the chairman and vice-chairmen of the Board of Directors shall be 3 years, renewable upon re-election and re-appointment. The term of office for the Company’s non-executive Directors shall be definite and renewable upon re-election.

Unless otherwise provided by law and subject to other relevant laws and administrative regulations, the Company shall have the power by special resolution to remove any Director before the expiration of his/her period of office (without prejudice to any claim which may be raised pursuant to any contract).

The Board of Directors shall have the power to appoint any person as Director to fill a casual vacancy on or as an addition to the Board of Directors. Such appointment shall hold office only until the next general meeting of the Company, and such Director(s) shall then be eligible for re-election.

A Director may concurrently hold the office of manager or other senior management of the Company (except the office of supervisor of the Company).

A Director is not required to hold any shares of the Company.”

(m) Article 110

A new paragraph is added after paragraph 1 of Article 110 as follows:

“The resolutions of both the periodical meeting and the extraordinary meeting of Supervisory Committee shall be regarded as the resolutions of the Supervisory Committee. Such resolutions shall be passed by the affirmative vote of two-thirds or more of the members of the Supervisory Committee.”

(n) Article 121

A new paragraph is added immediately after the first paragraph of Article 121:

“Unless otherwise permitted under the listing rules of the stock exchanges on which the Company’s shares are listed, where Directors or their respective associates (as defined in the listing rules of the stock exchanges on which the Company’s shares are listed) have a material interest in any contract, transaction, arrangement or other matters that require the approval of the Board of Directors, the relevant Director shall not vote for the relevant matter at the Board of Directors’ meeting, and shall not be counted towards the quorum of such meeting.”

(o) Article 140

A new paragraph is added immediately after the second paragraph 2 of Article 140:

“Any amount paid up in advance of calls on any Company’s share may carry interest but shall not entitle the holder of such share to the dividend subsequently declared.”

(p) Article 141

(i) In Article 141, “Such receiving agents shall hold the amount received as aforementioned in trust for and pending payment to the holders of such securities.” is added after the sentences “The Company shall appoint receiving agents to receive on behalf of the holders of overseas-listed foreign shares dividends declared and all other monies owed by the Company in respect of the overseas-listed foreign shares.”.

(ii) In the second paragraph of Article 141, “the Stock Exchange” is added after “the Company for its overseas-listed foreign shares listed in”.

(q) Article 150

In the second paragraph of Article 150, “such mailing address shall be the address shown in the Company’s register of members.” is added after “In respect of the holders of overseas-listed foreign shares, the same shall be sent to them by mail.”.

(r) Article 163

In Article 163, “the State Council Securities Commission” is deleted and replaced by “the securities regulatory authority of the State Council”.

(3) To consider other proposals of the shareholders of the Company (if any).

By order of the Board of Directors

Xu Mingwen

Chairman

Chengdu, the PRC, 21 April 2005

Notes:

1. In accordance with the intense conditions of the working capital, in order to release the pressure of capital and to ensure the normal operation of production, the Board of Directors passed the resolution of the use of proceeds of HK\$36,396,226 (RMB38,600,000) to finance the Company’s liquidity and will be put forth as ordinary resolution for approval in the AGM.
2. The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) had announced that several amendments (with certain arrangements of transitional period) in the Rules Governing the Listing of Securities on the Stock Exchange became effective on 31 March 2004. Meanwhile, in order to be in line with the changes in the controlling shareholders and in the future operations of the Company, the Board of Directors proposes to amend the articles of association of the Company so as to suit the aforesaid new regulations and changes and a special resolution will be put forth in the AGM to amend the articles of association of the Company.
3. Holders of the Company's H shares (“H Shares”) are reminded that the register of members of the H Shares will be closed from 10 May 2005 to 9 June 2005 (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 10 May 2005, are entitled to attend and vote at the AGM.
4. 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 on behalf of him. A proxy may or may not be a shareholder of the Company.
5. When a shareholder of the Company appoints more than one proxy, the proxies appointed may only vote in a poll.
6. 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.
7. 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 20 May 2005. Completion and return of the Notice of Attendance will not affect the right of shareholders to attend the AGM.
8. The AGM is expected to last for half a day. The attending shareholders of the Company and proxies shall be responsible for their own travelling and accommodation expenses.

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 and Wu Zhengde