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

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**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.

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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)**

**(1) PROPOSAL IN RELATION TO INTERIM PROFIT DISTRIBUTION;**

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**

**AND**

**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Letter from the Board is set out on pages 2 to 7 in this circular.

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 19, 2018 at 2:30 p.m. is set out on pages 10 to 12 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 by holder of H Shares to the Company's H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by hand or by post not less than 24 hours before the time appointed for holding the EGM 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 on or before Friday, September 28, 2018.

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

*\* For identification purpose only*

September 3, 2018

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## DEFINITIONS

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*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 subscribed for in Renminbi and listed on the SSE (stock code: 601869)
“Articles of Association”	the articles of association of the Company, 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 A Shares and H Shares of which are listed on SSE and the Main Board of the Stock Exchange, respectively
“Director(s)”	the directors of the Company
“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 19, 2018 2:30 p.m., or any adjournment thereof
“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 (stock code: 6869)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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)”	A Shares and/or H Shares
“Shareholder(s)”	holders of Shares
“SSE”	The Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto under the Listing Rules

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LETTER FROM THE BOARD

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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)**

*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 3, 2018

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSAL IN RELATION TO INTERIM PROFIT DISTRIBUTION**

**AND**

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**INTRODUCTION**

Reference is made to the announcement of the Company dated August 24, 2018, which includes, among others, the proposal in relation to interim profit distribution and the proposal for proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with details of (i) the proposal in relation to interim profit distribution; (ii) the proposed amendments to the Articles of Association; and (iii) the notice of extraordinary general meeting.

### PROPOSAL IN RELATION TO INTERIM PROFIT DISTRIBUTION

Reference is made to the interim results announcement published by the Company on August 24, 2018, which contains the results of the Group for the six months ended June 30, 2018.

The Board has, on August 24, 2018, resolved to propose to take the accumulated profit available for distribution of the Company as at June 30, 2018 (after deducting statutory reserves) as the actual profit available for distribution among Shareholders of the Company. The profit (dividend) distribution plan is as follows: based on the total share capital of 757,905,108 Shares issued and listed as of July 20, 2018, the Company proposes to distribute a dividend of RMB5 per 10 Shares (inclusive of tax), with the total dividends amounting to approximately RMB378,952,554 (inclusive of tax). The expected payment date is on December 12, 2018. The proposed dividend is subject to approval by Shareholders at the EGM to be held on October 19, 2018 by the Company. Should the proposal be approved, the dividend for holders of A Shares, including holders of A Shares through the Northbound Trading Link of the Shanghai-Hong Kong Stock Connect (hereinafter referred to as the “**Northbound Shareholders**”) and holders of H Shares through the Southbound Trading Link (including Shanghai and Shenzhen markets, hereinafter referred to as the “**Southbound Shareholders**”) will be declared and paid in RMB.

Dividends to holders of H Shares, except the Southbound Shareholders, are paid in Hong Kong dollars. The exchange rate will be calculated as per the average exchange rate for converting RMB into Hong Kong dollars published by the People’s Bank of China during the five business days prior to the EGM.

With respect to the Southbound Shareholders, according to the relevant requirements of China Securities Depository and Clearing Corporation Limited, China Securities Depository and Clearing Corporation Limited (“**CSDC**”) Shanghai Branch and Shenzhen Branch shall receive cash dividends distributed by the Company as the nominee of the Southbound Shareholders for Shanghai market and Shenzhen market, respectively and distribute such cash dividends to the relevant Southbound Shareholders through its depository and clearing system.

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 interim dividend as enterprise income tax, distribute the interim 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.

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## LETTER FROM THE BOARD

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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 “**Tax Treaties Notice**”), 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.

For Northbound Shareholders, with regard to the dividends obtained by the investors (including enterprises and individuals) from investment in the A Shares of the Company listed on Shanghai Stock Exchange through the Hong Kong Stock Exchange, the Company will withhold income tax at the rate of 10%, and file tax withholding returns with the competent tax authority. Where there is any tax resident of a foreign country out of the investors through the Northbound Trading Link and the rate of income tax on dividends is less than 10%, as provided for in the tax treaty between the country and the PRC, the enterprise or individual may personally, or entrust a withholding agent to, file an application for the tax treatment under the tax treaty with the competent tax authority of the Company. Upon review, the competent tax authority will refund tax based on the difference between the amount of tax having been collected and the amount of tax payable calculated at the tax rate as set out in the tax treaty.

For Southbound Shareholders, in accordance with the Notice of Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), effective from November 17, 2014, and the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127)(《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), effective from December 5, 2016, with regard to the dividends obtained by individual mainland investors from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock

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## LETTER FROM THE BOARD

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Connect, the Company will withhold their individual income tax at the rate of 20% in accordance with the register of individual mainland investors provided by CSDC. As to the withholding tax having been paid abroad, an individual investor may file an application for tax credit with the competent tax authority of CSDC with an effective credit document. With respect to the dividends obtained by mainland securities investment funds from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their income tax with reference to the provisions concerning the collection of tax on individual investors. The Company will not withhold income tax on dividends obtained by mainland enterprise investors, and mainland enterprise investors shall file their income tax returns and pay tax themselves instead.

Holders of H Shares are advised to consult their own tax advisers about the tax effect in China, Hong Kong and/or other countries (regions) in respect of owning and disposing of H shares if they are in any doubt as to the above arrangements.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company intends to make amendments to the Articles of Association as contained in Appendix I to this circular.

The proposed amendments to the Articles of Association are needed primarily due to the change of name of one of our promoters, from “China Huaxin Post and Telecommunications Economy Development Center” to “China Huaxin Post and Telecom Technologies Co., Ltd.”

The amendments to the Articles of Association are subject to the approval of Shareholders by way of passing a special resolution at the EGM. Save as the aforesaid proposed amendments to the Articles of Association, the other provisions of the Articles of Association remain unchanged.

The Hong Kong and PRC legal advisors of the Company have confirmed that the proposed amendments to the Articles of Association comply with the provisions of the Listing Rules and do not violate the applicable laws of the PRC, respectively. The Directors also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association.

### EGM

The Board proposes to seek the Shareholders’ approval for the proposal in relation to interim profit distribution and the proposed amendments to the Articles of Association at the EGM. The Company has provided holders of H Shares with the notice of the EGM, form of proxy and reply slip.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the reply slip and the form of proxy in accordance with the instructions printed thereon to the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time for holding such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders attending the EGM and entitled to the dividend (subject to approval of the Shareholders), the Company will suspend registration of H share transfer on the following dates:

*so as to determine the Shareholders who are qualified to attend and vote at the EGM:*

Latest time for lodging transfers of shares	4:30 p.m., Tuesday, September 18, 2018
Closure date of share register of members	from Wednesday, September 19, 2018 to Friday, October 19, 2018 (both days inclusive)
Record Date	Tuesday, September 18, 2018
Date of the EGM	Friday, October 19, 2018

*so as to determine the Shareholders who are entitled to the proposed dividend:*

Latest time for lodging transfers of shares	4:30 p.m., Friday, October 26, 2018
Closure date of share register of members	from Saturday, October 27, 2018 to Thursday, November 1, 2018 (both days inclusive)
Dividend Entitlement Date	Thursday, November 1, 2018

In order for the Shareholders to be qualified to attend and vote at the EGM and be entitled to the dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration before the aforesaid deadline for lodging the transfer documents (for holders of H Shares).

Holders of H Shares whose names appear on the register of members of the Company on Thursday, November 1, 2018 (the "**Dividend Entitlement Date**") are entitled to the dividend of the Company (subject to approval of the Shareholders).

Shareholders of the Company should read this paragraph carefully. Should there be anyone who intends to change his/her identity as a Shareholder, please seek advice on the relevant procedures from the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identities of the Shareholders. In addition, the Company will withhold corporate income tax and individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H share register of members as at the Dividend Entitlement Date, and will not entertain or assume responsibility for any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the arrangements for withholding the corporate income tax and individual income tax.



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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to the Listing Rules, any vote at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will request voting on the proposed resolutions set out in the EGM Notice to be taken by way of poll. The poll results will be published on the websites of the Company and the Stock Exchange on the date of aforesaid meeting.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative at the EGM shall have one vote for each Share registered in his/her name in the register of members. Any Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

### RECOMMENDATIONS

The Board considers that the resolutions proposed for consideration and approval by Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the resolutions 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*

Articles	Original version	Revised version
2	<p>.....</p> <p>The promoters of the Company include <u>China Huaxin Post and Telecommunications Economy Development Center</u>, Draka Comteq B.V. and Wuhan Changjiang Communications Industry Group Shares Company Ltd.</p>	<p>.....</p> <p>The promoters of the Company include <u>China Huaxin Post and Telecom Technologies Co., Ltd.</u>, Draka Comteq B.V. and Wuhan Changjiang Communications Industry Group Shares Company Ltd.</p>
18	<p>Upon approval by the Company, the Company issued 479,592,598 ordinary Shares in aggregate to the promoter at the time of incorporation, among which, <u>China Huaxin Post and Telecommunications Economy Development Center</u> had subscribed for and holds 179,827,794 Shares, representing 37.50% of the total ordinary Shares in issue of the Company, whereas Draka Comteq B.V. had subscribed for and holds 179,827,794 Shares, representing 37.50% of the total ordinary Shares in issue of the Company, and Wuhan Changjiang Communications Industry Group Company Ltd. had subscribed for and holds 119,937,010 Shares, representing 25.00% of the total ordinary Shares in issue of the Company</p>	<p>Upon approval by the Company, the Company issued 479,592,598 ordinary Shares in aggregate to the promoter at the time of incorporation, among which, <u>China Huaxin Post and Telecom Technologies Co., Ltd.</u> had subscribed for and holds 179,827,794 Shares, representing 37.50% of the total ordinary Shares in issue of the Company, whereas Draka Comteq B.V. had subscribed for and holds 179,827,794 Shares, representing 37.50% of the total ordinary Shares in issue of the Company, and Wuhan Changjiang Communications Industry Group Company Ltd. had subscribed for and holds 119,937,010 Shares, representing 25.00% of the total ordinary Shares in issue of the Company</p>
19	<p>Upon establishment, the Company issued 159,870,000 Overseas Listed Foreign Shares upon approval of the securities regulatory authority of the State Council.</p> <p><u>As at 30 September 2015</u>, the shareholding structure of the Company was as follows: total share capital of 639,462,598 shares, including 299,764,804 domestic shares, representing 46.88% of the total number of ordinary shares issued by the Company, 339,697,794 H shares, representing 53.12% of the total number of ordinary shares issued by the Company.</p>	<p>Upon establishment, the Company issued 159,870,000 Overseas Listed Foreign Shares upon approval of the securities regulatory authority of the State Council <u>on December 10, 2014</u>.</p> <p><u>Upon the completion of the abovementioned issuance of Overseas Listed Foreign Shares</u>, the shareholding structure of the Company was as follows: total share capital of 639,462,598 shares, including 299,764,804 domestic shares, representing 46.88% of the total number of ordinary shares issued by the Company, 339,697,794 H shares, representing 53.12% of the total number of ordinary shares issued by the Company.</p>

Articles	Original version	Revised version
	<p>.....</p> <p>Upon the issuance of Overseas Listed Foreign Shares and domestic shares as aforementioned, the shareholding structure of the Company shall be as follows: total share capital of 682,114,598 shares, including 330,547,804 Domestic Shares, representing 48.46% of the total number of ordinary shares, details as follows: 179,827,794 are held by <u>China Huaxin Post and Telecommunication Economy Development Center</u>, representing 26.37% of the total ordinary share capital, 119,937,010 are held by Wuhan Changjiang Communications Industry Group Company Ltd., representing 17.58% of the total ordinary share capital, 15,900,000 Shares are held by Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership), representing 2.33% of the total ordinary share capital, 9,095,000 Shares are held by Wuhan Ruiteng Management Consulting Partnership Enterprise (Limited Partnership) representing 1.33% of the total ordinary share capital, 3,413,000 Shares are held by Wuhan Ruihong Management Consulting Partnership Enterprise (Limited Partnership), representing 0.50% of the total ordinary share capital, 2,375,000 Shares are held by Wuhan Ruiyue Management Consulting Partnership Enterprise (Limited Partnership), representing 0.35% of the total ordinary share capital. 351,566,794 H shares, representing 51.54% of the total number of ordinary shares issued by the Company, details as follows: 179,827,794 Shares are held by Draka Comteq B.V., representing 26.37% of the total ordinary share capital, 171,739,000 Shares are held by H Shareholders, representing 25.17% of the total ordinary share capital.</p> <p>.....</p>	<p>.....</p> <p>Upon the issuance of Overseas Listed Foreign Shares and domestic shares as aforementioned, the shareholding structure of the Company shall be as follows: total share capital of 682,114,598 shares, including 330,547,804 Domestic Shares, representing 48.46% of the total number of ordinary shares, details as follows: 179,827,794 are held by <u>China Huaxin Post and Telecom Technologies Co., Ltd.</u>, representing 26.37% of the total ordinary share capital, 119,937,010 are held by Wuhan Changjiang Communications Industry Group Company Ltd., representing 17.58% of the total ordinary share capital, 15,900,000 Shares are held by Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership), representing 2.33% of the total ordinary share capital, 9,095,000 Shares are held by Wuhan Ruiteng Management Consulting Partnership Enterprise (Limited Partnership) representing 1.33% of the total ordinary share capital, 3,413,000 Shares are held by Wuhan Ruihong Management Consulting Partnership Enterprise (Limited Partnership), representing 0.50% of the total ordinary share capital, 2,375,000 Shares are held by Wuhan Ruiyue Management Consulting Partnership Enterprise (Limited Partnership), representing 0.35% of the total ordinary share capital. 351,566,794 H shares, representing 51.54% of the total number of ordinary shares issued by the Company, details as follows: 179,827,794 Shares are held by Draka Comteq B.V., representing 26.37% of the total ordinary share capital, 171,739,000 Shares are held by H Shareholders, representing 25.17% of the total ordinary share capital.</p> <p>.....</p>

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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, October 19, 2018 at 2:30 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 RESOLUTION

1. The proposal in relation to interim profit distribution; and

### SPECIAL RESOLUTION

2. The proposal in relation to the amendments to the Articles of Association.

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 3, 2018

*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 3, 2018 (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.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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**(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 19, 2018 to Friday, October 19, 2018 (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 18, 2018 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 18, 2018.

**(3) Closure of register of members and entitlement to the proposed dividend**

To ascertain the entitlement to the proposed dividend, holders of H Shares are advised that the register of members will be closed from Saturday, October 27, 2018 to Thursday, November 1, 2018 (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 Thursday, November 1, 2018 are entitled to the dividend of the Company (subject to approval of the Shareholders). In order to qualify for the proposed 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. on Friday, October 26, 2018.

**(4) 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 2:30 p.m. on Thursday, October 18, 2018) 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.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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**(5) 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, September 28, 2018. 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).

**(6) 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).

**(7) 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.

**(8) 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 2:30 p.m.. Registration for admission to the EGM will take place from 1:30 p.m. to 2:30 p.m..

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

*As at the date of this notice, 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 purpose only*