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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
FOR THE YEAR 2016 HELD ON MONDAY, MAY 22, 2017**

PAYMENT OF THE FINAL DIVIDEND

AND

**POLL RESULTS OF THE FIRST EGM, THE FIRST DOMESTIC SHARE
CLASS MEETING AND THE FIRST H SHARE CLASS MEETING
HELD ON MONDAY, MAY 22, 2017**

POLL RESULTS

All the resolutions proposed at each of the AGM, the First EGM, the First Domestic Share Class Meeting and the First H Share Class Meeting of the Company held on May 22, 2017 were respectively passed by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice of the AGM of Yangtze Optical Fibre and Cable Joint Stock Limited Company* 長飛光纖光纜股份有限公司 (the “**Company**”) both dated April 6, 2017 in relation to, among other things, the 2016 profit distribution plan and the proposed amendments to the Articles of Association to be effective from the Effective Date. Reference is also made to the Circular and the notices of each of the First EGM, the First Domestic Share Class Meeting and the First H Share Class Meeting of the Company all dated April 6, 2017 regarding the proposal in relation to future new equity financing plans. Capitalized terms used in this announcement shall have the meanings as those defined in the Circular unless otherwise stated.

POLL RESULTS OF THE AGM

At the annual general meeting for the year of 2016 of the Company held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Monday, May 22, 2017, all the proposed resolutions as set out in the notice of the AGM dated April 6, 2017 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %)		
		For	Against	Abstained
1.	To consider and approve the work report of the board of directors for the year ended December 31, 2016.	555,898,187 (100.000%)	0 (0.000%)	0
2.	To consider and approve the work report of the board of supervisors of the Company for the year ended December 31, 2016.	555,898,187 (100.000%)	0 (0.000%)	0
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2016.	555,898,187 (100.000%)	0 (0.000%)	0
4.	To consider and approve the profit distribution plan of the Company for the year ended December 31, 2016.	555,898,187 (100.000%)	0 (0.000%)	0
5.	To re-appoint KPMG and KPMG Huazhen LLP as the international auditors and domestic auditors of the Company respectively for the year of 2017.	555,898,187 (100.000%)	0 (0.000%)	0
Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstained
6.	“ THAT the proposed amendments to the Articles of Association as set out in Appendix I to the circular of the Company dated April 6, 2017 be and are hereby approved and the Board be and is hereby authorised to make amendments to the Articles of Association which may be necessary as any regulatory authority may require.”	555,898,187 (100.000%)	0 (0.000%)	0

Notes:

- (a) As more than one-half of the votes were cast in favour of each of the resolutions numbered 1 to 5, such resolutions were duly passed as ordinary resolutions. As not less than two-thirds of the votes were cast in favour of the resolution numbered 6, such resolution was duly passed as a special resolution. The Shares abstained, if any, have not been counted in the calculation of the relevant required majority.
- (b) As at the date of the AGM, the total number of Shares in issue was 682,114,598 Shares (of which 351,566,794 Shares were H Shares and 330,547,804 Shares were Domestic Shares).
- (c) The total number of Shares entitling the holders thereof to attend and vote for or against the resolutions at the AGM was 682,114,598 Shares.
- (d) There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules.
- (e) No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) There were no Shares in respect of which their holders were entitled to attend and vote only against the resolutions proposed at the AGM.
- (g) No Shareholders have stated in the Circular their intention to vote against or to abstain from voting on any of the resolutions at the AGM.

PAYMENT OF THE FINAL DIVIDEND

Declaration and payment of a final cash dividend for the year ended December 31, 2016 of RMB0.255 per share (before tax) (the “**Final Dividend**”) have been approved at the AGM.

The Final Dividend will be paid on Friday, July 28, 2017 to shareholders whose names appear on the register of members of the Company after close of business on Monday, June 5, 2017. Dividend payable to the holders of Domestic Shares will be paid in Renminbi, whereas dividend payable to the holders of H Shares will be declared in Renminbi and paid in Hong Kong dollars (other than dividends in respect of the H Shares held by Draka Comteq B.V., which will be paid in Euro). Cheques will be despatched to holders of H Shares (other than Draka Comteq B.V.) who are entitled to receive such dividend by ordinary post at the holders’ risk on Friday, July 28, 2017 by the H share registrar of the Company, Tricor Investor Services Limited. Renminbi will be converted to Hong Kong dollars based on the average exchange rate between Renminbi and Hong Kong dollars published by The People’s Bank of China during the week (being Monday, May 15, 2017 to Friday, May 19, 2017) before the date of the AGM (RMB0.8826 = HK\$1.00).

The register of members of H Shares will be closed from Wednesday, May 31, 2017 to Monday, June 5, 2017 (both days inclusive). In order to be entitled to the dividend, holders of H Shares who 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 Monday, May 29, 2017.

In accordance with the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on January 1, 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from January 1, 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise Shareholders, i.e. any Shareholders who hold the Company’s Shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups. Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) 《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)), the

Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993] 045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011] 348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H Shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H Shares in the distribution of the dividend accordingly.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the proposed amendments to the Articles of Association with effect from the Effective Date as set out in the Circular. As approved by the Shareholders at the AGM, the amendments to Article 19, Article 104, Article 116, Article 117 and Article 189 and the adjustment of the name of the titles of general manager and deputy general manager to president and deputy president respectively have taken effect from the conclusion of the AGM. Further details and a comparison of the Articles of Association in effect immediately before the AGM against the amended Articles of Association effective from the conclusion of the AGM which details the said amendments were set out in the Circular.

POLL RESULTS OF THE FIRST EGM

The Board is pleased to announce that the proposed special resolution regarding the proposal in relation to future new equity financing plans as set out in the notice of the First EGM was passed by way of poll at the First EGM on May 22, 2017. The poll results are as follows:

Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstained
1.	<p>“THAT:</p> <p>(a) To fully ensure the participation rights of all the shareholders of the Company and allow them to fully voice their opinions, the principle of “one proposal for one matter” will be adopted for the Company’s future new equity financing plans (including new share issuance, placement, issuance, allotment, and/ or grant of the shares of the Company, securities convertible into the shares of the Company, share options, warrants, convertible bonds, convertible notes, preferred shares and other securities with right to subscribe for or convertible into the shares of the Company, etc) (the “Equity Financing Plans”). The Board of Directors will prudently discuss and formulate the Equity Financing Plans suitable for the Company’s development and accountable for all the shareholders of the Company, and will further submit the formulated plans to the general meeting and class shareholders’ meetings for consideration, and allow all shareholders to fully voice their opinions. The Equity Financing Plans will only be implemented after they have been considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll.</p>	554,260,265 (99.939%)	338,922 (0.061%)	0

Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstained
	<p>(b) To fully ensure the participation rights of all its existing shareholders in relation to the Equity Financing Plans, the Company will not consider conducting in the future new issuance of equity securities by way of issuing, upon approval by a special resolution at a general meeting, Domestic Shares (whether private or domestically listed) or Overseas Listed Foreign Shares (as defined in the Articles of Association of the Company) once every twelve (12) months, either separately or concurrently, with the respective numbers of Domestic Shares and Overseas Listed Foreign Shares proposed to be issued not exceeding 20% of the respective numbers of issued Domestic Shares and Overseas Listed Foreign Shares (a “general mandate”) or consider proposing a general mandate to issue and allot any new shares of the Company to the general meeting for approval in the future.</p> <p>This proposal needs to be considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll (the “Special Resolutions”). Any revision and/or revocation of the contents of the Special Resolutions, or the adoption of any subsequent resolution inconsistent with or contradicting the contents of the Special Resolutions also needs to be considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll.”</p>			

Notes:

- (a) As not less than two-thirds of the votes were cast in favour of the above resolution at the First EGM, such resolution was duly passed as a special resolution. The shares abstained, if any, have not been counted in the calculation of the required majority.
- (b) As at the date of the First EGM, the total number of Shares in issue was 682,114,598 Shares (of which 351,566,794 Shares were H Shares and 330,547,804 Shares were Domestic Shares).
- (c) The total number of Shares entitling the holders thereof to attend and vote for or against on the resolution at the First EGM was 682,114,598 Shares.
- (d) There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the resolution at the First EGM as set out in Rule 13.40 of the Listing Rules.
- (e) No Shareholder was required under the Listing Rules to abstain from voting on the resolution at the First EGM.
- (f) There were no Shares in respect of which their holders were entitled to attend and vote only against the resolution proposed at the First EGM.
- (g) No Shareholders have stated in the Circular their intention to vote against or to abstain from voting on the resolution at the First EGM.

POLL RESULTS OF THE FIRST DOMESTIC SHARE CLASS MEETING

The Board is pleased to announce that the proposed special resolution regarding the proposal in relation to future new equity financing plans as set out in the notice of the First Domestic Share Class Meeting was passed by way of poll at the First Domestic Share Class Meeting on May 22, 2017. The poll results are as follows:

Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstained
1.	<p>“THAT:</p> <p>(a) To fully ensure the participation rights of all the shareholders of the Company and allow them to fully voice their opinions, the principle of “one proposal for one matter” will be adopted for the Company’s future new equity financing plans (including new share issuance, placement, issuance, allotment, and/ or grant of the shares of the Company, securities convertible into the shares of the Company, share options, warrants, convertible bonds, convertible notes, preferred shares and other securities with right to subscribe for or convertible into the shares of the Company, etc) (the “Equity Financing Plans”). The Board of Directors will prudently discuss and formulate the Equity Financing Plans suitable for the Company’s development and accountable for all the shareholders of the Company, and will further submit the formulated plans to the general meeting and class shareholders’ meetings for consideration, and allow all shareholders to fully voice their opinions. The Equity Financing Plans will only be implemented after they have been considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll.</p>	330,547,804 (100.000%)	0 (0.000%)	0

Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstained
	<p>(b) To fully ensure the participation rights of all its existing shareholders in relation to the Equity Financing Plans, the Company will not consider conducting in the future new issuance of equity securities by way of issuing, upon approval by a special resolution at a general meeting, Domestic Shares (whether private or domestically listed) or Overseas Listed Foreign Shares (as defined in the Articles of Association of the Company) once every twelve (12) months, either separately or concurrently, with the respective numbers of Domestic Shares and Overseas Listed Foreign Shares proposed to be issued not exceeding 20% of the respective numbers of issued Domestic Shares and Overseas Listed Foreign Shares (a “general mandate”) or consider proposing a general mandate to issue and allot any new shares of the Company to the general meeting for approval in the future.</p> <p>This proposal needs to be considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll (the “Special Resolutions”). Any revision and/or revocation of the contents of the Special Resolutions, or the adoption of any subsequent resolution inconsistent with or contradicting the contents of the Special Resolutions also needs to be considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll.”</p>			

Notes:

- (a) As not less than two-thirds of the votes were cast in favour of the above resolution at the First Domestic Share Class Meeting, such resolution was duly passed as a special resolution. The shares abstained, if any, have not been counted in the calculation of the required majority.
- (b) As at the date of the First Domestic Share Class Meeting, the total number of Domestic Shares in issue was 330,547,804 Shares.
- (c) The total number of Domestic Shares entitling the holders thereof to attend and vote for or against on the resolution proposed at the First Domestic Share Class Meeting was 330,547,804 Shares.
- (d) There were no Domestic Shares entitling the holders thereof to attend and abstain from voting in favour of the resolution proposed at the First Domestic Share Class Meeting as set out in Rule 13.40 of the Listing Rules.
- (e) No holder of Domestic Shares was required under the Listing Rules to abstain from voting on the resolution proposed at the First Domestic Share Class Meeting.
- (f) There were no Domestic Shares in respect of which their holders were entitled to attend and vote only against the resolution proposed at the First Domestic Share Class Meeting.
- (g) No holders of Domestic Shares has stated in the Circular their intention to vote against or to abstain from voting on the resolution at the First Domestic Share Class Meeting.

POLL RESULTS OF THE FIRST H SHARE CLASS MEETING

The Board is pleased to announce that the proposed special resolution regarding the proposal in relation to future new equity financing plans as set out in the notice of the First H Share Class Meeting was passed by way of poll at the First H Share Class Meeting on May 22, 2017. The poll results are as follows:

Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstained
1.	<p>“THAT:</p> <p>(a) To fully ensure the participation rights of all the shareholders of the Company and allow them to fully voice their opinions, the principle of “one proposal for one matter” will be adopted for the Company’s future new equity financing plans (including new share issuance, placement, issuance, allotment, and/ or grant of the shares of the Company, securities convertible into the shares of the Company, share options, warrants, convertible bonds, convertible notes, preferred shares and other securities with right to subscribe for or convertible into the shares of the Company, etc) (the “Equity Financing Plans”). The Board of Directors will prudently discuss and formulate the Equity Financing Plans suitable for the Company’s development and accountable for all the shareholders of the Company, and will further submit the formulated plans to the general meeting and class shareholders’ meetings for consideration, and allow all shareholders to fully voice their opinions. The Equity Financing Plans will only be implemented after they have been considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll.</p>	232,840,461 (100.000%)	0 (0.000%)	0

Special Resolution		Number of Votes (Approximate %)		
		For	Against	Abstained
	<p>(b) To fully ensure the participation rights of all its existing shareholders in relation to the Equity Financing Plans, the Company will not consider conducting in the future new issuance of equity securities by way of issuing, upon approval by a special resolution at a general meeting, Domestic Shares (whether private or domestically listed) or Overseas Listed Foreign Shares (as defined in the Articles of Association of the Company) once every twelve (12) months, either separately or concurrently, with the respective numbers of Domestic Shares and Overseas Listed Foreign Shares proposed to be issued not exceeding 20% of the respective numbers of issued Domestic Shares and Overseas Listed Foreign Shares (a “general mandate”) or consider proposing a general mandate to issue and allot any new shares of the Company to the general meeting for approval in the future.</p> <p>This proposal needs to be considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll (the “Special Resolutions”). Any revision and/or revocation of the contents of the Special Resolutions, or the adoption of any subsequent resolution inconsistent with or contradicting the contents of the Special Resolutions also needs to be considered and approved by the Company’s general meeting and class shareholders’ meetings via special resolution adopted by way of poll.”</p>			

Notes:

- (a) As not less than two-thirds of the votes were cast in favour of the above resolution at the First H Share Class Meeting, such resolution was duly passed as a special resolution. The shares abstained, if any, have not been counted in the calculation of the required majority.
- (b) As at the date of the First H Share Class Meeting, the total number of H Shares in issue was 351,566,794 Shares.
- (c) The total number of H Shares entitling the holders thereof to attend and vote for or against on the resolution proposed at the First H Share Class Meeting was 351,566,794 Shares.
- (d) There were no H Shares entitling the holders thereof to attend and abstain from voting in favour of the resolution proposed at the First H Share Class Meeting as set out in Rule 13.40 of the Listing Rules.
- (e) No holder of H Shares was required under the Listing Rules to abstain from voting on the resolution proposed at the First H Share Class Meeting.
- (f) There were no H Shares in respect of which their holders were entitled to attend and vote only against the resolution proposed at the First H Share Class Meeting.
- (g) No holders of H Shares has stated in the Circular their intention to vote against or to abstain from voting on the resolution at the First H Share Class Meeting.

The AGM, the First EGM, the First Domestic Share Class Meeting and the First H Share Class Meeting were duly convened and conducted in compliance with the requirements of the relevant laws and regulations of the PRC and the Articles of Association of the Company, and the poll results are lawful and valid.

The H share registrar of the Company, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at each of the AGM, the First EGM, the First Domestic Share Class Meeting and the First H Share Class 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, May 22, 2017

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.

* For identification purposes only