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If you have sold or transferred all your shares in Chengdu SIWI Science and Technology 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 effective for transmission to the purchaser or the transferee.

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成都四威科技股份有限公司

CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(Formerly known as “Chengdu PUTIAN Telecommunications Cable Company Limited 成都普天電纜股份有限公司”)

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

(Stock Code: 1202)

**(1) PROPOSED ELECTION OF SUPERVISOR;
(2) PROPOSED ADOPTION OF THE RULES OF PROCEDURE FOR
THE GENERAL MEETING; AND
(3) NOTICE OF EGM**

A notice convening the EGM to be held at 3:00 p.m. on Friday, 9 December 2022 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 19 to 20 of this circular.

A form of proxy for use at the EGM 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 EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

21 November 2022

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DEFINITIONS

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

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|---------------------------|--|
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “Company” | Chengdu SIWI Science and Technology Company Limited 成都四威科技股份有限公司 (formerly known as 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 |
| “EGM” | the EGM 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 3:00 p.m. on Friday, 9 December 2022 |
| “Group” | the Company and its subsidiaries |
| “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 |
| “Latest Practicable Date” | 17 November 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information therein |

DEFINITIONS

| | |
|-------------------------|--|
| “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, for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “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 |
| “Supervisor(s)” | member(s) of the Supervisory Committee of the Company |
| “Supervisory Committee” | the supervisory committee of the Company |
| “%” | per cent |

LETTER FROM THE BOARD



成都四威科技股份有限公司

CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(Formerly known as “Chengdu PUTIAN Telecommunications Cable Company Limited 成都普天電纜股份有限公司”)

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

(Stock Code: 1202)

Executive Directors:

Ms. Li Tao (*Chairman*)

Mr. Wu Xiaodong

Mr. Hu Jiangbing

Mr. Zhu Rui

Mr. Jin Tao

Mr. Chen Wei

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. Fu Wenjie

Mr. Zhong Qishui

Mr. Xue Shujin

Principal place of business in Hong Kong:

Unit 105, 1/F., Mirror Tower

61 Mody Road, Tsim Sha Tsui

Kowloon

Hong Kong

21 November 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED ELECTION OF SUPERVISOR;
(2) PROPOSED ADOPTION OF THE RULES OF PROCEDURE FOR
THE GENERAL MEETING; AND
(3) NOTICE OF EGM**

(1) INTRODUCTION

The purpose of this circular is to give you the notice of the EGM and to provide you with information regarding certain resolutions to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against those resolutions to be proposed at the EGM.

(2) PROPOSED ELECTION OF SUPERVISOR

As disclosed in the announcement of the Company dated 10 November 2022, Mr. Xiong has tendered his resignation as a shareholder representative supervisor of the Company (the “**Supervisor**”) due to retirement reasons. According to Article 113 of the Articles of Association, the Company shall have two shareholder representative supervisors

LETTER FROM THE BOARD

and one staff representative supervisor for its Supervisory Committee. The election of a shareholder representative supervisor shall be subject to approval of the Shareholders at a general meeting.

The Supervisory Committee has resolved to propose the election of Mr. Gao Bo (高博) as a Supervisor at the EGM by way of ordinary resolution.

Biographical details of Mr. Gao Bo are set out below:

Mr. Gao Bo (高博) (“Mr Gao”), aged 34, graduated from Zhongnan University of Economics and Law (中南財經政法大學) with a bachelor’s degree in management majoring in accounting. He is currently the deputy secretary of the Party Committee of the Company and the secretary of the Disciplinary Commission of the Company. Mr. Gao has also previously worked in the Long March Machinery Factory of the China Aerospace Science and Technology Corporation* (中國航天科技集團公司), CETC Rongwei Electronic Technology Co., Ltd* (中電科蓉威電子技術有限公司) and the 29th Research Institute of China Electronics Technology Group Corporation* (中國電子科技集團公司). Mr. Gao has amassed extensive experience in internal control and disciplinary supervision.

As at the Latest Practicable Date, save as disclosed above, Mr. Gao did not hold any positions in the Company or any other members of the Group, nor any directorships in other listed companies for the past three years. Moreover, Mr. Gao did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Gao has confirmed that there are no other matters in relation to the election of Mr. Gao as a Supervisor which need to be brought to the attention of the Shareholders and there is no information of Mr. Gao that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Upon the approval of the election of Mr. Gao as a Supervisor at the EGM, the Board will enter into a service contract with Mr. Gao as a Supervisor until the conclusion of the tenth session of the Supervisory Committee. Mr. Gao will not receive any remuneration during his terms of office.

(3) PROPOSED ADOPTION OF THE RULES OF PROCEDURE FOR THE GENERAL MEETING

As disclosed in the announcement of the Company dated 10 November 2022, the Board has resolved that, in order to further standardize and enhance the effectiveness of the proceedings of the general meetings of the Company, the Board has proposed to adopt the Rules of Procedure for the General Meeting of the Company (the “**Rules of Procedure for the General Meeting**”) and to be approved by the Shareholders at the EGM. The details of the proposed Rules of Procedure for the General Meeting to be adopted by the Company are set out in Appendix I of this circular.

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(4) EGM

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A form of proxy for use at the EGM 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 EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM 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 EGM shall therefore demand voting on all resolutions set out in the notice of EGM be taken by way of poll pursuant to Article 68 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) RECOMMENDATION

The Board considers that the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders to vote in favour of the proposed resolutions at the EGM.

(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,
Chengdu SIWI Science and Technology Company Limited
Li Tao
Chairman

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

RULES OF PROCEDURE FOR THE GENERAL MEETING

I. Basis and Scope of the Rules

These rules are formulated to ensure that the shareholders of the Company can exercise their rights to conscientiously perform their duties at general meetings in accordance with the law, regulate all work at general meetings and promote the standardized operation of Chengdu Siwi Science and Technology Company Limited (the “Company”).

These rules are formulated on the basis of statutory documents, including the Company Law of the People’s Republic of China (the “Company Law”), the Opinions on Regulating Shareholders’ General Meetings of Listed Companies of China Securities Regulatory Commission, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and the Articles of Association of Chengdu SIWI Science and Technology Company Limited (the “Articles of Association”).

These rules shall serve as an operational document to guide the Company in general meetings and the conduct of its business.

The office of the board of directors and the supervisory committee of the Company shall be the organ responsible for the holding of general meetings and related work.

II. Functions and Powers of General Meetings

The general meeting is the highest authority of the Company and shall exercise its functions and powers stipulated in the Articles of Association in accordance with the law, including (but not limited to):

1. to elect and replace directors and to decide on matters relating to their remuneration;
2. to elect and replace shareholder representative supervisors and to decide on matters relating to their remuneration;
3. to consider and approve reports of the board of directors;
4. to consider and approve reports of the supervisory committee;
5. to consider and approve the annual financial budgets and final accounts of the Company;
6. to consider and approve the profit distribution plans and loss recovery plans of the Company;
7. to make resolutions on increasing or reducing the registered capital of the Company;
8. to make resolutions on the issuance of debentures of the Company;

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

9. to make resolutions on the merger, division, dissolution and liquidation of the Company;
10. to make resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;
11. to consider the change in use of proceeds from the subscription of shares of the Company;
12. to consider connected transactions of the Company;
13. to consider proposals raised by shareholders holding more than three per cent (inclusive) of the voting shares of the Company;
14. to consider acquisitions or disposals of assets by the Company;
15. to amend the Articles of Association; and
16. to consider other matters that require to be resolved by the general meeting as prescribed by laws, administrative regulations, the Listing Rules and the Articles of Association.

III. Types and Rules of General Meetings

General meetings are divided into annual general meetings and extraordinary general meetings, which are convened in accordance with the Articles of Association.

1. Annual General Meeting and its Rules

The annual general meeting shall be convened once a year by the board of directors and presided over by the chairman of the board of directors. The annual general meeting shall be held within six months of the end of the previous year.

Its rules are as follows:

- (1). After the Company has decided to convene an annual general meeting, a written notice shall be issued twenty Hong Kong business days before the date of the meeting to notify all registered shareholders on the matters to be considered at the meeting, as well as the date and venue of the meeting.
- (2). After issuance of the notice of meeting, the board of directors shall not put forward any new motion which is not set out in the notice of meeting.
- (3). Shareholders holding 3% or more (inclusive) of the total voting shares of the Company have the right to propose new motions to the convener in writing ten days before the date of the general meeting. The convener shall include such motions into the agenda for the meeting if they are matters falling

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

within the duties of the general meeting and issue a supplemental notice of general meeting within two days after the receipt of such motion to notify shareholders of the contents of the provisional motions.

- (4). The office of the board of directors and the supervisory committee of the Company shall, based on the written replies received five days before the date of the general meeting from the shareholders, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one-half of the Company's total voting shares, the Company may hold the general meeting; if not, the Company shall within five days re-notify the shareholders by announcement of the date and venue of the meeting and matters to be considered thereat. The Company may convene the general meeting after the aforesaid announcement.
- (5). The notice of general meeting shall:
 - a). be in writing;
 - b). specify the venue, date and time of the meeting;
 - c). set out the matters to be considered at the meeting;
 - d). provide such information and explanation as necessary for the shareholders to make an informed judgment on the proposals to be considered. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;
 - e). contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager or other senior management in the matter to be discussed; and if the matter to be discussed has an effect on the directors, supervisors, managers or other senior management in their capacity as shareholders which is different from the effect on the other shareholders of the same class, such differences should be explained;
 - f). set out the full text of any special resolution proposed to be passed at the meeting;

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

- g). contain a clear written statement that a shareholder eligible for attending and voting at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and that the proxy need not be a shareholder; and
 - h). specify the time and place for lodging proxy forms for the relevant meeting.
- (6). The notice of general meeting shall comply with the relevant requirements stipulated by the laws, regulations, regulatory documents, the Listing Rules and the Articles of Association.
- (7). Shareholders who individually or jointly hold 3% or more of the Company's voting rights may propose a provisional motion.
- (8). The board of directors shall review the provisional motion proposed at the annual general meeting in accordance with the following principles:
- (a) Relevance. For motions that involve matters of direct interest to the Company and not contrary to laws and regulations and the Listing Rules, and not exceeding the functions and powers of the general meeting as stipulated in the Articles of Association, such motions should be submitted to the general meeting for discussion. Motions which do not comply with the aforesaid requirements shall not be submitted to the general meeting for discussion. Should the board of directors decide not to submit a motion to the general meeting for voting, explanations shall be given general meeting.
 - (b) Procedures. The board of directors may determine procedural issues relating to the motions. In the event that the motions are divided or combined for voting, it is necessary to obtain the consent of the original proposer in relation thereto; in case the proposer does not agree with such change, the chairman of the general meeting may request the general meeting to determine on the procedures relating thereto and conduct the discussion thereof in accordance with the procedures as determined by the general meeting.
- (9). For motions involving investment, disposal of assets and acquisition and merger, the proposer shall fully explain the details of such matter, including the amount, price (or pricing method), book value of the assets involved, impact on the Company, examination and approval matters, etc. In case assets evaluation, audit or report from independent financial advisor is required pursuant to relevant rules and regulations, appropriate disclosure shall also be made in accordance with the relevant rules and regulations.

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

- (10). In respect of motions proposed by the board of directors for altering the use of proceeds raised, the notice convening the general meeting shall set out the reasons for such alteration, description of the proposed new projects, and impacts on the future of the Company.
- (11). Following consideration and approval of the annual report, the board of directors shall resolve the profit distribution plan as a proposal to the general meeting. In raising the proposal for the capitalisation of capital reserves, the board of directors shall explain in detail the reason for capitalisation and to be disclosed in an announcement, together with the earnings per share and net assets per share immediately before and after the capitalisation, and their possible impacts on the future development of the Company.
- (12). Any shareholder entitled to attend and vote at the general meeting shall be entitled to appoint one or more persons at his/her proxy to attend and vote on his/her behalf. A proxy may exercise the following rights:
- a). the proxy's rights to speak at the meeting;
 - b). the right to demand a poll, whether on his/her own or together with others; and
 - c). to exercise the right to vote by a show of hands or by poll; however, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll.
- (13). The instrument appointing a proxy by a shareholder shall be in writing and signed by the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, such instrument shall be affixed with the seal of the legal person or signed by a director or an attorney duly authorized.
- (14). The proxy form shall be deposited at the address of the Company or another place specified in the notice of meeting not less than 24 hours prior to the time appointed for the holding of the meeting. Where the proxy form is signed by a person authorised by the appointor, the power of attorney or other authorisation instruments together with the proxy form shall be lodged at the address of the Company or such other place as specified in the notice of the meeting.
- In the case that the appointor is a legal person, the proxy shall be authorised by the legal representative, the board of directors or another authorised body of that legal person for attending the Company's general meeting.
- (15). The proxy form issued to a shareholder by the board of directors of the Company for appointing a proxy shall be in such format that enables the shareholder to instruct the proxy to vote in favour of or against each

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

resolution at the meeting according to the shareholder's intention. Such proxy form shall contain a statement that, in the absence of instructions, the proxy may vote as he/she thinks fit.

- (16). If a shareholder of the Company is a recognised clearing house as defined by the Hong Kong Securities and Futures Ordinance, it may authorise a suitable person as it thinks fit to act as its representative in the meeting or the Company's class meetings. If more than one person is appointed, the power of attorney shall specify the class and number of shares so authorised and the appointees are entitled to exercise the power on behalf of that clearing house (or its proxy).
- (17). A vote given in accordance with the proxy form by a proxy shall be valid notwithstanding the death or loss of capacity of the appointor before the voting or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share(s) in respect of which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company before the commencement of the meeting at which the proxy is used.
- (18). Voting by way of communication shall not be accepted at the annual general meeting.
- (19). Resolutions of general meetings are divided into ordinary resolutions and special resolutions. An ordinary resolution shall be passed by votes representing at least one-half of the voting rights held or represented by the shareholders (including their proxies) present at the general meeting. A special resolution shall be passed by votes representing at least two-thirds of the voting rights held or represented by the shareholders (including their proxies) present at the meeting.

Except as otherwise stated in the Company Law, the Articles of Association and the Listing Rules or any applicable laws and regulations, the following matters shall be resolved by ordinary resolution at the general meeting:

- (a). work reports of the board of directors and the supervisory committee;
- (b). profit distribution plan and loss recovery plan formulated by the board of directors;
- (c). removal of members of the board of directors and the supervisory committee, their remuneration and method of payment; and
- (d). report of the annual budget and final accounts, balance sheet, profit statement, and other financial statements of the Company.

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Except as otherwise stated in the Company Law, the Articles of Association and the Listing Rules or any applicable laws and regulations, the following matters shall be resolved by special resolution at the general meeting:

- (a). increase or reduction of the Company's registered capital and the issue of shares of any class, stock warrants or other similar securities;
- (b). issuance of debentures by the Company;
- (c). division, merger, dissolution and liquidation of the Company;
- (d). amendments to the Articles of Association; and
- (e). other matters which should be passed by special resolution and, if passed by ordinary resolution, may have a significant impact on the Company.

2. *Extraordinary General Meeting and its Rules*

- (1). The board of directors shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances:
 - (a). where the number of directors falls below the number stipulated in the Company Law or is below two-thirds of the number required by the Articles of Association;
 - (b). where the accumulated losses of the Company amount to one-third of its total share capital;
 - (c). where any shareholder holding 10% or more of the Company's shares issued and outstanding and carrying voting rights requests in writing for the convening of an extraordinary general meeting; and
 - (d). whenever the board of directors thinks necessary or the supervisory committee so requests.
- (2). The board of directors shall notify all shareholders ten Hong Kong business days or fifteen days (whichever is earlier) prior to the convening of the meeting if it agrees to convene an extraordinary general meeting. Any change to the original proposals stated in the notice shall obtain the proposing shareholder's consent. After issuing the notice, the board of directors shall not propose any new motion, nor change the convening date of holding the general meeting without the proposing shareholder's consent.
- (3). The board of directors may not give consent to the convening of the general meeting if the board believes the proposal presented by the proposing shareholder violates the laws, regulations and provisions of the Articles of Association, and shall notify the proposing shareholder of the decision with

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feedback opinions. The proposing shareholder may, within fifteen days from the date of receiving such notice, decide whether to give up convening the extraordinary general meeting.

- (4). Except as required by the Company Law, the Articles of Association and the Listing Rules or any laws and regulations, no voting by communication shall be adopted for the following matters to be considered at the extraordinary general meeting:
 - a). increase or reduction of the Company's registered capital;
 - b). the issuance of debentures by the Company;
 - c). division, merger, dissolution and liquidation of the Company;
 - d). amendment to the Articles of Association;
 - e). profit distribution plans and loss recovery plans;
 - f). appointment and removal of members of the board of directors and supervisory committee;
 - g). change of the use of proceeds from the issue of shares;
 - h). connected transaction which requires consideration at the general meeting;
 - i). acquisition or disposal of assets; and
 - j). change of accounting firm.
3. An extraordinary general meeting may be proposed by two or more shareholders jointly holding 10% or more of the voting shares at the proposed meeting.
 - (1). The above shareholders may request the board of directors to convene an extraordinary general meeting or class meeting by signing a written requisition (signing in counterparts is accepted) explaining the matters to be discussed at the extraordinary general meeting. The board of directors shall convene an extraordinary general meeting or class meeting as soon as practicable upon receipt of the written requisition. The shareholdings of the requisitioning shareholders shall be calculated as at the date of the submission of the written requirement.
 - (2). If the board of directors fails to send the notice of the general meeting within 30 days after receiving the above-written requisition, the requisitioning shareholders may convene the meeting themselves within four

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

months after the board of directors receives such requisition. The procedure of convening such meeting shall follow that of convening a general meeting by the board of directors as close as possible.

- (3). Reasonable charge incurred in convening a meeting by the shareholders themselves as a result of the failure of the board of directors to convene such meeting upon the aforesaid requisition shall be borne by the Company and shall be deducted from the payments due to the directors who are in default of their duties.

IV. Convening Of General Meeting And Regulations

1. The Company shall not provide extra economic benefits to shareholders (or proxies) attending the general meeting.
2. The board of directors and the supervisory committee of the Company shall take necessary measures to ensure the solemnity and proper order of the general meeting. The Company shall have the right to refuse entry to the venue of the general meeting of other personnel except for shareholders (or proxies) attending the general meeting, directors, supervisors, secretary to the board, senior management members, lawyers retained by the Company and invitees of the board of directors. The Company shall take measures to prevent the occurrence of any interruption to the order of the general meeting, disturbance and nuisance, and any conduct infringing the legitimate rights of the shareholders and report the same to the relevant government authorities for investigation.
3. A general meeting shall be convened by the chairman who shall preside over the meeting. If the chairman of the board is unable to attend the meeting for any reason, the vice chairman of the board of directors shall convene the meeting and preside over the meeting. If, for some reason, both the chairman and the vice chairman are unable to attend the meeting, the board of directors may designate a director of the Company to convene the meeting and preside over the meeting on its behalf. If no chairman of the meeting is designated, shareholders attending the meeting may elect a chairman. In case where shareholders are unable, for any reason, to elect a chairman for the meeting, that the attending shareholder (including proxy(ies)) who holds the largest number of voting shares shall be the chairman of the meeting.

For the general meeting convened by the supervisory committee, the chairman of the supervisory committee shall preside over the meeting. In the event that the chairman of the supervisory committee is unable to or fails to discharge his/her duties in convening and presiding over the general meeting, the meeting shall be presided over by the vice chairman of the supervisory committee; in the event that the vice chairman of the supervisory committee is unable to or fails to discharge his/her duties in convening and presiding the general meeting, the meeting shall be presided over by a supervisor jointly nominated by more than half of the supervisors.

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

For the general meeting convened by shareholders, the convener shall nominate a representative to preside over the meeting.

In the event that the chairman of the meeting violates the rules of procedure during the meeting which results in the general meeting being unable to continue, upon approval by more than half of the shareholders with voting rights present at the meeting, a person may be nominated to preside over the general meeting and the meeting may continue.

4. The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His/her decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes.
5. At the annual general meeting, the board of directors shall report to the general meeting for the performance of respective matters entrusted to it in the resolutions passed at the preceding annual general meeting and an announcement shall be made thereof.
6. The supervisory committee shall read out its supervision report for the preceding year, including the following:
 - (1) inspection of the financial performance of the Company;
 - (2) due diligence of the directors and senior management in their performance of duties of the Company and their compliance with the relevant laws and regulations, the Articles of Association and resolutions of the general meeting; and
 - (3) other important matters as regarded by the supervisory committee that should be reported at the general meeting. Wherever it deems necessary, the supervisory committee may give comments on the proposals discussed at the general meeting, and submit its legal verification thereto.
7. All proposals listed in the agenda shall be voted item by item at the general meeting, and shall not be put aside or excluded from voting for any reason. In case of different proposals for the same matter are raised at the annual general meeting, the proposals shall be voted in chronological order with resolutions adopted accordingly. Upon voting, designated staff members shall count the votes and the accountant shall act as scrutineer.
8. In the course of considering matters relating to connected transactions at a general meeting, the shareholders involved in the connected transactions shall abstain from voting. The voting shares represented by such shareholders shall be excluded from the total number of voting shares attending the meeting.

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

9. For the proposal of electing a director and/or supervisor to be considered at the general meeting, voting shall be made on each director and/or supervisor candidate. When the resolution to re-elect a director and/or supervisor is passed, those newly elected directors and/or supervisors shall assume office immediately after the conclusion of the meeting.
10. Should the chairman of the meeting have any doubt as to the result of a resolution which has been put to voting, he may have the ballots counted. If the chairman of the meeting has not counted the ballots, any participating shareholder or proxy who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the voting result, demand that the ballots be counted, and the chairman of the meeting shall have the ballots counted immediately.
11. Provided that the ballots shall be counted at the general meeting, the counting results shall be recorded in the minutes of the meeting. The meeting minutes together with the signatures of shareholders attending the meeting and the proxy forms shall be kept in the Company's archives for inspection.
12. Shareholders may, during the business hours of the Company, inspect without charges copies of the minutes of shareholders' general meetings. If any shareholder requests from the Company a copy of the minutes of any meeting, the Company shall send a copy to him by post within seven days after payment by that shareholder of reasonable copying charges.
13. The register of the shares of the Company will be closed during the convening period of the general meeting.
14. If any proposal is not passed or any resolution passed at the preceding general meeting is revised at the current general meeting, the secretary to the board shall make a reminder in the announcement of resolutions of the general meeting stating such fact.
15. The announcement of resolutions passed at a general meeting shall state the number of shareholders (including their proxies) present at the meeting, total shares held (represented) and the percentage in the total shares carrying voting rights of the Company, method of voting and the voting result for each proposal. The resolutions for shareholders' proposals shall state the name or title of the requisitioning shareholder, shareholding percentage and content of the proposal.
16. After the profit distribution plan and proposal for capitalisation of reserve are approved by the general meeting, the board of directors of the Company shall complete the distribution (or capitalisation) of dividends (or shares) within two months after the convening of the relevant general meeting.

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17. Minutes of a general meeting shall be taken by the secretary to the board and shall include:
- (1) The time, place, agenda, and the name(s) of the convener(s);
 - (2) The names of the chairman of the meeting as well as directors, supervisors, the secretary to the board, managers and other senior management who are present at the meeting or in attendance;
 - (3) The number of shareholders and proxies present at the meeting, the total number of voting shares they hold and proportion to the total voting shares of the Company;
 - (4) The consideration process, key points of speeches and the voting results with respect to each proposal;
 - (5) The inquiries, opinions or suggestions of shareholders as well as the corresponding replies or explanations;
 - (6) The names of lawyers, vote counters and scrutineers; and
 - (7) Other information that shall be included in the minutes as required by the Articles of Association in accordance with the law.

Such minutes shall be signed by the directors present at the meeting, secretary to the board, the convener(s) or his/their representative and the presider of the meeting, which shall be true, accurate and complete. The minutes shall be kept together with the signed register of shareholders in attendance, the powers of attorney of shareholders attended by proxy and valid materials on voting by other means for at least ten years.

The secretary to the board of directors shall maintain a file and list of information relating to general meetings for the convenience of the Company's general meetings, the board of directors and the supervisory committee.

V. Legal Effect of General Meeting

1. The board of directors shall engage professional auditors to act as scrutineers at the general meeting and engage qualified lawyers and notaries to attend the general meeting, who will issue opinions on the following matters:
 - (1). whether the general meeting(s) is convened and held in accordance with the requirements of all applicable laws, regulations and the Articles of Association;
 - (2). whether the qualification of the members attending are legal and valid;

APPENDIX I RULES OF PROCEDURE FOR THE GENERAL MEETING

- (3). verification of the qualification of shareholders proposing new resolutions in the general meeting(s);
 - (4). whether the voting procedures in the meeting(s) are legal and valid; and
 - (5). legal opinions on other matters as the Company and relevant persons may request.
2. The board of the Company shall engage an accounting firm qualified as certified international and domestic auditors to issue relevant financial reports as the financial base for considering proposals at the general meeting(s).
- (1). The engagement of the accounting firm, shall be proposed by the board of directors, and approved by the shareholders at the general meeting. The board of directors shall give prior notice to such accounting firm before their proposal for removal or non-renewal of such accounting firm. The board of directors shall give the reason to the shareholders. The accounting firm has the right to present its opinion to the general meeting. If the board of directors for proper reason removes an accounting firm at a time other than the general meeting, the board of directors may temporary retain another accounting firm, but such appointment shall be rectified by shareholders at the next general meeting.
 - (2). If the accounting firm resigns, the board shall state the reasons at the following general meeting and the resigning firm shall be obliged to inform the shareholders in writing or by sending a representative to the general meeting to state whether there is any irregularity in the appointment.

VI. Others

Unless otherwise specified, the terms used herein shall have the same meanings ascribed thereto in the Articles of Association.

These rules are drafted and administered by the general management department of the Company. The right of interpretation of this set of rules is vested in the board.

In the event of any matter not covered by these rules or any conflict with the laws, regulations, regulatory documents, relevant regulations (including the Listing Rules) of the securities regulatory authorities or stock exchange where the shares of the Company are listed or the Articles of Association promulgated or amended from time to time after the effective date of these rules, the provisions of the laws, administrative regulations, regulatory documents, relevant regulations (including the Listing Rules) of the securities regulatory authorities or stock exchange where the shares of the Company are listed or the Articles of Association shall prevail.

NOTICE OF EGM



成都四威科技股份有限公司

CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(Formerly known as “Chengdu PUTIAN Telecommunications Cable Company Limited 成都普天電纜股份有限公司”)

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

(Stock Code: 1202)

The EGM (the “EGM”) of Chengdu SIWI Science and Technology Company Limited (the “Company”) 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 3:00 p.m. on Friday, 9 December 2022 for the following purposes:

- (1) to consider and approve as ordinary resolutions:
 - a. Mr. Gao Bo to be elected as a supervisor (the “Supervisor”) of the supervisory committee of the Company (the “Supervisory Committee”) until the conclusion of the tenth session of the Supervisory Committee, and to authorise the board of directors of the Company to enter into the service contract with the Supervisor; and
 - b. the adoption of the Rules of Procedure for the General Meeting of the Company.

By order of the Board

Chengdu SIWI Science and Technology Company Limited

Li Tao

Chairman

Chengdu, the PRC, 21 November 2022

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 6 December 2022 to 9 December 2022 (both days inclusive), during which no transfer of H Shares will be registered. In order to qualify for attending and voting at the EGM, 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 Shops 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 5 December 2022.
- (2) Shareholders of the Company whose names appear on the register of members at the business hours on 8 December 2022 are entitled to attend and vote at the EGM (or any adjourned meetings thereof).
- (3) Each shareholder of the Company who has the right to attend and vote at the EGM 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 EGM, 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.

NOTICE OF EGM

- (4) If a proxy is appointed to attend the EGM 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 EGM, 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 EGM, 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 EGM or not less than 24 hours before the time appointed for taking poll.
- (6) The EGM 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.

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

Executive Directors:

Ms. Li Tao (*Chairman*)
Mr. Wu Xiaodong
Mr. Hu Jiangbing
Mr. Zhu Rui
Mr. Jin Tao
Mr. Chen Wei

Independent Non-executive Directors:

Ms. Fu Wenjie
Mr. Zhong Qisui
Mr. Xue Shujin