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**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  
TO BE HELD ON TUESDAY, MAY 23, 2017**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Second EGM**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company\* 長飛光纖光纜股份有限公司 (the “**Company**”) will be held on Tuesday, May 23, 2017 at 10:00 a.m. at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC, for the purposes of considering and if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of KPMG Huazhen (Special General Partnership) as the Company’s auditor for the A Share Offering and to consider and approve the grant of the authorization to the Board to determine the remuneration of KPMG Huazhen (Special General Partnership).
2. To consider and approve the appointment of Commerce & Finance Law Offices as the Company’s legal advisor for the A Share Offering and to consider and approve the grant of the authorization to the Board to determine the remuneration of Commerce & Finance Law Offices.
3. To consider and approve the report on the use of previously raised funds as set out in Appendix IV to the circular of the Company dated April 6, 2017.
4. To consider and adopt the Administrative Measures on the Use of Proceeds as set out in Appendix XV to the circular of the Company dated April 6, 2017.

\* *For identification purposes only*

5. To consider and adopt the Administrative Regulations on Related Parties Transactions as set out in Appendix XV to the circular of the Company dated April 6, 2017.
6. To consider and adopt the Administrative Measures on the Provision of External Guarantees as set out in Appendix XV to the circular of the Company dated April 6, 2017.
7. To consider and adopt the Administrative Regulations on External Investment as set out in Appendix XV to the circular of the Company dated April 6, 2017.
8. To consider and adopt the Working Rules for Independent Directors as set out in Appendix XV to the circular of the Company dated April 6, 2017.

### **SPECIAL RESOLUTIONS**

9. “**THAT** each of the following proposed items in respect of the plan for the proposed A Share Offering, details of which are set out in the circular of the Company dated April 6, 2017, be and are hereby individually approved:
  - (1) Class of shares;
  - (2) Par value of shares;
  - (3) Number of shares to be issued;
  - (4) Target subscribers;
  - (5) Method of issuance;
  - (6) Pricing methodology;
  - (7) Form of underwriting;
  - (8) Place of listing;
  - (9) Use of proceeds;
  - (10) Conversion of the Company; and
  - (11) Effective period of the resolution.”

10. “**THAT:**

- (a) the board of directors of the Company (the “**Board**”) be authorized to deal with, in its absolute discretion, all matters in relation to the A Share Offering, including but not limited to:
  - (1) in accordance with the plan for the A Share Offering as considered and approved by the Shareholders in general meeting and pursuant to the relevant requirements of PRC laws, administrative regulations, departmental rules, normative documents and securities regulatory authorities of the PRC and the actual circumstances, implement the plan for the A Share Offering, including but not limited to, determining the offering date, the target subscribers, offer size, pricing methodology, offer price, ratio of online to offline placement, application methods for subscriptions and other matters relating to the A Share Offering;
  - (2) handle all application matters in relation to the A Share Offering, including but not limited to dealing with the relevant government agencies, regulatory authorities, stock exchanges and securities registration and settlement institutions for relevant vetting, registration, filing and approval procedures;
  - (3) prepare, sign, execute, modify, supplement and submit any agreements, contracts and necessary documents in relation to the A Share Offering, including but not limited to the letter of intent in relation to the A Share Offering, prospectus, agreement with the sponsor(s), underwriting agreement, listing agreement and various announcements, shareholder notices and various explanatory circulars or letters of undertaking required by regulatory authorities;
  - (4) adjust the plan for the Investment Projects and the proposed use of proceeds, in accordance with any comments from regulatory authorities during the application and vetting process of the proposed A Share Offering and the actual circumstances of the Company, including but not limited to, the adjustment of the investment progress and investment allocation ratios, and the signing of material agreements or contracts during the construction process of the Investment Projects;

- (5) determine and engage relevant intermediaries, determine their remuneration and sign relevant agreements or contracts, such as the agreement with the sponsor(s) and underwriting agreement;
  - (6) determine the designated account for the deposit of proceeds raised prior to the A Share Offering if necessary;
  - (7) handle the relevant procedures in relation to the transfer of state-owned shares in accordance with relevant laws and regulations;
  - (8) upon the completion of the A Share Offering, amend the relevant provisions of the Company's articles of association according to the outcome of the A Share Offering and deal with the registration of the relevant amendments with industry and commerce authorities;
  - (9) upon the completion of the A Share Offering, handle matters relating to the listing of the shares issued under the A Share Offering on the stock exchange and the lock up of relevant shares;
  - (10) where securities regulatory authorities prescribe new requirements in regulations or policies governing initial public offerings and listings, the Board be authorized to adjust the plan for the A Share Offering accordingly; and
  - (11) in accordance with relevant laws, regulations, departmental rules, regulatory documents, relevant provisions of the Company's articles of association and the contents of the resolutions passed by Shareholders, determine and deal with all other matters in relation to the A Share Offering;
- (b) upon the passing of the resolution to grant the aforesaid authorization at the general meetings of the Company, the chairman of the Board or any executive Director be authorized to sign any legal documents in relation to the A Share Offering, including but not limited to the letter of intent in relation to the A Share Offering, the prospectus, letters of undertaking, agreement(s) with the sponsor(s), the underwriting agreement, the listing agreement, engagement or appointment letters of various intermediaries, and various announcements and shareholder notices.

The above authorization shall be valid for 12 months from the date of the passing of such resolution at an extraordinary general meeting, a Domestic Share class meeting and an H Share class meeting.”

11. To consider and approve the proposed use of proceeds from the A Share Offering as set out in the circular of the Company dated April 6, 2017 and the feasibility analysis as set out in Appendix II thereto.
12. To consider and approve the proposal on the dilution of immediate return as a result of the A Share Offering, remedial measures and undertakings by relevant parties as set out in Appendix III to the circular of the Company dated April 6, 2017.
13. To consider and approve the price stabilization plan for the A Shares within the three years after the A Share Offering and listing of the A Shares as set out in Appendix V to the circular of the Company dated April 6, 2017.
14. To consider and approve the dividend return plan for shareholders for the three years after the A Share Offering (2017-2019) as set out in Appendix VI to the circular of the Company dated April 6, 2017.
15. To consider and approve the distribution plan for accumulated profits before the A Share Offering as set out in the circular of the Company dated April 6, 2017.
16. To consider and approve the relevant undertakings to be included in the prospectus in connection with the A Share Offering and the relevant restrictive measures as set out in Appendix VII to the circular of the Company dated April 6, 2017.
17. To consider and approve the Articles of Association (Draft) (where the full set of the amended Articles of Association and the proposed amendments to the Articles of Association are set out in Appendix VIII and Appendix IX to the circular of the Company dated April 6, 2017, respectively).

18. To consider and approve the proposed amendments to the Procedural Rules for the General Meeting as set out in Appendix XI to the circular of the Company dated April 6, 2017.
19. To consider and approve the proposed amendments to the Procedural Rules for the Board as set out in Appendix XIII to the circular of the Company dated April 6, 2017.
20. To consider and adopt the Procedural Rules for the Board of Supervisors as set out in Appendix XIV to the circular of the Company dated April 6, 2017.

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, April 6, 2017

\* *For identification purposes only*

Notes:

**(1) CIRCULAR**

Details of the above proposals and resolutions to be considered at the Second EGM are set out in the circular of the Company dated April 6, 2017 (the “**Circular**”), including, among others, information regarding the proposed A Share Offering and related proposals as set out in Appendices II to VII thereto; the proposed amendments to the Articles of Association as set out in Appendix IX thereto, the proposed amendments to the Procedural Rules for the General Meeting as set out in Appendix XI thereto, the proposed amendments to the Procedural Rules for the Board as set out in Appendix XIII thereto, the proposed adoption of the Procedural Rules for the Board of Supervisors as set out in Appendix XIV thereto and the proposed adoption of other corporate governance rules for the purpose of the A Share Offering as set out in Appendix XV thereto. Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

The Articles of Association (Draft) as referred to in Resolution 17 above means the full set of amended Articles of Association to be effective upon completion of the A Share Offering.

**(2) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING THE SECOND EGM**

Holders of H shares of the Company (the “**H Shares**”) are advised that the register of members will be closed from Sunday, April 23, 2017 to Tuesday, May 23, 2017 (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 Friday, April 21, 2017 are entitled to attend the Second EGM. Holders of H Shares who wish to attend the Second 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, at or before 4:30 p.m. (Hong Kong time) on Friday, April 21, 2017.

**(3) PROXY**

Shareholders entitled to attend and vote at the Second 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 notarized. 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 for holder of H Shares and to the Company’s Board of Directors’ Office for holders of domestic shares of the Company (the “**Domestic Shares**”) by hand or by post not later than 10:00 a.m. (Hong Kong time) on Monday, May 22, 2017. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the Second 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. The Company’s Board of Directors’ Office is located at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073).

**(4) REPLY SLIP**

Shareholders who intend to attend the Second 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, for holder of H Shares or the Company's Board of Directors' Office for holder of Domestic Shares on or before Tuesday, May 2, 2017. The address of Tricor Investor Services Limited is Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (Tel: (852) 2980 1333, Fax: (852) 2810 8185). The Company's Board of Directors' Office is located at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073) (Tel: (86 27) 6878 9000, Fax: (86 27) 6878 9100).

**(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 First EGM, 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 Second EGM, 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 Second EGM at which the poll was so taken.

**(7) OTHER ISSUES**

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

The Second EGM starts at 10:00 a.m.. Registration for admission to the Second EGM will take place from 9:00 a.m. to 10:00 a.m..

*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.*