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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)**

### **CONNECTED H SHARE SUBSCRIPTION – FIXING OF SUBSCRIPTION PRICE**

The Board is pleased to announce that the subscription price for the issue of Subscribed H Shares to Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony has been fixed at HK\$7.15 per Subscribed H Share. The Connected H Share Subscription is expected to complete on the same date as the Connected Domestic Share Subscription and the Placing and completion is expected to take place no later than 18 December 2015.

Reference is made to the announcements of the Company dated 10 June 2015, 28 July 2015, 30 August 2015, 19 October 2015 and 24 November 2015 and the circular of the Company dated 2 September 2015 in relation to, inter alia, the Proposed Employee Stock Ownership Scheme, the General Mandate, the Connected H Share Subscription, the Connected Domestic Share Subscription and the Employee LPs Domestic Share Subscription. Reference is also made to the announcement of the Company dated 10 December 2015 in relation to the Placing.

\* *For identification purpose only*

## **CONNECTED H SHARE SUBSCRIPTION – FIXING OF SUBSCRIPTION PRICE**

The Company entered into two H Share Subscription Agreements with each of the two Connected H Share Subscribers, namely Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony. Save for the number of new H Shares to be subscribed for by each Connected H Share Subscriber, all other terms and conditions under the H Share Subscription Agreements are substantially the same. Mr. Frank Franciscus Dorjee (an Executive Director of the Company) is subscribing for 500,000 H Shares and Mr. Yeung Kwok Ki Anthony (a Non-executive Director of the Company) is subscribing for 705,000 H Shares.

The Board is pleased to announce that the subscription price for the issue of Subscribed H Shares to Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony has been fixed at HK\$7.15 per Subscribed H Share. The subscription price for the Subscribed H Shares of HK\$7.15 per Subscribed H Share is the same as the subscription price under the Placing.

## **CONDITIONS TO THE H SHARE SUBSCRIPTION AGREEMENTS**

The completion of the subscription by the Connected H Share Subscribers of new H Shares pursuant to the H Share Subscription Agreements shall be conditional upon the following conditions having been fulfilled:

- (i) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, all of the Subscribed H Shares on the Stock Exchange;
- (ii) the passing by Shareholders of resolutions approving the Proposed Employee Stock Ownership Scheme and the Private Placement at an extraordinary general meeting, a Domestic Share class meeting and an H Share class meeting (as applicable);
- (iii) the passing by independent shareholders of a resolution approving the issue and allotment of the new H Shares by the Company pursuant to the terms and conditions of the H Share Subscription Agreements and the other arrangements contemplated by the H Share Subscription Agreements;
- (iv) the granting of a general mandate to the Board to allot and issue new Shares by Shareholders that is capable and sufficient to cover the allotment and issue of the new H Shares under the Placing Agreement; and
- (v) all necessary PRC governmental and regulatory approvals and consents regarding the subscription of the Subscribed H Shares and other arrangements contemplated by the H Share Subscription Agreements having been obtained by the Company.

As at the date of this announcement, save for the condition set out in paragraph (i) above, all other conditions have been satisfied. Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscribed H Shares on the Stock Exchange.

The Connected H Share Subscription is expected to complete on the same date as the Connected Domestic Share Subscription and the Placing and completion is expected to take place no later than 18 December 2015.

## **DEFINITIONS**

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

“Board”	the board of directors of the Company
“Business Day”	any day (excluding a Saturday) on which banks are generally open for business in Hong Kong
“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 Domestic Share Subscription”	the subscription of 14,252,000 new Domestic Shares by the Limited Partnership
“Connected H Share Subscribers”	Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony, both of whom are Directors and therefore connected persons of the Company
“Connected H Share Subscription”	the subscription of 1,205,000 new H Shares by the two Directors, namely Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony
“connected person”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company

“Domestic Share Class Meeting”	a class meeting of holders of the Domestic Shares of the Company held on 19 October 2015
“Domestic Share(s)”	ordinary shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Employee LPs Domestic Share Subscription”	the subscription of 16,531,000 new Domestic Shares by the limited partnerships established and owned by selected employees pursuant to the Proposed Employee Stock Ownership Scheme
“General Mandate”	the general mandate pursuant to which the Board is authorised to allot or issue not more than 20% of the H Shares in issue at the time when the special resolution approving the general mandate was passed at the extraordinary general meeting of the Company held on 19 October 2015
“General Meetings”	the extraordinary general meeting, as well as the H Share class meeting and the Domestic Share class meeting of the Company convened on 19 October 2015, at which meetings, among other things, Proposed Employee Stock Ownership Scheme, the Private Placement, the General Mandate, the Connected H Share Subscription and the Connected Domestic Share Subscription were approved by the Shareholders
“Group”	the Company and its subsidiaries
“H Share(s)”	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
“H Share Class Meeting”	a class meeting of holders of the H Shares of the Company held on 19 October 2015

“H Share Subscription Agreements”	two (2) subscription agreements separately entered into between each of Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony and the Company on 28 July 2015 in relation to the subscription of the Subscribed H Shares in cash by Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony
“HK\$” or “\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Limited Partnership”	Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership) (武漢睿圖管理諮詢合夥企業(有限合夥)), the limited partnership established under the laws of the PRC on 4 December 2015, which is wholly and beneficially owned by four Directors and certain senior management members of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Placing”	the placing by or on behalf of the Sole Placing Agent of the 10,664,000 new H Shares on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agreement”	the placing agreement entered into on 10 December 2015 between the Company and China International Capital Corporation Hong Kong Securities Limited as the sole placing agent for the Placing
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Private Placement”	the private placement of 30,783,000 new Domestic Shares and 11,869,000 new H Shares to be carried out for the purpose of implementing the Proposed Employee Stock Ownership Scheme and the Placing

“Proposed Employee Stock Ownership Scheme”	Proposed 2015 Core Employees Stock Ownership Scheme of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (長飛光纖光纜股份有限公司), the terms of which are set out in the circular of the Company dated 2 September 2015
“RMB”	the lawful currency of the People’s Republic of China
“SFC”	Securities and Futures Commission of Hong Kong
“Share(s)”	the Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribed H Shares”	1,205,000 new H Shares in aggregate to be issued and allotted by the Company to Mr. Frank Franciscus Dorjee and Mr. Yeung Kwok Ki Anthony under the Connected H Share Subscription
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules

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, 11 December 2015

*As at the date of this announcement, the Board 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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