
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your 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 Putian Communication Group 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 the transfer was effected for transmission to the purchaser or the transferee.

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Putian Communication Group Limited

普天通信集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1720)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND SELL OR TRANSFER TREASURY SHARES
AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at No. 8899, Changdong Avenue, Hi-tech Development Zone, Nanchang, Jiangxi Province, the PRC on Tuesday, 18 June 2024 at 11:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company at www.potel-group.com.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the AGM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at No. 8899, Changdong Avenue, Hi-tech Development Zone, Nanchang, Jiangxi Province, the PRC on Tuesday, 18 June 2024 at 11:00 a.m., or any adjournment thereof, to consider and, if thought fit, to approve, among other things, the resolutions set out in the notice of AGM on pages 14 to 18 of this circular
“Articles of Association”	the existing articles of association of the Company adopted on 20 June 2022
“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by the HKSCC
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	Putian Communication Group Limited (普天通信集團有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power of the Company to allot, issue and otherwise deal (including any sale or transfer of treasury shares out of treasury) with new Shares up to a maximum of 20% of the total number of the issued Shares (excluding any treasury shares) as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2024, that is, the latest practicable date of certain materials contained in this circular determined before its publication

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“PRC”	The People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Taiwan and Macau
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares for cancellation or to hold as treasury shares up to a maximum of 10% of the total number of the issued Shares (excluding any treasury shares) as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to this term under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

Putian Communication Group Limited

普天通信集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1720)

Executive Directors:

Ms. Wang Qiuping (*Chairlady and*

Chief Executive Officer)

Mr. Zhao Xiaobao (*alias Zhao Baohua*)

Ms. Zhao Moge

Registered Office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Ms. Cheng Shing Yan

Mr. Liu Guodong

Mr. Xie Haidong

Principal Place of Business

in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

Principal Place of

Business in the PRC:

No. 8899 ChangDong Avenue

Hi-tech Development Zone

Nanchang, Jiangxi Province

The PRC

29 April 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
AND SELL OR TRANSFER TREASURY SHARES
AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at No. 8899, Changdong Avenue, Hi-tech Development Zone, Nanchang, Jiangxi Province, the PRC on Tuesday, 18 June 2024 at 11:00 a.m., resolutions will be proposed, among other matters:

LETTER FROM THE BOARD

- (a) to grant the General Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the Directors.

The purpose of this circular is to (i) provide you with information in relation to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate; (ii) furnish you with details of the proposed re-election of Directors; (iii) set out an explanatory statement regarding the Repurchase Mandate; and (iv) give you the notice of the AGM.

GENERAL MANDATE

The Company's existing mandate to issue Shares was approved by its Shareholders on 16 June 2023. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional General Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with additional Shares (including resale of any treasury shares of the Company (if any) subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) of not exceeding 20% of the total number of the issued Shares (excluding any treasury shares) as at the date of passing the ordinary resolution relating thereto provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly, for the period until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association of the Company and Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

As at the Latest Practicable Date, the Company had in issue an aggregate of 1,100,000,000 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed under the General Mandate to allot, issue and deal with, up to a maximum of 220,000,000 Shares, representing 20% of the total number of issued Shares as at the date of the passing of the ordinary resolution approving the General Mandate on the basis that no further Shares will be allotted and issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM.

LETTER FROM THE BOARD

The Directors have no immediate plans to issue any new Shares (including to sell or transfer any treasury shares) other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders. The Company does not hold any treasury shares as at the Latest Practicable Date and the Company might consider to use the General Mandate, subject to the approval of the Shareholders, to sell and/or transfer treasury shares only after the amendments to the Listing Rules as to treasury shares taking effect on 11 June 2024.

REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by its Shareholders on 16 June 2023. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM in relation to the granting of a general and unconditional Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares for cancellation or to hold as treasury shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed up to 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing the ordinary resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly, for the period until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association of the Company and Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 110,000,000 Shares.

An ordinary resolution will also be proposed at the AGM in relation to the extension of the general mandate to be granted to the Directors to allot, issue, and otherwise deal with additional Shares under the General Mandate by adding to it the number of shares of the Company repurchased under the Repurchase Mandate, if any. The Directors have no present intention to fully exercise the Repurchase Mandate for repurchasing the Shares.

The full text of these resolutions are set out as ordinary resolutions numbers 4 to 6 in the notice of AGM on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to Article 84(1), Mr. Zhao Xiaobao and Ms. Cheng Shing Yan shall retire from their offices as Directors by rotation. Mr. Zhao Xiaobao, being eligible, would offer himself for re-election as an executive Director. Ms. Cheng Shing Yan, being eligible, would offer herself for re-election as an independent non-executive Director. Accordingly, at the AGM, ordinary resolutions will be proposed to re-elect Mr. Zhao Xiaobao as an executive Director and Ms. Cheng Shing Yan as an independent non-executive Director.

Particulars of each of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at No. 8899, Changdong Avenue, Hi-tech Development Zone, Nanchang, Jiangxi Province, the PRC on Tuesday, 18 June 2024 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

In order to ascertain the entitlements to attend the AGM, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 12 June 2024.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk and the Company's website at www.potel-group.com. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the AGM.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board
Putian Communication Group Limited
Wang Qiuping
Chairlady

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

The Company may consider canceling the Shares repurchased under the Repurchase Mandate, or (subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) holding them as treasury shares subject to the Board’s consideration, including among other things, on-going market conditions and its capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,100,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase for cancellation or to hold as treasury shares a maximum of 110,000,000 fully paid Shares.

3. REASONS FOR THE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on

market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2023, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve calendar months up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.145	0.088
May	0.105	0.043
June	0.089	0.069
July	0.080	0.062
August	0.078	0.063
September	0.068	0.050
October	0.069	0.051
November	0.066	0.052
December	0.073	0.046
2024		
January	0.057	0.046
February	0.062	0.050
March	0.064	0.045
April (up to the Latest Practicable Date)	0.064	0.048

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases for cancellation or to hold as treasury shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Arcenciel Capital Co., Ltd and Point Stone Capital Co., Ltd are the only Shareholders who holds more than 10% of the issued Shares. Given that the shareholding of Arcenciel Capital Co., Ltd and Point Stone Capital Co., Ltd was about 69.75% in the Company, an exercise of the Repurchase Mandate in full would not result in any Shareholder becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code and the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate.

The Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTOR

Mr. Zhao Xiaobao (趙小寶) (alias Zhao Baohua (趙保華)) (“Mr. Zhao”), aged 59, is an executive Director responsible for the overall sales of the Group. He joined the Group in June 2001. Mr. Zhao is a director of each of Putian Cable Group Co., Ltd and Jiangxi Optical and a supervisor of Jiangxi Building. Mr. Zhao has more than 22 years of experience in the production and sales in the telecommunications industry. Before joining the Group, he had worked as an officer at the regulatory division of the Administration for Industry and Commerce of Nanchang City from 1984 to 1999, responsible for the execution of relevant laws, rules and regulations relating to commodity trading markets in Nanchang.

Mr. Zhao obtained a diploma in business administration management (工商管理) from Wuhan University (武漢大學) in the PRC in July 1992.

Mr. Zhao is the spouse of Ms. Wang, the father of Ms. Zhao Moge.

Mr. Zhao has entered into an executive Director service contract with the Company pursuant to which he has agreed to act as an executive Director for a fixed term of three years commencing from the date of the Listing, and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, and shall continue thereafter until terminated by not less than one month’s written notice to the other party. Pursuant to the service contract and subsequent supplementary documents, Mr. Zhao is entitled to an annual salary of RMB1,239,000 and a discretionary management bonus to be recommended by the remuneration committee of the Board and as approved by the majority of the Board. The remuneration (including the annual salary and the discretionary bonus) to be received in 2024 by Mr. Zhao will be determined by the Board based on the adopted remuneration policy reviewed by the remuneration committee of the Company, with reference to, amongst others, Mr. Zhao’s qualification and experience, responsibilities undertaken, contribution to the Group, the Group’s performance, and the prevailing market level of remuneration of similar position. Mr. Zhao is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Zhao has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Zhao is interested in 358,875,000 shares of the Company.

As at the Latest Practicable Date, Mr. Zhao and Ms. Wang Qiuping are spouse and Ms. Zhao Moge is the daughter of Ms. Wang Qiuping and Mr. Zhao Xiaobao. Save as disclosed above, Mr. Zhao did not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

As far as the Directors are aware, there is no information of Mr. Zhao to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Cheng Shing Yan (鄭承欣) (“**Ms. Cheng**”), aged 49, was appointed as an independent non-executive Director on 21 October 2017. She is the chairlady of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”).

Ms. Cheng has about 26 years of experience in the fields of accounting and auditing. Ms. Cheng joined the group of Sanroc International Holdings Limited (“**Sanroc**”) (now known as Zhaobangji Properties Holdings Limited), which is listed on the Main Board of the Stock Exchange (stock code: 1660), as the chief financial officer of Sanroc from April 2016 to April 2018 and as the chief financial officer of certain subsidiaries of Sanroc since April 2018. Ms. Cheng had also been the company secretary and an executive director of Sanroc International Holdings Limited from April 2016 to April 2018 and from April 2017 to April 2018, respectively. Ms. Cheng has been an independent non-executive director of Kwong Luen Engineering Holdings Limited (stock code: 1413) since March 2021 and China Shenghai Food Holdings Company Limited (now known as Gaodi Holdings Limited) (stock code: 1676) from July 2017 to 19 October 2019. Ms. Cheng has been a joint company secretary of China New Consumption Group Limited (stock code: 8275) since December 2023.

Ms. Cheng obtained a degree of Master of Arts in International Accounting at the City University of Hong Kong in November 2003, and was admitted as a member, and a fellow member, of the Association of Chartered Certified Accountants (the “**ACCA**”) in December 2000 and December 2005, respectively. She was also admitted as an associate of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”)) since July 2003. Ms. Cheng has also been admitted as an associate of both The Hong Kong Institute of Chartered Secretaries (now known as The Hong Kong Chartered Governance Institute) (the “**HKICS**”) and The Institute of Chartered Secretaries and Administrators (now known as the Chartered Governance Institute) (the “**ICSA**”) in June 2017.

Ms. Cheng has entered into an independent non-executive Director appointment letter with the Company pursuant to which she has agreed to act as an independent non-executive Director for a fixed term of two years commencing from the date of the Listing and renewable automatically for successive terms of one year commencing from the day next after the expiry of the then current term, subject to early termination by either party in accordance with the terms thereof. Pursuant to the appointment letter, Ms. Cheng is entitled to an annual fee of RMB120,000. The remuneration to be received in 2024 by Ms. Cheng will be determined by the Board based on the adopted remuneration policy reviewed by the remuneration committee of the Company, with reference to, amongst others, Ms. Cheng’s qualification and experience, responsibilities undertaken, contribution to the Group, the Group’s performance, and the prevailing market level of remuneration of similar position. Ms. Cheng is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Ms. Cheng has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas.

As at the Latest Practicable Date, Ms. Cheng does not have any interest in the securities with-in the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Ms. Cheng did not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

As far as the Directors are aware, there is no information of Ms. Cheng to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Cheng that need to be brought to the attention of the Shareholders.

NOTICE OF AGM

Putian Communication Group Limited

普天通信集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1720)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Putian Communication Group Limited (the “**Company**”) will be held at No. 8899, Changdong Avenue, Hi-tech Development Zone, Nanchang, Jiangxi Province, the PRC on Tuesday, 18 June 2024 at 11:00 a.m. to consider and if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023;
2.
 - (a) to re-elect Mr. Zhao Xiaobao as an executive Director;
 - (b) to re-elect Ms. Cheng Shing Yan as an independent non-executive Director;
 - (c) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint Moore CPA Limited (formerly known as Moore Stephens CPA Limited) as the auditors of the Company and to authorise the Board to fix their remuneration;
4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (including resale of any treasury shares of the Company (if any) subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) of HK\$0.01 each (the “**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

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- (c) the aggregate total number of Shares (including resale of any treasury shares of the Company (if any) subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options under the existing and the new share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate number of Shares in issue (excluding any treasury shares) on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the

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existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong (the **“Securities and Futures Commission”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, or of any other stock exchange from time to time, the Companies Act and all other applicable laws and regulations in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10 per cent. of the total number of issued Shares (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares as the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the proposed resolutions nos. 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution no. 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the total number of shares of the Company (including any treasury shares of the Company (if any) to be resold, subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) repurchased by the Company pursuant to the general mandate referred to in the resolution no. 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”.

By order of the Board
Putian Communication Group Limited
Wang Qiuping
Chairlady

Hong Kong, 29 April 2024

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

Principal Place of Business in the PRC:

No. 8899 ChangDong Avenue
Hi-tech Development Zone
Nanchang, Jiangxi Province
The PRC

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
3. For the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the

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annual general meeting, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 12 June 2024.

4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders of the Company.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 29 April 2024.
7. The above resolutions will be put to vote at the AGM by way of poll.
8. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.potel-group.com) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at info@potel-group.com. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Tricor Investor Services Limited
17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185

As at the date of this notice, the Board comprises Ms. Wang Qiuping, Mr. Zhao Xiaobao and Ms. Zhao Moge as executive Directors; and Ms. Cheng Shing Yan, Mr. Liu Guodong and Mr. Xie Haidong as independent non-executive Directors.

This circular (in both English and Chinese versions) has been posted on the Company's website at www.potel-group.com.

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Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by sending an email to is-enquiries@hk.tricorglobal.com.

Shareholders who have chosen to receive the Company's corporate communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.