

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yangtze Optical Fibre and Cable Joint Stock Limited Company\*, you should at once hand this circular together with the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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)**

**PROPOSAL ON THE 2017 ANNUAL TRANSACTION AMOUNTS  
FOR THE RELATED PARTY TRANSACTIONS WITH  
KAILE TECHNOLOGY AND ITS SUBSIDIARIES DURING  
THE ORDINARY AND USUAL COURSE OF BUSINESS  
AND  
NOTICE OF THE EXTRAORDINARY  
GENERAL MEETING ON OCTOBER 27, 2017**

A notice convening the EGM to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Friday, October 27, 2017 at 10:00 a.m. is set out on pages 11 to 13 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned to the Company's H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for holder of H Shares, and to the Company's Board of Directors' Office, at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073), for holder of Domestic Shares by hand or by post not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Thursday, October 26, 2017) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Company's H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, or to the Company's Board of Directors' Office, at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073), on or before Friday, October 6, 2017.

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

\* For identification purpose only

September 11, 2017

<b>CONTENTS</b>
-----------------

	<i>Pages</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
1. INTRODUCTION .....	3
2. PROPOSAL ON THE 2017 ANNUAL TRANSACTION AMOUNTS FOR THE RELATED PARTY TRANSACTIONS WITH KAILE TECHNOLOGY AND ITS SUBSIDIARIES DURING THE ORDINARY AND USUAL COURSE OF BUSINESS .....	4
3. EGM .....	8
4. VOTING BY WAY OF POLL .....	9
5. RECOMMENDATION .....	10
<b>NOTICE OF THE EXTRAORDINARY GENERAL MEETING</b> .....	11

## DEFINITIONS

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

“A Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are proposed to be issued by the Company pursuant to the A Share Offering and subscribed for in Renminbi
“A Share Offering”	the Company’s proposed initial public offering of not more than 75,790,510 A Shares, which are proposed to be listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company adopted on May 6, 2014 and effective from December 10, 2014, as amended from time to time
“Board”	the board of directors of the Company
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company
“Domestic Shares”	ordinary shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	an extraordinary general meeting of the Company to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Friday, October 27, 2017 at 10:00 a.m., or any adjournment thereof, to consider and, if thought fit, approve the proposal on the 2017 annual transaction amounts for the related party transactions with Kaile Technology and its subsidiaries during the ordinary and usual course of business; it being the fourth extraordinary general meeting to be convened in the year 2017

\* For identification purposes only

## DEFINITIONS

“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Kaile Electro-optical”	Hubei Kaile Quantum Electro-optical Science and Technology Company Limited (湖北凱樂量子通信光電科技有限公司), a company established in the PRC on September 24, 2004 and a wholly-owned subsidiary of Kaile Technology
“Kaile Technology”	Hubei Kaile Science and Technology Company Limited (湖北凱樂科技股份有限公司), a company established in the PRC on February 28, 1993, whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600260)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and/or H Shares
“Shareholder(s)”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto under the Listing Rules

LETTER FROM THE BOARD



**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)**

*Executive Directors:*

Mr. ZHUANG Dan  
Mr. Frank Franciscus DORJEE

*Non-executive Directors:*

Mr. MA Jie (*Chairman*)  
Mr. YAO Jingming  
Mr. Philippe Claude VANHILLE  
Mr. Pier Francesco FACCHINI  
Mr. XIONG Xiangfeng  
Ms. ZHENG Huili

*Independent Non-executive Directors:*

Dr. NGAI Wai Fung  
Dr. IP Sik On Simon  
Mr. LI Ping  
Dr. LI Zhuo

*Registered Office:*

No. 9 Guanggu Avenue  
East Lake High-tech  
Development Zone  
Wuhan, Hubei Province  
PRC

*Principal Place of Business in Hong Kong:*

Level 54  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

September 11, 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL ON THE 2017 ANNUAL TRANSACTION AMOUNTS  
FOR THE RELATED PARTY TRANSACTIONS WITH  
KAILE TECHNOLOGY AND ITS SUBSIDIARIES DURING  
THE ORDINARY AND USUAL COURSE OF BUSINESS  
AND  
NOTICE OF THE EXTRAORDINARY  
GENERAL MEETING ON OCTOBER 27, 2017**

**1. INTRODUCTION**

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding the ordinary resolution to consider and approve the proposal on the 2017 annual transaction amounts for the related party transactions with Kaile Technology and its subsidiaries during the ordinary and usual course of business.

\* For identification purposes only

## LETTER FROM THE BOARD

### 2. PROPOSAL ON THE 2017 ANNUAL TRANSACTION AMOUNTS FOR THE RELATED PARTY TRANSACTIONS WITH KAILE TECHNOLOGY AND ITS SUBSIDIARIES DURING THE ORDINARY AND USUAL COURSE OF BUSINESS

#### 2.1 Background

Pursuant to the Company Law of the People's Republic of China, the Accounting Standards for Business Enterprises and other applicable PRC laws and regulations, the Company has prepared an estimate on the 2017 annual transaction amounts for the related party transactions with Kaile Technology and its subsidiaries during the ordinary and usual course of business. The transactions with Kaile Technology and its subsidiaries did not and will not constitute notifiable transactions or connected transactions of the Company under Chapter 14 and Chapter 14A of the Listing Rules.

#### 2.2 Transactions with Kaile Technology and its subsidiaries

The Group manufactures and sells optical fibres and optical cables in the ordinary and usual course of business. The Group also produces different types of optical fibre preforms to cater to the production of different types of standard optical fibres and numerous specialty optical fibres. Kaile Technology and its wholly-owned subsidiary namely Kaile Electro-optical, which are engaged in the production and sales of telecommunications electronic device, silicon core high-density polyethylene (HDPE) pipe and telecommunications optical fibre and cable, purchase optical fibre preforms and require technology licensing services from the Group from time to time. Kaile Technology and Kaile Electro-optical will enter into a specific business agreement with the Group each time they source from the Group the optical fibre preforms and the technology licensing services.

The pricing terms of the transactions with Kaile Technology and Kaile Electro-optical will be negotiated on an arm's length basis between the parties and the price of the products to be sold to Kaile Technology and Kaile Electro-optical shall be determined on a fair and reasonable basis which is comparable to those offered to or quoted by third parties independent of the Group for similar products and by reference to the import price of similar products from Japan within the last three consecutive months of the sales. The import price is made available to the public by the General Administration of Customs of the PRC (中華人民共和國海關總署). There shall not be any conduct which will be harmful to the interest of the Company or any transfer of benefits to the related parties through these related party transactions.

## LETTER FROM THE BOARD

### 2.3 Historical amounts and the estimate for the transactions in 2017

During the years ended December 31, 2014, 2015 and 2016, the aggregate amounts received from Kaile Technology and Kaile Electro-optical by the Group for the sales transactions and technology licensing services were approximately RMB680 million, RMB810 million and RMB310 million, respectively.

The table below sets out the transaction amounts received by the Group from Kaile Technology and Kaile Electro-optical during the six months ended June 30, 2017 and the estimate of the 2017 annual transaction amounts for the transactions with Kaile Technology and Kaile Electro-optical:

Related Party	Type of Related Party Transaction	Transaction Amounts for the period from January to June 2017 (RMB million)	Estimated Transaction Amount for 2017 (RMB million)
Kaile Technology	Sale of products/ Rendering of Services	0	10.00
Kaile Electro-optical	Sale of products/ Rendering of Services License of Technology	176.93  5.28	450.00  10.00

The estimate of the annual transaction amounts for 2017 is made on the basis of the historical transaction amounts in the last three years, the actual transaction amounts between the parties during the first six months in the year and the monthly minimum purchase commitments as agreed by Kaile Technology and Kaile Electro-optical.

### 2.4 Reasons for and benefits of the transactions

The Group is principally engaged in the manufacture and sales of optical fibre preforms, optical fibres and optical fibre cables. The Group will generate revenue from the transactions with Kaile Technology and Kaile Electro-optical. The Group has established long-term relationship with Kaile Technology and Kaile Electro-optical and such relationship is beneficial for the stable operation of the Group and in the interests of the Company and the Shareholders as a whole.

### 2.5 Information on the Company, Kaile Technology and Kaile Electro-optical

The Company is principally engaged in the manufacture and sales of optical fibre preforms, optical fibres and optical fibre cables with various standard specifications that are widely used in the telecommunications industry and the provision of other related products and services.

## LETTER FROM THE BOARD

The information of Kaile Technology and Kaile Electro-optical is set forth below:

*Kaile Technology*

Unified Social Credit Code	914200007068013876
Type of Company	Other joint stock limited company (listed)
Address	Douhudi Zhenchengguan, Gong'an County, Hubei Province
Legal Representative	Zhu Dixiong
Registered Capital	RMB708,848,523
Date of Establishment	February 28, 1993
Scope of Business	Research and development of network systems; research and development, production, installation, maintenance, technical consulting and technical services for electronic products, communications and telecommunications electronic devices (excluding ground satellite receiving facilities and wireless transmission devices), computer hardware and software; the research and development, production and sales of telecommunications equipment; computer system integration; production and sales of hard plastic tubes and tube components, soft tubes, raw materials for tubes, plastic components, plastic geosynthetics, plastic sheathing materials for network optical fibre cables, construction materials and decoration materials; production and sales of chemical products (excluding hazardous chemicals and chemical products restricted by the government), optical fibres, optical fibre cable products, telecommunications power cables, new chemical materials (excluding hazardous chemicals and chemical products restricted by the government); municipal engineering, basic infrastructure construction; sales of steel and external investment (where prior approval is required, no operations shall commence prior to the relevant approvals have been obtained); wholesale and retail of pre-packaged food (excluding dairy products) (where licenses are required for business operations, no business operation shall be carried out prior to the license(s) having been obtained from relevant departments).



## LETTER FROM THE BOARD

### *Kaile Electro-optical*

Unified Social Credit Code	91421000767428627P
Type of Company	Limited liability company (wholly-owned by a legal person owned or controlled by non-natural person(s))
Address	Dongfang Avenue, Jingzhou Development Zone, Jingzhou City
Legal Representative	Zhu Dixiong
Registered Capital	RMB160,000,000
Date of Establishment	September 24, 2004
Scope of Business	Production and sales of telecommunications silicon core high-density polyethylene (HDPE) pipes, plastic materials and tube materials, optical fibres and cables for indoor and outdoor telecommunications use, power cable products, electronic components, geosynthetics; research and development, production and sales of electronic products, communications and telecommunications devices, specialty devices, quantum telecommunications technology data chain products, VPX self-owned and controlled information technology platform, CPCI self-owned and controlled information technology platform, computer software and hardware, star-type network data chain receiver, transmitters; computer system integration (where licenses are required for business operations, no business operation shall be carried out prior to the license(s) having been obtained from relevant departments).

### **2.6 Relationship with Kaile Technology and Kaile Electro-optical**

Ms. Li Chang'ai, an independent supervisor of the Company, was appointed as an independent director of Kaile Technology on May 23, 2017. Accordingly, pursuant to the Company Law of the People's Republic of China, the Accounting Standards for Business Enterprises and other applicable PRC laws and regulations, Kaile Technology and its wholly-owned subsidiary namely Kaile Electro-optical, which transaction amounts with the Group were relatively substantial, is each a related party of the Company.

## LETTER FROM THE BOARD

Save for the independent director position of Ms. Li Chang'ai at Kaile Technology, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Kaile Technology and its ultimate substantial beneficial owners as publicly disclosed by Kaile Technology as well as Kaile Electro-optical (being the wholly-owned subsidiary of Kaile Technology) are third parties independent of the Company and its connected persons. Therefore, the transactions with Kaile Technology and Kaile Electro-optical did not and will not constitute connected transactions of the Company under Chapter 14A of the Listing Rules. Also, given the sales transactions with Kaile Technology and Kaile Electro-optical and the provision of related technology licensing services are transactions of a revenue nature in the ordinary and usual course of business of the Company, the transactions with Kaile Technology and Kaile Electro-optical also did not and will not constitute notifiable transactions of the Company under Chapter 14 of the Listing Rules.

### **2.7 Submission of the Proposal to the EGM**

The proposal has been approved by the Board on August 29, 2017, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution pursuant to Article 60(6) of the existing Articles of Association, and in preparation for the regulatory or guidance opinions which may be provided by the relevant PRC regulatory authorities from time to time during the application process of the proposed A Share Offering.

In addition, it is also proposed that the Board or such persons as authorized by the Board, be authorized by the general meeting to enter into specific business agreements with Kaile Technology and Kaile Electro-optical from time to time in the year 2017 within the limits of the estimates on the transaction amounts, for each transaction contemplated under this proposal during the ordinary and usual course of business.

### **3. EGM**

A notice convening the EGM to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Friday, October 27, 2017 at 10:00 a.m. is set out on pages 11 to 13 of this circular. At the EGM, an ordinary resolution will be proposed to approve the proposal on the 2017 annual transaction amounts for the related party transactions with Kaile Technology and its subsidiaries during the ordinary and usual course of business.

## LETTER FROM THE BOARD

In order to determine the holders of H Shares who are entitled to attend the EGM, the H Shares register of members of the Company will be closed from Wednesday, September 27, 2017 to Friday, October 27, 2017 (both days inclusive), during which period no transfer of H Shares will be effected. 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, at or before 4:30 p.m. on Tuesday, September 26, 2017. Holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on Tuesday, September 26, 2017 are entitled to attend the EGM.

A reply slip and a proxy form for use at the EGM is enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned to the Company's H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for holder of H Shares and to the Company's Board of Directors' Office at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073) for holder of Domestic Shares by hand or by post not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 10:00 a.m. on Thursday, October 26, 2017) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked. If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Company's H share registrar, Tricor Investor Services Limited, for holder of H Shares or to the Company's Board of Directors' Office for holder of Domestic Shares, at the above addresses, on or before Friday, October 6, 2017.

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

#### **4. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

### 5. RECOMMENDATION

The Board considers that the proposal on the 2017 annual transaction amounts for the related party transactions with Kaile Technology and its subsidiaries during the ordinary and usual course of business are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant ordinary resolution to be proposed at the EGM.

Yours faithfully

For and on behalf 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*

\* *For identification purpose only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



**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, October 27, 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 purpose of considering and if thought fit, passing the following resolution as ordinary resolution of the Company:

1. “To consider and approve the proposal on the 2017 annual transaction amounts for the transactions with Kaile Technology and its subsidiaries during the ordinary and usual course of business as set out in the circular of the Company dated September 11, 2017, and that the board of directors of the Company (the “**Board**”) or such persons as authorized by the Board, be authorized to enter into specific business agreements with Kaile Technology and Kaile Electro-optical from time to time in the year 2017 within the limits of the estimates on the transaction amounts, for each transaction contemplated under this proposal during the ordinary and usual course of business.”

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, September 11, 2017

\* For identification purposes only

# NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

**(1) Circular**

Details of the above proposal and resolution to be considered at the EGM are set out in the circular of the Company dated September 11, 2017 (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. Kaile Technology shall refer to Hubei Kaile Science and Technology Company Limited (湖北凱樂科技股份有限公司) and Kaile Electro-optical shall refer to Hubei Kaile Quantum Electro-optical Science and Technology Company Limited (湖北凱樂量子通信光電科技有限公司).

**(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, September 27, 2017 to Friday, October 27, 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 Tuesday, September 26, 2017 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, at or before 4:30 p.m. on Tuesday, September 26, 2017.

**(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 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 less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Thursday, October 26, 2017) 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 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 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 Friday, October 6, 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 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).

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**(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 10:00 a.m.. Registration for admission to the EGM will take place from 9:00 a.m. to 10:00 a.m..

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