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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 2014
HELD ON TUESDAY, JUNE 9, 2015
PAYMENT OF THE FINAL DIVIDEND
RESIGNATION AND APPOINTMENT OF DIRECTOR
AND
RESIGNATION AND APPOINTMENT OF SUPERVISORS**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting for the year of 2014 (the “**Meeting**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company* 長飛光纖光纜股份有限公司 (the “**Company**”) held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, the People’s Republic of China (the “**PRC**”) on Tuesday, June 9, 2015, all the proposed resolutions as set out in the notice and supplemental notice of the Meeting dated April 24, 2015 and May 15, 2015 respectively were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
1.	To consider and approve the work report of the board of directors of the Company for the year ended December 31, 2014.	509,753,098 (100%)	0 (0%)	0
2.	To consider and approve the work report of the board of supervisors of the Company for the year ended December 31, 2014.	509,753,098 (100%)	0 (0%)	0

* For identification purposes only

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstained
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2014.	509,753,098 (100%)	0 (0%)	0
4.	To consider and approve the profit distribution plan of the Company for the year ended December 31, 2014.	509,753,098 (100%)	0 (0%)	0
5.	To re-appoint KPMG and KPMG Huazhen (Special General Partnership) as the international auditors and domestic auditors of the Company respectively for the year of 2015.	509,753,098 (100%)	0 (0%)	0
6.	To consider and elect Mr. Liu Deming as an independent supervisor of the Company and to consider and approve Mr. Liu Deming's remuneration of RMB150,000 per annum.	509,753,098 (100%)	0 (0%)	0
7.	To consider and elect Ms. Li Chang'ai as an independent supervisor of the Company and to consider and approve Ms. Li Chang'ai's remuneration of RMB150,000 per annum.	509,753,098 (100%)	0 (0%)	0
Special Resolutions		Number of Votes (%)		
		For	Against	Abstained
8.	To consider and adopt the Rules of Procedures for the General Meeting of Yangtze Optical Fibre and Cable Joint Stock Limited Company.	509,753,098 (100%)	0 (0%)	0
9.	To consider and adopt the Rules of Procedures for the Board of Directors of Yangtze Optical Fibre and Cable Joint Stock Limited Company.	509,753,098 (100%)	0 (0%)	0
Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstained
10.	To consider and elect Mr. Yao Jingming as a non-executive director of the Company and to consider and approve Mr. Yao Jingming's remuneration of RMB380,000 per annum.	509,753,098 (100%)	0 (0%)	0

Notes:

- (a) As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 7 and 10, such resolutions were duly passed as ordinary resolutions. As not less than two thirds of the votes were cast in favour of each of the resolutions numbered 8 and 9, such resolutions were duly passed as special resolutions. The shares abstained, if any, have not been counted in the calculation of the required majority.
- (b) As at the date of the Meeting, the total number of shares of the Company in issue was 639,462,598 shares (of which 339,697,794 shares were H shares and 299,764,804 shares were domestic shares).
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the Meeting was 639,462,598 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the Meeting as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the Meeting.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated April 24, 2015 or the supplemental circular dated May 15, 2015 to vote against or to abstain from voting on any of the resolutions at the Meeting.
- (g) The H share registrar of the Company, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the Meeting.

PAYMENT OF THE FINAL DIVIDEND

Declaration and payment of a final cash dividend for the year ended December 31, 2014 of RMB0.166 per share (before tax) (the “**Final Dividend**”) has been approved at the Meeting.

The Final Dividend will be distributed no later than Friday, July 31, 2015 to shareholders whose names appear on the register of members of the Company on Thursday, June 18, 2015. Dividend payable to the holders of domestic shares will be paid in RMB, whereas dividend payable to the holders of H shares will be declared in RMB 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 no later than Friday, July 31, 2015 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 Tuesday, June 2, 2015 to Friday, June 5, 2015 and Monday, June 8, 2015) before the date of the Meeting (RMB0.78918 = HK\$1.00).

The register of members of H shares will be closed from Saturday, June 13, 2015 to Thursday, June 18, 2015 (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. on Friday, June 12, 2015.

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 Nonresidents 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.

RESIGNATION AND APPOINTMENT OF DIRECTOR

Reference is made to the announcement of the Company dated May 13, 2015 in relation to the resignation of Mr. Sun Jiming as a non-executive director of the Company. The board of directors of the Company (the “**Board**”) hereby announces that Mr. Sun Jiming has ceased to act as a non-executive director of the Company with effect from the conclusion of the Meeting. Mr. Sun Jiming has confirmed that he has no disagreement with the Board, and there are no matters in relation to his resignation that should be brought to the attention of the shareholders of the Company.

The Board hereby announces that Mr. Yao Jingming has been appointed as a non-executive director of the Company, with the term of office commencing upon the conclusion of the Meeting and ending on the expiry of the term of the first session of the Board. The Company will enter into a service contract with Mr. Yao Jingming. Mr. Yao Jingming is entitled to receive the remuneration of RMB380,000 per annum for serving as the non-executive director. Such remuneration is payable on a time pro-rata basis for any non-full year’s service. The amount of the remuneration is determined by the Nomination and Remuneration Committee of the Board with reference to the salaries paid by comparable companies, time commitment and responsibilities of Mr. Yao and performance of the Company and has been approved at the Meeting.

The biographical details of Mr. Yao Jingming are set out below:

Mr. Yao Jingming (姚井明), age 50, was appointed as a supervisor of the Company on December 19, 2013. He has been responsible for supervising the performance of duties by the directors and senior management at the Company. Mr. Yao has resigned from the position as supervisor of the Company and such resignation was approved by the board of the supervisors of the Company on March 27, 2015. Mr. Yao was nominated as a candidate for the post of non-executive Director by China Huaxin Post and Telecommunication Economy Development Center (“**China Huaxin**”), on May 13, 2015. Mr. Yao has nearly 30 years of management experience in the communications industry. Mr. Yao has been serving as the deputy general manager of China Huaxin, the substantial shareholder of the Company, where he is in charge of technology, strategy and international mergers and acquisitions since February 2013. He also holds positions in two subsidiaries of China Huaxin, including serving as a director of Shanghai Fortune Communications Technology Development Co., Ltd. (上海富欣通信技術發展有限公司) since December 2012 and the general manager and a director of Shanghai Sincere Technology Co., Ltd. (上海信輝科技有限公司) since July 2013. Prior to these positions, from July 1986 to January 2013, Mr. Yao held various positions in Alcatel-Lucent Shanghai Bell Co., Ltd., a subsidiary of China Huaxin, including consecutively serving as a software engineer, the software development manager, the manager of technology development department and the manager of customer service

department from July 1986 to September 2000, the general manager of the switching network division primarily responsible for marketing, products management and research and development from October 2000 to June 2002, the vice president of the company primarily responsible for operation and daily management of the voice network division from July 2002 to December 2003, the executive vice president of the company from January 2004 to January 2013, during which period, he was in charge of the management and operation of the fixed communication network group, the cable network group and the communications network group from January 2004 to January 2009, in charge of solutions and market from January 2009 to March 2010, in charge of quality and reform from April 2010 to February 2011, and in charge of international business from February 2011 to January 2013. Mr. Yao obtained his bachelor's degree in computer science from Shanghai Jiaotong University (上海交通大學) in June 1986, an executive master of business administration from China Europe International Business School (中歐國際工商學院) in April 2001, and a doctorate in business administration from the Hong Kong Polytechnic University in October 2008.

Except as stated above, Mr. Yao Jingming has not held any directorship or supervisor position in any other listed companies at present nor in the past three years nor taken up any positions in the Company and any group members of the Company. Furthermore, Mr. Yao Jingming does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company and he does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no other information relating to the appointment of Mr. Yao Jingming that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company.

RESIGNATION AND APPOINTMENT OF SUPERVISORS

References are made to the announcement of the Company dated March 27, 2015 and the announcement of the Company dated March 31, 2015 in relation to the resignation of Mr. Yao Jingming and Ms. Yu Jiaxuan as a supervisor of the Company and the proposed election of Mr. Liu Deming and Ms. Li Chang'ai as independent supervisors of the Company.

Mr. Yao Jingming and Ms. Yu Jiaxuan have resigned from their positions as supervisors of the Company with effect from March 27, 2015 and they have also ceased to perform duties as supervisors since conclusion of the Meeting. Each of Mr. Yao Jingming and Ms. Yu Jiaxuan has confirmed that he/she has no disagreement with the Board and the board of supervisors of the Company (the "**Board of Supervisors**"), and did not have any matters in relation to their resignation that should be brought to the attention of the shareholders of the Company.

The Board hereby announces that each of Mr. Liu Deming and Ms. Li Chang'ai has been appointed as an independent supervisor of the Company, with the term of office commencing upon the conclusion of the Meeting and ending on the expiry of the term of the first session of the Board of Supervisors. The Company will enter into a service contract with each of Mr. Liu Deming and Ms. Li Chang'ai. Each of Mr. Liu and Ms. Li shall be entitled to receive the remuneration of RMB150,000 per annum, respectively, for serving as the independent supervisors of the Company. Such remuneration has been approved at the Meeting and are payable on a time pro-rata basis for any non-full year's service.

The biographical details of Mr. Liu Deming and Ms. Li Chang'ai are set out below:

Mr. Liu Deming (劉德明), age 58, is currently a professor of Huazhong University of Science and Technology (華中科技大學), a member of the expert committee of China Next Generation Internet (中國下一代互聯網), an executive director of Chinese Society for Optical Engineering (中國光學工程學會), the director of the National Engineering Laboratory for Next Generation Internet Access System (下一代互聯網接入系統國家工程實驗室), and the general secretary of Wuhan Internet of Things Industry Association (武漢物聯網產業協會). Mr. Liu went to University of Duisburg-Essen in Germany for visiting study from 1994 to 1996, obtained a doctorate from Huazhong University of Science and Technology in 1999, and went to Nanyang Technological University in Singapore for visiting study from 1999 to 2000. Since 2000, he has been the director of Department of Optoelectronic Engineering (currently known as School of Optical and Electronic Information) of Huazhong University of Science and Technology. Mr. Liu has long been engaged in teaching and research work in the areas of optical fibre communication and sensing. During the past 30 years, Mr. Liu has undertaken more than 20 national key projects, including the National 973 Project (國家973專案), "863 Project" (863項目), the key projects and the key project topics of the National Science Foundation (國家自然科學基金), and the National Key Scientific Instrument and Equipment Development Project (國家重大科學儀器開發專項). He has obtained several major achievements, including winning the National Technological Invention Award (twice), the first prize (thrice) and the second prize (four times) of the provincial award, and the gold medal (once) and the silver medal (twice) of the Geneva International Invention Award. Mr. Liu owns 118 invention patents applications in the United States and China (among which, 50 have been granted) and has published 196 SCI papers and five textbooks and academic works.

Ms. Li Chang'ai (李長愛), age 50, has been teaching at the School of Accountancy of Hubei University of Economics (湖北經濟學院會計學院) since 1988 and is currently a professor (level II). She is also a director of the Accounting Society of China (中國會計學會), an executive director of Accounting Society of Hubei Province (湖北省會計學會), an executive director of Audit Society of Hubei Province (湖北省審計學會) and a special auditor of Audit Bureau of Wuhan (武漢市審計局). Ms. Li currently also serves as an independent director of

Hubei Mailyard Share Co., Ltd. (湖北美爾雅股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600107), and an independent director of Ningbo Xianfeng New Material Co., Ltd. (寧波先鋒新材料股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300163). Ms. Li obtained her bachelor's degree in economics, master's degree in economics and doctorate in management from Zhongnan University of Economics and Law (中南財經政法大學). Ms. Li has published over 70 academic papers on a number of journals. Ms. Li was awarded "National Advanced Accounting Worker" in 2008. She is also a Chinese certified public accountant (non-practicing) and a senior member of the Accounting Society of China (中國會計學會) and obtained an independent director qualification certificate in 2008.

Except as stated above, Mr. Liu Deming or Ms. Li Chang'ai have not held any directorship or supervisor position in any other listed companies at present nor in the past three years nor taken up any positions in the Company and any group members of the Company. Furthermore, Mr. Liu Deming and Ms. Li Chang'ai do not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company and neither of them holds any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no other information relating to the appointment of Mr. Liu Deming and Ms. Li Chang'ai that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company.

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
Wen Huiguo
Chairman

Wuhan, PRC, June 9, 2015

As at the date of this announcement, the board of directors of the Company comprises Wen Huiguo and Frank Franciscus Dorjee, as executive Directors; Ma Jie, Yao Jingming, Philippe Claude Vanhille, Yeung Kwok Ki Anthony, 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.

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