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**Smart Link Better Life.**

**Yangtze Optical Fibre and Cable Joint Stock Limited Company\***

**長飛光纖光纜股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6869)**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM” or the “Meeting”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company\* (the “Company”) will be held on Friday, January 17, 2020 at 1:30 p.m. at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC, for the purpose of considering and if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the re-election or election and appointment of the following directors as directors for the third session of the board of directors of the Company:
  - 1.01. To consider and approve the re-election and appointment of Mr. Ma Jie as a non-executive director of the Company and to consider and approve Mr. Ma Jie’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
  - 1.02. To consider and approve the election and appointment of Mr. Guo Tao as a non-executive director of the Company and to consider and approve Mr. Guo Tao’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
  - 1.03. To consider and approve the re-election and appointment of Mr. Zhuang Dan as an executive director of the Company and to consider and approve Mr. Zhuang Dan’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
  - 1.04. To consider and approve the re-election and appointment of Mr. Philippe Claude Vanhille as a non-executive director of the Company and to consider and approve Mr. Philippe Claude Vanhille’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
  - 1.05. To consider and approve the re-election and appointment of Mr. Pier Francesco Facchini as a non-executive director of the Company and to consider and approve Mr. Pier Francesco Facchini’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);

\* For identification purpose only

- 1.06. To consider and approve the re-election and appointment of Mr. Frank Franciscus Dorjee as a non-executive director of the Company and to consider and approve Mr. Frank Franciscus Dorjee's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.07. To consider and approve the re-election and appointment of Mr. Xiong Xiangfeng as a non-executive director of the Company and to consider and approve Mr. Xiong Xiangfeng's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.08. To consider and approve the election and appointment of Ms. Lai Zhimin as a non-executive director of the Company and to consider and approve Ms. Lai Zhimin's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.09. To consider and approve the election and appointment of Mr. Bingsheng Teng as an independent non-executive director of the Company and to consider and approve Mr. Bingsheng Teng's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.10. To consider and approve the election and appointment of Mr. Liu Deming as an independent non-executive director of the Company and to consider and approve Mr. Liu Deming's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.11. To consider and approve the election and appointment of Mr. Song Wei as an independent non-executive director of the Company and to consider and approve Mr. Song Wei's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.12. To consider and approve the election and appointment of Dr. Wong Tin Yau, Kelvin as an independent non-executive director of the Company and to consider and approve Dr. Wong Tin Yau, Kelvin's director's fee of RMB380,000 per annum (after all taxes have been deducted);

2. To consider and approve the election and appointment of the following non-employee representative supervisors as the non-employee representative supervisors for the third session of the board of supervisors of the Company:
  - 2.01. To consider and approve the election and appointment of Mr. Li Ping as a non-employee representative supervisor of the Company and to consider and approve Mr. Li Ping's remuneration of RMB200,000 per annum (after all taxes have been deducted); and
  - 2.02. To consider and approve the election and appointment of Dr. Li Zhuo as a non-employee representative supervisor of the Company and to consider and approve Dr. Li Zhuo's remuneration of RMB200,000 per annum (after all taxes have been deducted).

### **SPECIAL RESOLUTIONS**

3. To consider and approve the proposal in relation to the amendments to the Articles of Association;
4. To consider and approve the proposal in relation to the amendments to the procedural rules for the general meeting of the Company;
5. To consider and approve the proposal in relation to the amendments to the procedural rules for the Board meeting; and
6. To consider and approve the proposal in relation to the amendments to the procedural rules for the Board of Supervisors meeting.

By Order of the Board  
**Yangtze Optical Fibre and Cable Joint Stock Limited Company\***  
長飛光纖光纜股份有限公司  
**Ma Jie**  
*Chairman*

Wuhan, PRC, December 2, 2019

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Notes:

**(1) Circular**

Details of the above proposals and resolutions to be considered at the EGM are set out in the circular of the Company dated December 2, 2019 (the “**Circular**”). Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

**(2) Closure of register of members and eligibility for attending the EGM**

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Wednesday, December 18, 2019 to Friday, January 17, 2020 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong at close of business on Wednesday, December 18, 2019 are entitled to attend the EGM. Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, at or before 4:30 p.m. on Tuesday, December 17, 2019.

**(3) Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarised. To be valid, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share registrar of the Company by the holder of H Shares by hand or by post not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 1:30 p.m. on Thursday, January 16, 2020) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked. The H Share registrar of the Company is Tricor Investor Services Limited, whose address is at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

**(4) Reply Slip**

Holders of H Shares who intend to attend the EGM in person or by proxy should return the reply slip by hand, by fax or by post to the H Share registrar of the Company, Tricor Investor Services Limited on or before Friday, December 27, 2019. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Tel: (852) 2980 1333, Fax: (852) 2810 8185).

**(5) Joint holder of shares**

In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).

**(6) Voting by poll**

On a poll, every member present in person or by proxy shall be entitled to one vote for each share of the Company registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.

**(7) Other issues**

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation, catering and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

The EGM starts at 1:30 p.m.. Registration for admission to the EGM will take place from 12:30 p.m. to 1:30 p.m..

References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this announcement, the Board comprises Zhuang Dan and Frank Franciscus Dorjee, as executive directors; Ma Jie, Yao Jingming, Philippe Claude Vanhille, Pier Francesco Facchini, Xiong Xiangfeng and Zheng Huili, as non-executive directors; Ngai Wai Fung, Ip Sik On Simon, Li Ping and Li Zhuo, as independent non-executive directors.*