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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting (the “**EGM**” or the “**Meeting**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company (the “**Company**”) for the year 2015 will be held on Monday, October 19, 2015 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 resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the 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) as set out in Appendix I to the circular of the Company dated September 2, 2015.
2. To consider and approve each of the following items in respect of the plan of non-public issuance of Domestic Shares and H Shares, details of which are set out in Appendix II to the circular of the Company dated September 2, 2015:
 - (1) Class and par value of Shares to be issued
 - (2) Method of issuance and Timing of issuance
 - (3) Target subscribers and method of subscription
 - (4) Price determination date and principles of issuance and pricing

* For identification purposes only

- (5) Number of Shares to be issued
- (6) Lock-up period
- (7) Place of listing
- (8) Use of proceeds
- (9) Cumulative retained earnings before the Private Placement
- (10) Delegation under the Private Placement
- (11) Effective period of the resolution(s)

3. To consider and approve the General Mandate:

“THAT:

- (1) Subject to the conditions set out in paragraph (2) below, the Board is granted with the general mandate to authorize, allot, issue, grant and/or otherwise deal with the H Shares, securities convertible into the H Shares, share options, warrants or other securities with rights to subscribe for or convert to the H Shares during the Relevant Period (as defined below).
- (2) The aggregate number of the H Shares, securities convertible into the H Shares, share options, warrants or other securities with rights to subscribe for or convert to the H Shares proposed to be authorized, allotted, issued, granted and/or otherwise deal with by the Board (of which, the securities shall be issued on the basis of the number of H Shares which such securities can be converted into) shall not be more than 20% of the H Shares in issue as at the date of the passing of this special resolution.

- (3) For the purpose of this resolution, “Relevant Period” means the period from the date of the special resolution becoming effective until the earlier of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of 12 months following the date of passing of this resolution at the EGM; or
 - (c) the date on which the general mandate granted to the Board as set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.
- (4) the Board be and is hereby authorised to deal with matters relating to the change in the registered capital of the Company to reflect the number of Shares to be issued by the Company pursuant to this special resolution, to make such appropriate and necessary amendments to the provisions of the articles of association of the Company relating to the shareholding structure after the issuance of H Shares and the registered capital (if applicable) as they think fit and necessary, to fulfil relevant approval, registration and filing procedures pursuant to domestic and foreign legal requirements and to take any other action and complete any formality required to effect the issuance of H Shares pursuant to this special resolution.”

ORDINARY RESOLUTIONS

- 4. To consider and approve the Connected H Share Subscription, the H Share Subscription Agreements and the transactions contemplated thereunder, details of which are set out in the circular of the Company dated September 2, 2015.
- 5. To consider and approve the Connected Domestic Share Subscription, the LP Unit Subscription Agreements and the transactions contemplated thereunder, details of which are set out in the circular of the Company dated September 2, 2015.

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, September 2, 2015

* *For identification purposes only*

Notes:

(1) Circular

Details of the above proposals and resolutions to be considered at the EGM are set out in the circular of the Company dated September 2, 2015 (the “**Circular**”), including, among others, information regarding the Proposed Employee Stock Ownership Scheme, the Private Placement, the General Mandate and the Connected H Share Subscription and the Connected Domestic Share Subscription. Unless otherwise defined in the notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

(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 Saturday, September 19, 2015 to Monday, October 19, 2015 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong at the close of business on Friday, September 18, 2015 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 Friday, September 18, 2015.

(3) Proxy

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend 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 notarized. 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 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 Tuesday, September 29, 2015. 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).

(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, the Domestic Share Class Meeting and the H Share Class Meeting are 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..

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.