
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.

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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) PROPOSED RE-ELECTION OR ELECTION AND APPOINTMENT OF DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS;

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PROCEDURAL RULES FOR THE GENERAL MEETING, PROCEDURAL RULES FOR THE BOARD MEETING, AND PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS MEETING;

AND

(3) NOTICES OF EXTRAORDINARY GENERAL MEETING AND H SHARE CLASS MEETING

A letter from the Board is set out from pages 4 to 8 of this circular.

A notice convening each of the EGM and the H Share Class Meeting 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, January 17, 2020 at 1:30 p.m. and 2:30 p.m., respectively is set out on pages 38 to 41 and 42 to 43 of this circular, respectively.

If you intend to appoint a proxy to attend the EGM and/or the H Share Class Meeting, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. The proxy forms should be returned by holder of H Shares to the Company's H share registrar, Tricor Investor Services Limited, at Level 54, 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 and/or the H Share Class Meeting or any adjourned meeting thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting or at any adjourned meeting (as the case may be) 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 and/or the H Share Class Meeting in person or by proxy, you are required to complete and return the reply slips to the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before Friday, December 27, 2019.

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

* For identification purpose only

December 2, 2019

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DEFINITIONS

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

“A Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are traded in Renminbi and listed on the SSE (stock code: 601869)
“A Share Class Meeting”	a class meeting of holders of the A Shares 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, January 17, 2020 at 2:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“China Huaxin”	China Huaxin Post and Telecom Technologies Co., Ltd (中國華信郵電科技有限公司), an entity incorporated in the PRC, one of the substantial shareholders 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
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Draka”	Draka Comteq B.V., a company incorporated in the Netherlands, one of the substantial shareholders of the Company

DEFINITIONS

“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, January 17, 2020 at 1:30 p.m., or any adjournment thereof
“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 (stock code: 6869)
“H Share Class Meeting”	a class meeting of holders of the H Shares 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, January 17, 2020 at 2:30 p.m., or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	November 28, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Prysmian Group”	Prysmian S.p.A. and its group companies
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holders of shares of the Company
“Shares”	A Shares and/or H Shares
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	supervisors of the Company
“Yangtze Communications”	Wuhan Yangtze Communications Industry Group Co., Ltd (武漢長江通信產業集團股份有限公司), a company incorporated in the PRC, one of the substantial shareholders of the Company
“%”	percent

* *For identification purpose only*

LETTER FROM THE BOARD



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

December 2, 2019

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OR ELECTION AND APPOINTMENT OF DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS;

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PROCEDURAL RULES FOR THE GENERAL MEETING, PROCEDURAL RULES FOR THE BOARD MEETING, AND PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS MEETING;

AND

(3) NOTICES OF EXTRAORDINARY GENERAL MEETING AND H SHARE CLASS MEETING

I. INTRODUCTION

Reference is made to the announcements of the Company dated October 30, 2019 and November 24, 2019 in relation to, among other things, the proposed re-election or election and appointment of Directors and non-employee representative Supervisors, and the proposed amendments to the Articles of Association.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) details of the proposed re-election or election and appointment of Directors and non-employee representative Supervisors, the proposed amendments to the Articles of Association, the proposed amendments to the procedural rules for the Board meeting, procedural rules for the Board of Supervisors meeting and procedural rules for the general meeting of the Company; and (ii) the notices of EGM and the H Share Class Meeting.

II. PROPOSED RE-ELECTION OR ELECTION AND APPOINTMENT OF DIRECTORS

The term of office of the second session of the Board will expire on January 24, 2020. At the meeting of the Board held on November 22, 2019, it was resolved that the third session of the Board shall consist of 12 Directors, comprising 1 executive Director, 7 non-executive Directors and 4 independent non-executive Directors. In addition, it was resolved that (i) Mr. Zhuang Dan be nominated as candidate for re-election and appointment as executive Director of the third session of the Board; (ii) Mr. Ma Jie, Mr. Philippe Claude Vanhille, Mr. Pier Francesco Facchini, Mr. Frank Franciscus Dorjee and Mr. Xiong Xiangfeng be nominated as candidates for re-election and appointment as non-executive Directors of the third session of the Board; (iii) Mr. Guo Tao, and Ms. Lai Zhimin be nominated as candidates for non-executive Directors of the third session of the Board; and (iv) Mr. Bingsheng Teng, Mr. Liu Deming, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin be nominated as candidates for the independent non-executive Directors of the third session of the Board, and such appointments be put forward to the Shareholders at the EGM for consideration and approval. Pursuant to the relevant laws, regulations and the Articles of Association, ordinary resolutions will be proposed at the EGM to approve the re-election and appointment of existing Directors and appointment of new Directors. The terms of office of all Directors of the third session of the Board will be three years effective from the date of the passing of the relevant resolutions at the EGM. Among the members of the second session of the Board, due to expiration of term of office and work arrangements, Mr. Yao Jingming, Ms. Zheng Huili, Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo will retire from the position as Directors upon the passing of the resolutions to approve the re-election and appointment of existing Directors and appointment of new Directors at the EGM. To the best of the Directors' knowledge and belief, having made all reasonable enquiries, there is no disagreement between the retiring Directors and the Board and there are no other matters that need to be brought to the attention of the Shareholders.

Biographical details of the candidates proposed to be re-elected or to be elected as Directors at the EGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

III. PROPOSED ELECTION AND APPOINTMENT OF MEMBERS OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

The term of office of the second session of the Board of Supervisors will expire on January 24, 2020. At the meeting of the Board of Supervisors held on November 22, 2019, it was resolved that the third session of the Board of Supervisors shall consist of 3 Supervisors, comprising 2 non-employee representative Supervisors and 1 employee representative Supervisor. In addition, it was resolved that Mr. Li Ping and Dr. Li Zhuo be nominated as non-employee representative Supervisors of the third session of the Board of Supervisors. The employee representative Supervisor of the third session of the Board of Supervisors will be elected at the employee representatives' meeting. Pursuant to the relevant laws, regulations and the Articles of Association, ordinary resolutions will be proposed at the EGM to approve the election and appointment of Mr. Li Ping and Dr. Li Zhuo. The terms of office of Mr. Li Ping and Dr. Li Zhuo will each be three years effective from the date of the passing of the relevant resolutions at the EGM.

Among the non-employee representative Supervisors of the second session of the Board of Supervisors, due to expiration of term of office and work arrangements, each of Mr. Liu Deming and Ms. Li Chang'ai will retire upon the passing of the resolutions to approve the election and appointment of Mr. Li Ping and Dr. Li Zhuo as non-employee representative Supervisors at the EGM. To the best of the Directors' knowledge and belief, having made all reasonable enquiries, there is no disagreement between the retiring Supervisors and the Board and the Board of Supervisors, and there are no other matters that need to be brought to the attention of the Shareholders.

Biographical details of the candidates proposed to be elected as Supervisors at the EGM are set out in Appendix II to this circular.

IV. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further optimize the Company's corporate governance structure, promote strategic goals and satisfy practical needs of the operations and management of the Company and pursuant to the requirements of relevant laws and regulations, the Company proposed to amend certain articles in the Articles of Association. The details of the amendments are set out in Appendix III to this circular. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM, the A Share Class Meeting and the H Share Class Meeting and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities.

LETTER FROM THE BOARD

V. AMENDMENTS TO PROCEDURAL RULES FOR THE GENERAL MEETING, PROCEDURAL RULES FOR THE BOARD MEETING AND PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS MEETING

Pursuant to the requirements of relevant laws and regulations and the actual need of the operations and management of the Company, the Company proposed to amend certain articles in the procedural rules for the general meeting of the Company, procedural rules for the Board meeting and procedural rules for the Board of Supervisors meeting, reflecting the proposed amendments to the Articles of Association. The details of the proposed amendments are set out in Appendix IV to VI to this circular. The proposed amendments to the procedural rules for the Board meeting and procedural rules for the Board of Supervisors meeting are subject to the approval of the Shareholders by way of special resolutions at the EGM and the proposed amendments to the procedural rules for the general meeting of the Company are subject to the approval of the Shareholders by way of special resolution at the EGM, the A Share Class Meeting and the H Share Class Meeting.

VI. EGM AND H SHARE CLASS MEETING

The EGM and the H Share Class Meeting will 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, January 17, 2020 at 1:30 p.m. and 2:30 p.m., respectively. Notices convening the EGM and the H Share Class Meeting are set out on pages 38 to 41 and 42 to 43 of this circular, respectively.

In order to determine the list of H Shareholders who are entitled to attend the EGM and the H Share Class Meeting, the Company's H Share register of members will be closed from Wednesday, December 18, 2019 to Friday, January 17, 2020, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Company's H Share register of members on Wednesday, December 18, 2019 are entitled to attend the EGM and the H Share Class Meeting. In order to attend and vote at the EGM and/or the H Share Class Meeting, H Shareholders of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited (the "**H Share Registrar**") at or before 4:30 p.m. on Tuesday, December 17, 2019. The address of the transfer office of the H Share Registrar is at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

A proxy form and a reply slip for use at each of the EGM and the H Share Class Meeting are enclosed with this circular. If you intend to appoint a proxy to attend the EGM and/or the H Share Class Meeting, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. The proxy forms should be returned by holder of H Shares to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, 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 and/or the H Share Class Meeting or any adjourned meeting thereof (as the case may be). Completion and return of the proxy

LETTER FROM THE BOARD

forms will not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting or at any adjourned meeting (as the case may be) 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 and/or H Share Class Meeting (as the case may be) in person or by proxy, you are required to complete and return the reply slips to the Company's H Share Registrar, Tricor Investor Services Limited on or before Friday, December 27, 2019.

All votes at the EGM and the H Share Class Meeting will be taken by poll in accordance with the Listing Rules.

VII. RECOMMENDATION

The Board considers that the proposals proposed for consideration and approval by Shareholders at the EGM and/or H Share Class Meeting (as the case may be) 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 and/or H Share Class Meeting (as the case may be).

VIII. ADDITIONAL INFORMATION

Additional information is also set out in the appendices of this circular for your information.

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*

CANDIDATE FOR EXECUTIVE DIRECTOR

Mr. Zhuang Dan (莊丹), age 49, has been an executive Director of the Company since January 24, 2017. Mr. Zhuang Dan has been the president of the Company since September 2011. He is primarily responsible for strategic development and planning, and day-to-day management of the Company. Mr. Zhuang Dan has more than 22 years of experience in the optical fibre and cable industry. He joined the Company in March 1998 and served as assistant manager and manager of the finance department successively from March 1998 to November 2001, and served as chief financial officer from November 2001 to September 2011. Mr. Zhuang Dan obtained a bachelor's degree in auditing from Wuhan University (武漢大學) in July 1992, a master's degree in accounting from Wuhan University in June 1995, a doctorate in accounting from Zhongnan University of Finance and Economics (中南財經大學) in June 1998, and a postdoctoral certificate in business administration from Shanghai University of Finance and Economics (上海財經大學) in April 2001. Currently, he is a deputy to the 13th session of the People's Congress of Hubei Province, and has received special government allowance awarded by the State Council of the PRC.

As at the Latest Practicable Date, Mr. Zhuang Dan holds 2,350,000 underlying A Shares represented by the units in Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership), representing approximately 0.31% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Ma Jie (馬杰), age 48, is a member of the Communist Party of China and a professor-level senior engineer with a doctoral degree. Mr. Ma Jie has been a non-executive Director of the Company since December 19, 2013. He has been the Chairman of the Company and the Chairman of the Strategy Committee since January 24, 2017. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. Mr. Ma Jie has been serving as a director of the board and the general manager of China Huaxin Post and Telecommunications Economy Development Center (renamed as China Huaxin Post and Telecom Technologies Co., Ltd (中國華信郵電科技有限公司)), one of the substantial shareholders of the Company, since October 2017, and is primarily responsible for overall business operation and management. Mr. Ma Jie has also held positions in several subsidiaries of China Huaxin. He currently serves as a director and general manager of China Huaxin; a member of the Party committee and a director of Nokia Shanghai Bell Co., Ltd; the chairman of Unihub China Information Technology Co., Ltd (中盈優創資訊科技有限公司) and Shanghai Huaxin Infotech Ltd (上海華信長安網絡科技有限公司); and the director of ALE Holding and RFS Radio Frequency Systems Holdings Ltd.* (安弗施無線射頻系統控股有限公司). He consecutively served as the consultant of strategic consulting and investment development and head of the human resources department of Nokia Shanghai Bell Co., Ltd, and the director of human resources department of Shanghai Bell Alcatel Mobile Communication System Company Limited (上海貝爾阿爾卡特移動通信系統有限公司) from 1998 to 2002; he consecutively served as the vice-president, a member of the Party committee, the executive vice-president, the general secretary and the director of the foreign affairs office of Shanghai Bell-Alcatel Co., Ltd. (上海貝爾阿爾卡特股份有限公司) from 2002 to 2008. From 2002 to 2014, Mr. Ma Jie served 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). From 2008 to June 2011, he consecutively served as the vice-president, a member of the Party committee, the executive vice-president and a member of the leadership team of Nokia Shanghai Bell Co., Ltd, mainly responsible for human resources work in Nokia Shanghai Bell Co., Ltd, during which he also consecutively served as a director of the foreign affairs division of Nokia Shanghai Bell Co., Ltd, the director of Lucent Technologies Qingdao Telecommunications Systems Ltd. (青島朗訊科技通訊設備有限公司), and the general manager of Beijing Alcatel-Lucent Technologies Ltd.* (北京阿爾卡特朗訊科技有限公司). He was a member of the management committee and the executive deputy general manager of China Huaxin from January 2010 to October 2017.

Mr. Guo Tao (郭韜), age 49, is a member of the Communist Party of China with a master's degree. He is currently the deputy general manager and secretary to the board of China Huaxin, a member of the discipline inspection committee of Nokia Shanghai Bell Co., Ltd, and the director of Huaxin Capital Investment Management Ltd (華信長安資本投資管理有限公司). He consecutively served as an assistant engineer and the principal staff of the Construction Committee of Shandong Province from July 1992 to 2001. From 2001 to 2010, he was the director of the human resources department, the President's Office and the strategy department of Nokia Shanghai Bell Co., Ltd and Shanghai Bell-Alcatel Co., Ltd. He has been serving as the chief strategy officer of Alcatel-Lucent Group from 2010 to 2012. From 2013 to 2015, he was the head of strategy and investment of Nokia Shanghai Bell Co., Ltd. He consecutively served as the senior vice-president, the executive vice-president and a member of the discipline inspection committee of Nokia Shanghai Bell Co., Ltd from 2015 to May 2018, primarily in charge of the strategic and innovation work of the company.

Mr. Philippe Claude Vanhille (菲利普•范希爾), age 55, has been a director of the Company since December 19, 2013, and has been the Vice Chairman of the Board and a member of the Strategy Committee of the Company since January 24, 2017. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. Mr. Philippe Claude Vanhille has over 25 years of experience in optical fibre and cable industry. He has been serving as the senior vice-president of Telecom Business Unit of the Prysmian Group since May 2013, where he is primarily responsible for the global telecom business of the Prysmian Group, and an executive director of Draka, one of the substantial shareholders of the Company, since June 2013. Mr. Philippe Claude Vanhille concurrently also holds several positions in certain subsidiaries of Prysmian S.p.A, a company listed on the Milan Stock Exchange (Stock Code: PRYMY) which indirectly holds the entire equity interest in Draka, including serving as a non-executive director of Draka Comteq Fibre B.V. since January 2013, a member of the Comité de Contrôle of Draka Comteq France S.A.S. since June 2013, the chairman of the board of directors of Fibre Ottiche Sud S.r.l. since October 2011, a non-executive director of Prysmian Cables and Systems USA LLC since June 2013 and a non-executive director of Precision Fibre Optics Ltd., a joint venture owned as to 50% by the Prysmian Group, since June 2013. He has also been serving as the chairman of Telecom committee of Europacable (European Trade Association) since May 2013. Prior to the current positions, Mr. Philippe Claude Vanhille acted as a R&D engineer for Renault S.A. from October 1989 to February 1991, where he was primarily responsible for improving Formula 1 engine parts. He moved to the cable industry in 1991 with Alcatel Cable France S.A.. Over the past 22 years he held a number of senior operations and general management positions within

the cable industry for Alcatel Cable France S.A. and Draka Holding N.V., a company then listed on the Euronext Amsterdam (Stock Code: DRAK), and subsequently in the energy, copper telecom and optical fibre sectors. He was head of Optical Fibre Business Unit of Draka Holding N.V. at the time of the acquisition of Draka Holding N.V. by Prysmian S.p.A. in 2011. He also concurrently served as a non-executive director of Shenzhen SDG Information Draka Optical Fibre Co., Ltd. (深圳特發信息德拉克光纖有限公司, currently known as “Shenzhen SDG Information Optical Fibre Co., Ltd. (深圳特發信息光纖有限公司)”) from January 2008 to June 2009. From July 2011 to May 2013, he further served as a vice president of Optical Fibre Business Unit of the Prysmian Group, where he was primarily responsible for the global optical fibre business of the Prysmian Group, and a director of Draka Comteq France S.A.S.. Mr. Philippe Claude Vanhille obtained a master’s degree in mechanical engineering from I.N.S.A. Lyon, France in June 1989 and graduated from Institut Francais de Gestion, Aix-en-Provence, France in June 1997 with a master’s degree in management.

Mr. Pier Francesco Facchini (皮埃爾•法奇尼), age 52, has been a non-executive director of the Company since January 24, 2017. Mr. Pier Francesco Facchini is currently the chief financial officer, the IT director and an executive director of Prysmian S.p.A., a company listed on the Milan Stock Exchange (Stock Code: PRYMY) and Draka (one of the substantial shareholders of the Company), and he has been a member of the board of directors of Prysmian S.p.A. since February 2007. Mr. Pier Francesco Facchini also holds a number of positions simultaneously in the subsidiaries of Prysmian S.p.A., including the president of Draka Comteq France S.A.S., Prysmian Cables et Systemes France S.A.S. and Comité de Controle of Silec Cable S.A.S., the chairman of the Board of Commissioners in P.T. Prysmian Cables Indonesia, the chairman of the board of directors of Prysmian Treasury S.r.l., the director of Prysmian Cables Spain S.A., Prysmian Cavi e Sistemi S.r.l., Turk Prysmian Kablo Ve Sistemlier A.S and Prysmian (China) Investment Company Ltd., and the chairman of the board of supervisors of Prysmian MKM Magyar Kabel Muvek KFT. Mr. Pier Francesco Facchini obtained a doctoral degree in business administration from Università Bocconi, Milan, Italy, in March 1991, and he was granted the professional qualification as a certified chartered accountant by the Ministry of University, Research and Development in Italy in 1994.

Mr. Frank Franciscus Dorjee (范•德意), age 59, has been an executive Director of the Company and a member of the Nomination and Remuneration Committee since December 19, 2013. He is primarily responsible for overall management of the Company’s investment strategies and business development. Mr. Frank Franciscus Dorjee once joined the board of directors of Oman Cables Industry (SAOG), a company listed on the Muscat Securities Market (Stock Code: OCAI) in March 2012 and had been serving as the vice-chairman of the board of directors for the period from July 2012 to December 1, 2014. He has been a member of the supervisory board and chairman of the audit committee of Randstad Holding N.V., a company listed on the Euronext Amsterdam (Stock Code: RAND), since April 2014. Since September 2016, he has been a member of the board of supervisors and the chairman of the audit committee of Koole Terminal BV. Since July 2017, he has been a member of the supervisory board of Fotowatio Renewable Ventures. He has also been a member of the supervisory board and the chairman of the audit committee of Beacon Rail Lux Holdings S.A.R.L. since August 2017. Prior to these positions, Mr. Frank Franciscus Dorjee joined KPMG Accountant N.V. in 1986, an international accounting firm, and was appointed partner in January 1995. He joined Van der Moolen Holding N.V., which was a Dutch equity trading firm and one of the specialists

on the New York Stock Exchange, in October 2000 and served as the chief financial officer and a member of the executive board until February 2005. From March 2005 to December 2009, he acted as the chief financial officer and a member of the board of management of Draka Holding N.V., a company then holding 100% equity interest in Draka, one of the substantial shareholders of the Company. He further served as the chief executive officer and chairman of the board of management of Draka Holding N.V. from January 2010 to February 2011. Mr. Frank Franciscus Dorjee also served as the chief strategic officer and a member of the board of directors of Prysmian S.p.A. from March 2011 to February 2014. Prysmian S.p.A. indirectly holds 100% equity interest in Draka, one of the substantial shareholders of the Company, and is a company listed on the Milan Stock Exchange (Stock Code: PRYMY). Mr. Frank Franciscus Dorjee studied at the University of Amsterdam from September 1979 until March 1986 and obtained a bachelor's degree in economics and law as well as a master's degree in business economics in July 1984, a master's degree in tax law in March 1986 and a master's degree in tax economics in March 1986. He has been a certified public accountant registered at the Nederlands Instituut van Register accountants since March 1987.

As at the Latest Practicable Date, Mr. Frank Franciscus Dorjee is interested in 336,000 H Shares, representing approximately 0.04% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

Mr. Xiong Xiangfeng (熊向峰), age 55, is a member of the Communist Party of China and a senior engineer with a master's degree. He has been a non-executive Director of the Company since December 2013. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. Mr. Xiong Xiangfeng has over 30 years of experience in optical fibre and cable industry. Mr. Xiong Xiangfeng has served as the president of Yangtze Communications, one of the substantial shareholders of the Company and a company listed on the Shanghai Stock Exchange (Stock Code: 600345), since April 2013, where he was primarily responsible for the overall management of the company and a director since May 2014. Mr. Xiong Xiangfeng has also held several positions in certain subsidiaries of Yangtze Communications since April 2013, and is currently the chairman of the board of directors of Wuhan YCIG Zhilian Technology Company Limited (武漢長江通信智聯技術有限公司). He once worked at Wuhan Research Institute of Posts and Telecommunications (武漢郵電科學研究院) and served as the secretary of Youth League committee, the deputy director of office, the deputy director of the optical fibre and cable department, the general manager of the cable plant. Since December 1999, Mr. Xiong Xiangfeng served various positions in FiberHome Telecommunication Technologies Co., Ltd. (烽火通信科技股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600498), including the secretary of the board of directors from December 1999 to March 2002, the vice president and the secretary of the board of directors from April 2002 to April 2005, the vice president, the deputy Party secretary, the secretary of the board of directors and the chairman of labour union from May 2005 to March 2010 and the vice president, the deputy Party secretary and the chairman of labour union from April 2010 to April 2013.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

Mr. Xiong Xiangfeng obtained his bachelor's degree in photoelectric imaging technology from East China Institute of Engineering (華東工學院, currently known as Nanjing University of Science and Technology (南京理工大學)) in July 1986 and a master's degree in business administration from Wuhan University (武漢大學) in June 2009.

As at the Latest Practicable Date, Mr. Xiong Xiangfeng holds 705,000 underlying A Shares represented by the units in Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership), representing approximately 0.09% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

Ms. Lai Zhimin (賴智敏), age 51, a member of the Communist Party of China, graduated with a university bachelor's degree and obtained the title of senior accountant. Ms. Lai Zhimin served as the assistant to the general manager of the financial management department and the deputy general manager at FiberHome Telecommunication Technologies Co., Ltd. as well as the deputy director of the financial management department at Wuhan Research Institute of Posts and Telecommunications. She has been serving as the chief financial officer since April 2013 and the vice president since May 2015 at Yangtze Communications.

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Bingsheng Teng (滕斌聖), age 49, holder of doctoral degree. Mr. Bingsheng Teng joined the Cheung Kong Graduate School of Business at the end of 2006 and currently is the vice president and a professor of strategy of the school. Mr. Bingsheng Teng received his doctoral degree in strategic management from the City University of New York in 1998 and taught in the GWU School of Business from 1998 to 2006, serving as associate professor of strategy and doctoral tutor, and was tenured and responsible for the doctoral program in the field of strategy in the school. In 2003, Mr. Bingsheng Teng was awarded the Wendell and Louis Crain Research Scholar at the GWU School of Business, with his biography appearing in Who's Who in America and Who's Who in American Higher Education.

Mr. Bingsheng Teng's research and teaching focus on strategic alliances, mergers and acquisitions, entrepreneurship and innovation, family business management, and transnational business operations of enterprises. Mr. Bingsheng Teng serves on the editorial boards of academic journals, such as International Entrepreneurship and Management Journal, Journal of Business Research and Frontiers of Business Research in China, and is a professional reviewer of all the international top strategies journals. In the past few years, Mr. Bingsheng Teng has published over 20 papers in internationally famous journals, including top journals such as Academy of Management Review and Organization Science. Mr. Bingsheng Teng is regarded as an authority on corporate strategy, and has been frequently interviewed by the media such as Wall Street Journal and New York Times. His research results have been included in a number of strategies textbooks, and some of his articles are considered as required readings by research alliances and have received thousands of professional citations.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

Mr. Bingsheng Teng has rich experience in management teaching and enterprise consultation. The enterprises that ever consulted him or were provided with training by him includes China Mobile, Lenovo Group, Tencent, Baidu and China Resources Group. Mr. Bingsheng Teng has been an independent non-executive director of Haisco Pharmaceutical Group Co., Ltd. (海思科醫藥集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002653) since January 2017, Aoshikang Technology Co. Ltd. (奧士康科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002913) since 2018 and Wanda Hotel Development Company Limited (萬達酒店發展有限公司), a company listed on the Stock Exchange (stock code: 169) since March 2019. Prior to this, he was (i) an independent non-executive director of Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司) from 2014 to 2017, a company whose shares are listed on the Stock Exchange (stock code: 1787) in 2018 and on the Shanghai Stock Exchange (stock code: 600547) in 2003; and (ii) an independent non-executive director of ZTE Corporation (中興通訊股份有限公司), a company whose shares are listed on the Stock Exchange (stock code: 763) and on the Shenzhen Stock Exchange (stock code: 000063) from 2015 to 2018.

Mr. Liu Deming (劉德明), age 62, has been an independent Supervisor of the Company since June 9, 2015. Mr. Liu Deming is a professor of Huazhong University of Science and Technology, a member of the Expert Committee of China Next Generation Internet, an executive director of Chinese Society for Optical Engineering, the director of the Expert Committee of Optical Communication and Information Networking, the director of the National Engineering Laboratory for Next Generation Internet Access System, and the general secretary of Wuhan Internet of Things Industry Association. Mr. Liu Deming 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 Deming has long been engaged in teaching and research work in the areas of optical fibre communication and sensing. During the past 31 years, Mr. Liu Deming has undertaken more than 20 national key projects, including the National 973 Project, 863 Project, the key projects and the key project topics of the National Science Foundation, and the National Key Scientific Instrument and Equipment Development Project. 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 Deming has filed more than 100 invention patents applications in the United States and China (among which, 50 have been granted) and has published more than 200 SCI papers and five textbooks and academic works.

Mr. Song Wei (宋瑋), age 55, is the chairman and chief partner of Seapower Tax Consultancy Co., Ltd. since 2001, and managing director of Seapower Technology Co., Ltd. since 2008. Before his current positions, Mr. Song Wei was section chief and assistant investigator of The Offshore Oil Tax Administration of the Ministry of Finance from 1985 to 1993, auditor of KPMG Accounting Firm, Hong Kong from 1993 to 1995, assistant investigator

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of the Department of Foreign Tax Affairs of the State Administration of Taxation from 1995 to 1998, and appointed by State Administration of Taxation to be director of the China International Tax Consultancy (Hong Kong) Co., Ltd. from 1998 to 2001.

Mr. Song Wei obtained a bachelor's degree in Economics from Dongbei University of Finance and Economics in August 1985, and obtained a master's degree in Professional Accountancy from The Chinese University of Hong Kong in December 2004. Mr. Song Wei is currently a Member of the 11th CPPCC Guangdong Provincial Committee, executive director of The China Certified Tax Agents Association, vice president of Guangdong Certified Tax Agents Association, member of the Administrative Reconsideration Committee of the State Administration of Taxation of Guangdong Province, executive director of Guangdong Provincial Tax Institute, associate member of The Association of International Accountants (UK), part-time postgraduate mentor of Shanghai National Accounting Institute, part-time postgraduate mentor of Dongbei University of Finance and Economics. Mr. Song Wei is also a Chinese Certified Public Accountant, a Chinese Certified Tax Agent and an Associate Member of AIA (UK).

As at the Latest Practicable Date, Mr. Song Wei is interested in 200,000 H Shares, representing approximately 0.03% of the entire issued share capital of the Company, within the meaning of Part XV of the SFO.

Dr. WONG Tin Yau, Kelvin (黃天祐), age 59, JP, holder of doctoral degree. Dr. Wong Tin Yau, Kelvin is an executive director, a deputy managing director and the chairman of Corporate Governance Committee of COSCO SHIPPING Ports Limited (中遠海運港口有限公司), a company listed on the Stock Exchange (Stock Code: 1199). He is the chairman of Financial Reporting Council and a member of Operations Review Committee of Independent Commission Against Corruption of Hong Kong. Dr. Wong Tin Yau, Kelvin is currently an independent non-executive director of China ZhengTong Auto Services Holdings Limited (中國正通汽車服務控股有限公司), a company listed on the Stock Exchange (Stock Code: 01728), Huarong International Financial Holdings Limited (華融國際金融控股有限公司), a company listed on the Stock Exchange (Stock Code: 0993) and I.T Limited (Stock Code: 0999). Dr. Wong Tin Yau, Kelvin served as an independent non-executive director of AAG Energy Holdings Limited (亞美能源控股有限公司), a company listed on the Stock Exchange (stock code: 2686) from June 2015 to April 2016, an independent non-executive director of Asia Investment Finance Group Limited (亞投金融集團有限公司), a company listed on the Stock Exchange (stock code: 0033) from October 2016 to February 2018 and an independent non-executive director of Mingfa Group (International) Company Limited (明發集團(國際)有限公司), a company listed on the Stock Exchange (stock code: 0846) from September 2018 to March 2019. In addition, he is an independent non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司), a company dually listed on the Stock Exchange and the Shanghai Stock Exchange (stock code: 2196 and 600196) and Bank of Qingdao Co., Ltd. (青島銀行股份有限公司), a company dually listed on the Stock Exchange and the Shenzhen Stock Exchange (stock code: 3866 and 002948). Moreover, Dr. Wong Tin Yau, Kelvin has also served as an independent non-executive director of Xinjiang Goldwind Science & Technology Co., Ltd., (新疆金風科技股份有限公司), a company dually

listed on the Stock Exchange and the Shenzhen Stock Exchange (stock code: 2208 and 002202) for the period from June 2011 to June 2016 and he was re-appointed as an independent non-executive director of the same company on October 22, 2016.

Dr. Wong Tin Yau, Kelvin was the chairman of The Hong Kong Institute of Directors, a non-executive director of the Securities and Futures Commission, the chairman of Investor and Financial Education Council, a member of Financial Reporting Council, a Convenor-cum-Member of Financial Reporting Review Panel, a member of Standing Committee on Company Law Reform, a member of Main Board and Growth Enterprise Market Listing Committees of the Stock Exchange.

Dr. Wong Tin Yau, Kelvin obtained a master's degree in business administration from Andrews University in Michigan, the USA in 1992 and a Ph.D. in business administration degree from The Hong Kong Polytechnic University in 2007.

In reviewing the structure of the Board, the Nomination and Remuneration Committee of the Company will consider the Board diversity from a number of aspects, including but not limited to qualifications, skills, experience and gender. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including their character, integrity, qualifications and experience as may be appropriate to the Company's business.

The Board has reviewed and assessed the independence of each of Mr. Bingsheng Teng, Mr. Liu Deming, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin with respect to their confirmation of independence in accordance with Rule 3.13 of the Listing Rules, and is of opinion that each of them satisfies the independence requirements. In view of the diversified knowledge, experience and skills of Mr. Bingsheng Teng, Mr. Liu Deming, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin in enterprise consultation, research in technology, tax and accounting, corporate governance and compliance, the Board believes that their expertise will enable them to fulfill their roles as independent non-executive Directors effectively and can provide diversity and constructive opinion to the Board and contribute to the future development of the Company.

Notwithstanding Dr. Wong Tin Yau, Kelvin currently holds directorships at seven other listed companies, the Board believes that he will be able to devote sufficient time to the Board given that: (i) except for Dr. Wong Tin Yau, Kelvin's position as an executive director, a deputy managing director and the chairman of Corporate Governance Committee of COSCO SHIPPING Ports Limited (中遠海運港口有限公司), all roles held with the other six listed companies are non-executive in nature and do not require him to participate in the day-to-day management of these companies; (ii) notwithstanding his executive position in COSCO SHIPPING Ports Limited (中遠海運港口有限公司), his attendance at the general meetings, board meetings and board committee meetings in the other six listed companies reached over 90% in the past three years; and (iii) based on the announcement of Bank of Qingdao Co., Ltd. dated August 23, 2019, Dr. Wong Tin Yau, Kelvin has resigned from the position of independent non-executive director of Bank of Qingdao Co., Ltd., and the resignation is expected to take effect when his replacement assumes office upon receiving the relevant

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regulatory approval. The Board is satisfied that Dr. Wong Tin Yau, Kelvin will allocate sufficient time to his role as an independent non-executive director of the Company. Dr. Wong Tin Yau, Kelvin has over 20 years of experience as director of listed companies in Hong Kong and has deep understanding of corporate governance to facilitate proper discharge of responsibilities as a director. The Board believes that he will be able to make significant contribution to the Company with his extensive experience as well as valuable insights gained from various listed companies and regulatory organizations.

Each of the above Director candidates will enter into service contracts with the Company after the passing of the proposed ordinary resolutions regarding their appointments at the EGM. Pursuant to the Articles of Association, the terms of office of Directors shall be three years, which is renewable upon re-election and re-appointment. Each of the service contracts with the Directors will be for a term of three years effective from the date of the passing of the relevant resolutions at the EGM.

The Nomination and Remuneration Committee of the Company reviews and makes recommendations on the remuneration policy and scheme for Directors, taking into account compensation paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Pursuant to the service contracts to be respectively entered into between each of the Director candidates and the Company, Mr. Zhuang Dan will be entitled to receive a director's fee of RMB380,000 per annum (after all taxes have been deducted) for serving as an executive Director, while each of Mr. Ma Jie, Mr. Guo Tao, Mr. Philippe Claude Vanhille, Mr. Pier Francesco Facchini, Mr. Franciscus Dorjee, Mr. Xiong Xiangfeng and Ms. Lai Zhimin will be entitled to receive a director's fee of RMB380,000 per annum (after all taxes have been deducted) for serving as a non-executive Director, and each of Mr. Bingsheng Teng, Mr. Liu Deming, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin, will be entitled to receive a director's fee of RMB380,000 per annum (after all taxes have been deducted) for serving as an independent non-executive Director, respectively. The aforementioned remuneration shall be subject to the approval by the Shareholders at the EGM.

Except as stated above, none of the above Director candidates has (i) held any other position in the Group; (ii) any other relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; (iii) held any other directorship in any listed company in the last three years; or (iv) any interest in the Shares within the meaning of Part XV of the SFO. None of the above Director candidates has been subject to sanction by the CSRC or other relevant authorities or to disciplinary action by stock exchange.

Save as disclosed herein, there are no other matters relating to the appointment of the above Director candidates that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

Mr. Li Ping (李平), age 65, has been an independent non-executive Director since September 24, 2014 and is a member of the Strategy Committee of the Company. He has been appointed as the Chairman and a member of the Nomination and Remuneration Committee with effect from January 24, 2017. He is responsible for providing independent advice on the operations and management of the Company. He has extensive administrative experience in the management of listed companies and has over 40 years of experience in operation and working in China's telecommunications industry. Mr. Li Ping has been serving as the chairman and an executive director of China Communication Service Co., Ltd. (中國通信服務股份有限公司), a company listed on the Stock Exchange (Stock Code: 552), for the period from August 2006 to October 2014. Prior to these positions, he once served as the executive vice president of China Telecom Corporation Limited (中國電信股份有限公司), a company listed on the Stock Exchange (Stock Code: 728), the vice chairman and chief operating officer of China Mobile Limited (中國移動有限公司), a company listed on the New York Stock Exchange (Stock Code: CHL) and the Stock Exchange (Stock Code: 941) and the Deputy Directorate General of Telecommunications of the Ministry of Posts and Telecommunications of the PRC (中國郵電部, the predecessor of the Ministry of Industry and Information Technology of the PRC (中國工業和信息化部)). Mr. Li Ping graduated from Beijing University of Posts and Telecommunications (北京郵電大學) majoring in radio communication in October 1975 and graduated from the University at Buffalo School of Management of the State University of New York, USA, with a master's degree in business administration in January 1989.

Dr. Li Zhuo (李卓), age 50, has been an independent non-executive Director since September 24, 2014. He is a member of the Audit Committee and Strategy Committee of the Company and is responsible for providing independent advice on the operations and management of the Company. Dr. Li Zhuo is currently a professor of economics and the deputy director of the Centers Researches bases of The Ministry of Education, Center for Economic Development Research of Wuhan University (武漢大學). From July 1989 to August 1992, Dr. Li Zhuo worked at Xiangfan Branch of China National Real Estate Development Group Corporation (中國房地產開發集團公司襄樊分公司), and later worked at Guangzhou Branch of the People's Bank of China (中國人民銀行廣州分行). Dr. Li Zhuo has been working at Wuhan University since 1998 and consecutively held the positions of lecturer and assistant professor until 2001 and until 2006, respectively. Since 2006, he has been a professor of Wuhan University. He also served as a visiting scholar of University of Illinois at Urbana-Champaign from July 2002 to July 2003 and University of Paris III in 2007. Dr. Li Zhuo graduated from Hubei University of Technology (湖北工業大學) with a bachelor's degree in industrial and civil construction in 1989. He also obtained a master's degree in international economics and a doctorate in international economics from Wuhan University in June 1995 and in June 1998, respectively. Dr. Li Zhuo was listed in the "Prominent Talent Plan in the New Century" recognized by the Ministry of Education of the PRC in October 2010.

Each of the above non-employee representative Supervisor candidates will enter into a service contract with the Company after the passing of the proposed ordinary resolutions regarding their appointments at the EGM. Pursuant to the Articles of Association, the term of office of Supervisors shall be three years, which is renewable upon re-election and re-appointment. Each of the contracts with the non-employee representative Supervisors will be for a term of three years effective from the date of the passing of the relevant resolutions at the EGM.

Pursuant to the service contracts to be respectively entered into between each of the non-employee representative Supervisor candidates and the Company, having taken into account compensation paid by comparable companies and performance of the Group, each of Mr. Li Ping and Dr. Li Zhuo shall be entitled to a remuneration of RMB200,000 per annum (after all taxes have been deducted), respectively, as non-employee representative Supervisors of the Company, which sum shall be subject to the approval by the Shareholders at the EGM.

Except as stated above, none of the above non-employee representative Supervisor candidates has (i) held any other directorship in any listed company in the last three years; (ii) held any other position in the Group; (iii) any other relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; or (iv) any interest in the Shares within the meaning of Part XV of the SFO. None of the above non-employee representative Supervisor candidates has been subject to sanction by the CSRC or other relevant authorities or to disciplinary action by stock exchange.

Save as disclosed herein, there are no other matters relating to the appointment of the above non-employee representative Supervisors candidates that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Details of the proposed amendments to the Articles of Association are set out below:

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>Article 19 Upon establishment, the Company issued 159,870,000 Overseas Listed Foreign Shares upon approval of the securities regulatory authority of the State Council on 10 December 2014.</p> <p>Upon the completion of the abovementioned issuance of Overseas Listed Foreign Shares, 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>On 18 December 2015, the Company issued 11,869,000 Overseas Listed Foreign Shares after approval of the securities regulatory authority of the State Council. Meanwhile, the Company issued 30,783,000 Domestic Shares upon approval by the Company.</p>	<p>Article 19 Upon establishment, the Company issued 159,870,000 Overseas Listed Foreign Shares upon approval of the securities regulatory authority of the State Council on 10 December 2014.</p> <p>Upon the completion of the abovementioned issuance of Overseas Listed Foreign Shares, 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>On 18 December 2015, the Company issued 11,869,000 Overseas Listed Foreign Shares after approval of the securities regulatory authority of the State Council. Meanwhile, the Company issued 30,783,000 Domestic Shares upon approval by the Company.</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>Upon the issuance of Overseas Listed Foreign Shares and Domestic Shares as abovementioned, 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, <u>details as follows: 179,827,794 shares are held by China Huaxin Post and Telecom Technologies Co., Ltd., representing 26.37% of the total ordinary share capital, 119,937,010 shares 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 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.</u> 351,566,794 H shares, representing 51.54% of the total number of ordinary shares issued by the Company, <u>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.</u></p>	<p>Upon the issuance of Overseas Listed Foreign Shares and Domestic Shares as abovementioned, 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, and 351,566,794 H Shares, representing 51.54% of the total number of ordinary shares.</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>On 29 June 2018, upon approval by the securities regulatory authority of the State Council, the Company made an initial public offering of 75,790,510 Domestic Shares. On 20 July 2018, such publicly offered Domestic Shares were listed together with the Domestic Shares previously issued by the Company. The shareholding structure of the Company is as follows: total share capital of 757,905,108 shares, including 406,338,314 A Shares, representing 53.61% of the total number of ordinary shares of the Company; and 351,566,794 H Shares, representing 46.39% of the total number of ordinary shares issued by the Company.</p>	<p>On 29 June 2018, upon approval by the securities regulatory authority of the State Council, the Company made an initial public offering of 75,790,510 Domestic Shares. On 20 July 2018, such publicly offered Domestic Shares were listed together with the Domestic Shares previously issued by the Company. The shareholding structure of the Company is as follows: total share capital of 757,905,108 shares, including 406,338,314 A Shares, representing 53.61% of the total number of ordinary shares of the Company; and 351,566,794 H Shares, representing 46.39% of the total number of ordinary shares issued by the Company.</p>
<p>Article 27 Subject to the requirements of laws, administrative regulations, departmental rules and other normative documents and the Articles of Association, the Company may repurchase its issued Shares pursuant to legal procedures under the following circumstances:</p> <ol style="list-style-type: none"> (1) <u>to cancel Shares</u> for the purpose of capital reduction; (2) to merge with another company that holds <u>Shares</u>; (3) <u>to grant awards of Shares to its employees</u>; (4) to repurchase, at their request, Shares from Shareholders dissenting from the resolutions adopted by the General Meeting for the merger or division of the Company; 	<p>Article 27 Subject to the requirements of laws, administrative regulations, departmental rules and other normative documents and the Articles of Association, the Company may repurchase its issued Shares pursuant to legal procedures under the following circumstances:</p> <ol style="list-style-type: none"> (1) for the purpose of capital reduction; (2) to merge with another company that holds <u>Shares</u>; (3) <u>to apply shares in the employee stock ownership scheme or equity incentives</u>; (4) to repurchase, at their request, Shares from Shareholders dissenting from the resolutions adopted by the General Meeting for the merger or division of the Company;

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>(5) other circumstances as permitted by laws and administrative regulations.</p> <p>Except under the foregoing circumstances, the Company shall not engage in the purchase or sale of its own Shares.</p>	<p>(5) <u>to utilize Shares for conversion of corporate bonds which are convertible into shares issued by the Company;</u></p> <p>(6) <u>where it is necessary to safeguard its value and the interests of its shareholders;</u></p> <p>(7) other circumstances as permitted by laws and administrative regulations.</p> <p>Except under the foregoing circumstances, the Company shall not repurchase its own Shares.</p>
<p>Article 28 The Company may, with the approval of the relevant governing authority of the PRC for repurchasing its Shares, conduct the repurchase in one of the following manners:</p> <p>(1) to make a pro rata general offer of repurchase to all of its Shareholders;</p> <p>(2) to repurchase Shares through public trading on a stock exchange;</p> <p>(3) to repurchase through an off-market agreement; or</p> <p>(4) other means as permitted by relevant regulatory authorities.</p>	<p>Article 28 The Company may, with the approval of the relevant governing authority of the PRC for repurchasing its Shares, conduct the repurchase in one of the following manners:</p> <p>(1) to make a pro rata general offer of repurchase to all of its Shareholders;</p> <p>(2) to repurchase Shares through public trading on a stock exchange;</p> <p>(3) to repurchase through an off-market agreement; or</p> <p>(4) other means as permitted by relevant regulatory authorities.</p> <p><u>Any Share repurchase by the Company due to the circumstances set out under subparagraph (3), subparagraph (5), subparagraph (6) of Article 27, shall be conducted through public and centralized trading.</u></p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>Article 30 Any Share repurchase by the Company due to the circumstances set out in <u>subparagraphs (1) to (3)</u> of Article 27 shall be resolved upon by the General Meeting of the Shareholders and by the general meeting of class Shareholders. Where a holder of H Shares requests the Company to buy back its Shares pursuant to subparagraph (4) of Article 27, such repurchases by the Company shall comply with the requirements of relevant stock exchange rules and other normative documents. Upon repurchase of the Shares pursuant to Article 27, the Company shall cancel such repurchased Shares within ten (10) days from the repurchase, if such repurchase constituted the circumstance set out in subparagraph (1); or shall transfer or cancel such repurchased Shares within six (6) months of the repurchase, if such repurchase constituted the circumstances set out in subparagraphs (2) or (4).</p> <p><u>Shares repurchased by the Company pursuant to subparagraph (3) of Article 27 shall not exceed 5% of the total issued Shares of the Company. Such repurchases shall be funded by the profits (after all taxes have been deducted) of the Company and the repurchased Shares shall be transferred to the employees within one (1) year.</u></p>	<p>Article 30 Any Share repurchase by the Company due to the circumstances set out in <u>subparagraph (1) or subparagraph (2)</u> of Article 27 shall be resolved upon by the General Meeting of the Shareholders. <u>Any Share repurchase by the Company due to the reasons set out under subparagraph (3), subparagraph (5), subparagraph (6) of Article 27, a resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the General Meeting, be passed at a Board meeting that is attended by at least two-thirds of directors.</u></p> <p>Upon repurchase of the Shares pursuant to Article 27, the Company shall cancel such repurchased Shares within ten (10) days from the repurchase, if such repurchase constituted the circumstance set out in subparagraph (1); shall transfer or cancel such repurchased Shares within six (6) months of the repurchase, if such repurchase constituted the circumstances set out in subparagraphs (2) or (4); <u>the total number of Shares held by the Company shall not exceed 10% of the total issued Shares of the Company and shall be transferred or cancelled within 3 years, if such repurchase is made under the circumstance set out in subparagraph (3), subparagraph (5) or subparagraph (6).</u></p> <p><u>Notwithstanding the abovementioned article, if the matters relating to above mentioned repurchase of Shares are subject to other requirements under applicable laws, administrative regulations, other requirements under the Articles of Association, and the laws of the places where the shares are listed or relevant requirements of the securities regulatory authority, such regulations shall prevail.</u></p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>Article 68 The location of the General Meetings shall be the domicile of the Company or other places specified in the notice of the General Meetings.</p> <p>A General Meeting will have a meeting venue and will take place in the form of an on-site meeting. <u>Provided that the legality and validity of the General Meeting are ensured, the Company shall utilize various methods and ways to facilitate Shareholders' attendance of the General Meeting by providing for, on a priority basis, online voting platforms and similar modern information technologies, or other means.</u> A Shareholder shall be deemed to have attended the meeting if he participates in the meeting by means of such method. The online voting platform shall not apply to holders of H Shares.</p> <p>.....</p>	<p>Article 68 The location of the General Meetings shall be the domicile of the Company or other places specified in the notice of the General Meetings.</p> <p>A General Meeting will have a meeting venue and will take place in the form of an on-site meeting. <u>The Company shall also facilitate Shareholders' attendance of the General Meeting by providing for the means of online voting.</u> A Shareholder shall be deemed to have attended the meeting if he participates in the meeting by means of such method. The online voting platform shall not apply to holders of H Shares.</p> <p>.....</p>
<p>Article 70 A <u>forty-five (45) days'</u> prior written notice for convening the General Meeting shall be given to notify Shareholders whose names appear in the register of Shareholders of the matters proposed to be considered and the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall serve their written replies on the Company twenty (20) days prior to the date of the meeting.</u></p>	<p>Article 70 A <u>twenty (20) working days'</u> prior written notice for convening the <u>Annual</u> General Meeting <u>and a ten (10) working days' or fifteen (15) days' (whichever is earlier) prior written notice for convening the extraordinary General Meeting</u> shall be given to notify Shareholders whose names appear in the register of Shareholders of the matters proposed to be considered and the date and place of the meeting.</p> <p><u>The period and means of notice for convening class Shareholders' meetings by the Company shall be subject to the requirements of Article 123.</u></p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>When calculating the time limit, the date of meeting and the issuance date shall not be included. For the purpose of the notice to be issued to the holders of H Shares under this article, the issuance date thereof shall be the date on which the notice has been delivered to the postal office for posting by Company or the share registrar appointed by the Company.</p>	<p>When calculating the time limit, the date of meeting and the issuance date shall not be included. For the purpose of the notice to be issued to the holders of H Shares under this article, the issuance date thereof shall be the date on which the notice has been delivered to the postal office for posting by Company or the share registrar appointed by the Company.</p>
<p><u>Article 73 The Company shall, based on the written replies received twenty (20) days before the date of the General Meeting from the Shareholders, calculate the number of voting Shares represented by Shareholders who intend to attend the meeting. If the number of voting Shares represented by the Shareholders who intend to attend the meeting reaches not less than one half of the Company’s total voting Shares, the Company may hold the meeting. If not, the Company shall within five (5) days notify the Shareholders again by public notice of the matters to be considered, the place and the date of the meeting. The Company then may hold the meeting after such publication of such notice.</u></p> <p>Annual and extraordinary General Meetings shall not resolve matters not stated in the notice.</p>	<p>Article 73 Annual and extraordinary General Meetings shall not resolve matters not stated in the notice.</p>
<p>Article 76 A notice of the General Meeting shall be dispatched to Shareholders (regardless of their voting rights at the General Meeting) by hand or by prepaid registered mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of A Shares, a notice of the General Meeting may be made by way of announcement.</p>	<p>Article 76 A notice of the General Meeting shall be dispatched to Shareholders (regardless of their voting rights at the General Meeting) by hand or by prepaid registered mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of A Shares, a notice of the General Meeting may be made by way of announcement.</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>The announcement referred in the preceding paragraph shall be published <u>within a period of forty-five (45) to fifty (50) days prior to the date of the General Meeting</u> in one or more newspapers and journals designated by securities governing authorities of the State Council. Once an announcement is made, all holders of the A Shares are deemed to have received the relevant notice of the General Meeting.</p>	<p>The announcement referred in the preceding paragraph shall be published in one or more newspapers and journals designated by securities governing authorities of the State Council. Once an announcement is made, all holders of the A Shares are deemed to have received the relevant notice of the General Meeting.</p>
<p>Article 123 Written notice of a Class Shareholders' General Meeting convened by the Company shall be dispatched <u>forty-five (45) days</u> prior to the date of the Class Shareholders' General Meeting to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty (20) days prior to the date of the meeting. If the number of voting Shares at such meeting held by Shareholders who intend to attend such meeting reaches not less than one-half of the total number of voting Shares at such meeting, the Company may hold such Class Shareholders' General Meeting; if this cannot be attained, the Company shall further notify the Shareholders by way of announcement within five (5) days thereof specifying the matters to be considered and the date and place of the meeting. After such announcement has been given, the Company may then hold the Class Shareholders' General Meeting.</u></p>	<p>Article 123 Written notice of a Class Shareholders' General Meeting convened by the Company shall be dispatched <u>twenty (20) working days prior to the date of the Annual General Meeting, ten (10) working days or fifteen (15) days (whichever is earlier) prior to the date of the extraordinary General Meeting</u> to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>Article 127 Directors shall be elected at the General Meeting. The term of office of the Directors shall be three (3) years. Upon expiration of the current term of office, a Director shall be eligible to offer himself/herself for re-election and reappointment. <u>Prior to the expiration of their terms of office, Directors may not be dismissed from office without cause by the General Meeting.</u></p> <p>.....</p>	<p>Article 127 Directors shall be elected at the General Meeting. The term of office of the Directors shall be three (3) years. <u>Prior to the expiration of their terms of office, Directors may be dismissed from office by the General Meeting.</u> Upon expiration of the current term of office, a Director shall be eligible to offer himself/herself for re-election and reappointment.</p> <p>.....</p>
<p>Article 135 The Board shall report to the General Meeting and exercises the following powers:</p> <p>.....</p> <p>(11) upon the nomination of the president, appoint or dismiss the vice president(s), the chief financial officer (the “CFO”), <u>the chief technology officer, the chief sales officer, the chief marketing and strategy officer and the chief human resources officer</u> of the Company, and decide their remunerations, incentives and punishments;</p> <p>.....</p>	<p>Article 135 The Board shall report to the General Meeting and exercises the following powers:</p> <p>.....</p> <p>(11) upon the nomination of the president, appoint or dismiss the <u>senior vice president(s)</u>, vice president(s) <u>and</u> the chief financial officer (the “CFO”), and decide their remunerations, incentives and punishments;</p> <p>.....</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p data-bbox="240 278 775 427"><u>Article 149 The Board may, in light of its needs, set up an audit committee, a remuneration committee and other professional committees.</u></p>	<p data-bbox="798 278 1351 1200"><u>Article 149 The Board should set up the audit committee, nomination committee and remuneration committee, and in light of its needs, a strategy committee and relevant special committees. The special committees shall be responsible to the Board and shall perform their duties as stipulated in the Articles of Association and as authorized by the Board. Proposals shall be submitted to the Board for consideration and approval. All members of the special committees shall be Directors, of which the audit committee shall consist of non-executive Directors. Independent Directors shall account for the majority of members of the audit committee, the nomination committee and the remuneration committee, and shall serve as the chairmen. The chairman of the audit committee shall be an accounting professional. The Board shall be responsible in formulating the rules of procedures of the special committees to regulate their operation.</u></p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>Article 153 The Company shall have 1 (one) president, <u>3 (three) vice presidents</u> who shall assist the president in his/her work, 1 (one) CFO, <u>1 (one) chief technology officer, 1 (one) chief sales officer, 1 (one) chief marketing and strategy officer and 1 (one) chief human resources officer</u>. The president, the vice presidents, the CFO, <u>the chief technology officer, the chief sales officer, the chief marketing and strategy officer and the chief human resources officer</u> shall be appointed and dismissed by the Board.</p> <p>The term of office of the president and other senior management members shall be 3 years and they shall be eligible to offer themselves for reappointment.</p> <p>Persons holding positions at the Controlling Shareholder or <u>Actual Controller</u> of the Company (other than being a director) may not concurrently serve as the Company’s senior management members.</p>	<p>Article 153 The Company shall have 1 (one) president, <u>several senior vice president(s) and vice president(s)</u> who shall assist the president in his/her work, and 1 (one) CFO. The president, <u>the senior vice president(s),</u> vice president(s), and the CFO shall be appointed and dismissed by the Board.</p> <p>The term of office of the president and other senior management members shall be 3 years and they shall be eligible to offer themselves for reappointment.</p> <p>Persons holding <u>administrative</u> positions at the Controlling Shareholder of the Company (other than being a <u>director</u> or a <u>supervisor</u>) may not concurrently serve as the Company’s senior management members.</p>
<p>Article 154 The president of the Company shall be accountable to the Board and exercise the following powers:</p> <p>.....</p> <p>(7) to propose the appointment or dismissal of the Company’s <u>vice presidents,</u> the CFO, <u>the chief technology officer, the chief sales officer, the chief marketing and strategy officer and the chief human resources officer</u> to the Board;</p> <p>.....</p>	<p>Article 154 The president of the Company shall be accountable to the Board and exercise the following powers:</p> <p>.....</p> <p>(7) to propose the appointment or dismissal of the Company’s <u>senior vice president(s),</u> vice president(s) <u>and</u> the CFO to the Board;</p> <p>.....</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendment
<p>Article 237 In these Articles of Association, “senior management members” refer to the Company’s president, vice presidents, the CFO, the chief technology officer, the chief sales officer, the chief marketing and strategy officer, the chief human resources officer and Secretary to the Board and other personnel as prescribed by these Articles. “President”, “vice president” and “CFO” herein refer to “manager”, “deputy manager” and “financial controller” as defined in the Company Law.</p>	<p>Article 237 In these Articles of Association, “senior management members” refer to the Company’s president, senior vice president(s), vice president(s), the CFO, and Secretary to the Board and other personnel as prescribed by these Articles. “President”, “senior vice president” and “vice president”, and “CFO” herein refer to “manager”, “deputy manager” and “financial controller” as defined in the Company Law.</p>

Details of the proposed amendments to the procedural rules for the general meeting of the Company are set out below:

Existing articles	Articles after amendment
<p>Article 2 These Rules apply to the general meeting of the Company and shall be binding on the Company, all the shareholders, authorized proxies of the shareholders (hereinafter referred to as the “Proxy”), directors of the Company, supervisors of the Company, senior management personnel such as president, vice president, the chief financial officer, the secretary of the board of directors, and other relevant personnel present at the meeting.</p>	<p>Article 2 These Rules apply to the general meeting of the Company and shall be binding on the Company, all the shareholders, authorized proxies of the shareholders (hereinafter referred to as the “Proxy”), directors of the Company, supervisors of the Company, senior management personnel such as president, senior vice president(s), vice president(s), the chief financial officer, the secretary of the board of directors, and other relevant personnel present at the meeting.</p>
<p>Article 25 A written notice shall be issued 45 days prior to the general meeting, informing all the registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting.</p> <p>Unless otherwise required by the relevant laws, administrative regulations, the Listing Rules and the Articles of Association, the notice of a general meeting shall be delivered to the shareholders (whether or not such shareholder is entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of members of the Company. For Holders of A Shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published within a period of 45 to 50 days prior to the date of the meeting in one or more newspapers designated by the securities regulatory authorities of the State Council. Once an announcement is made, all Holders of A Shares shall be deemed to have received the relevant notice of the general meeting.</p> <p>.....</p>	<p>Article 25 A twenty working days’ prior written notice for convening the Annual General Meeting and a ten working days’ or fifteen (15) days’ (whichever is earlier) prior written notice for convening the extraordinary General Meeting shall be given to notify all the registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting.</p> <p>The period and means of notice for convening class shares meetings by the Company shall be subject to the requirements of Article 123 of the Articles of Association.</p> <p>Unless otherwise required by the relevant laws, administrative regulations, the Listing Rules and the Articles of Association, the notice of a general meeting shall be delivered to the shareholders (whether or not such shareholder is entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of members of the Company. For Holders of A Shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once an announcement is made, all Holders of A Shares shall be deemed to have received the relevant notice of the general meeting.</p> <p>.....</p>

Existing articles	Articles after amendment
<p data-bbox="240 278 775 463"><u>Article 35 Shareholders who intend to attend the meeting shall deliver to the Company their written replies concerning their attendance 20 days prior to the date of the meeting.</u></p> <p data-bbox="240 512 775 1278"><u>The Company shall, based on the written replies it received 20 days before the date of the general meeting from the shareholders, calculate the number of shares carrying voting rights represented by shareholders who intend to attend the meeting. If the number of shares carrying voting rights represented by the shareholders who intend to attend the meeting reaches a half or more of the Company's total number of the shares carrying voting rights, the Company may hold the general meeting. If not, the Company shall, within five days, notify the shareholders again by public announcement of the matters to be reviewed, and the venue and the date of the meeting. The Company may then hold the general meeting after publication of such notice.</u></p> <p data-bbox="240 1327 775 1393">Matters not listed in the notice shall not be resolved at the general meetings.</p>	<p data-bbox="798 278 1355 344">Article 35 Matters not listed in the notice shall not be resolved at the general meetings.</p>

Existing articles	Articles after amendment
<p>Article 44 The board of directors of the Company shall take necessary measures to ensure the seriousness and the normal order of the general meeting. The Company is entitled to reject the attendance by any other persons except shareholders (or Proxies), directors, supervisors, the secretary of the board of directors, appointed legal advisors, the president, vice president, financial directors and other visitors invited by the board of directors, so as to safeguard the seriousness and the normal order of the general meeting. The board of directors shall take measures to stop and report to the relevant departments for investigation and prosecution in a timely manner any acts which disturb the general meeting, cause troubles, or infringe shareholders’ legitimate rights and interests.</p>	<p>Article 44 The board of directors of the Company shall take necessary measures to ensure the seriousness and the normal order of the general meeting. The Company is entitled to reject the attendance by any other persons except shareholders (or Proxies), directors, supervisors, the secretary of the board of directors, appointed legal advisors, the president, senior vice president(s), vice president(s), financial directors and other visitors invited by the board of directors, so as to safeguard the seriousness and the normal order of the general meeting. The board of directors shall take measures to stop and report to the relevant departments for investigation and prosecution in a timely manner any acts which disturb the general meeting, cause troubles, or infringe shareholders’ legitimate rights and interests.</p>
<p>Article 45 The location of the General Meetings shall be the domicile of the Company or other places specified in the notice of the General Meetings.</p> <p>A General Meeting will have a meeting venue and will take place in the form of an on-site meeting. <u>Provided that the legality and validity of the General Meeting are ensured, the Company shall utilize various methods and ways to facilitate Shareholders’ attendance of the General Meeting by providing for, on a priority basis, online voting platforms and similar modern information technologies, or other means.</u> A Shareholder shall be deemed to have attended the meeting if he participates in the meeting by means of such method. The online voting platform shall not apply to holders of H Shares.</p> <p>.....</p>	<p>Article 45 The location of the General Meetings shall be the domicile of the Company or other places specified in the notice of the General Meetings.</p> <p>A General Meeting will have a meeting venue and will take place in the form of an on-site meeting. <u>The Company shall also facilitate Shareholders’ attendance of the General Meeting by providing for the means of online voting.</u> A Shareholder shall be deemed to have attended the meeting if he participates in the meeting by means of such method. The online voting platform shall not apply to holders of H Shares.</p> <p>.....</p>

Details of the proposed amendments to the procedural rules for the Board meeting are set out below:

Existing articles	Articles after amendment
<p>Article 2 The Board shall be accountable to the general meeting and shall exercise the following powers:</p> <p>.....</p> <p>(11) upon the nomination of the president, appoint or dismiss the vice president(s), the chief financial officer (the “CFO”), <u>the chief technology officer, the chief sales officer, the chief marketing and strategy officer and the chief human resources officer</u> of the Company, and decide their remunerations, incentives and punishments;</p> <p>.....</p>	<p>Article 2 The Board shall be accountable to the general meeting and shall exercise the following powers:</p> <p>.....</p> <p>(11) upon the nomination of the president, appoint or dismiss <u>the senior vice president(s)</u>, the vice president(s) <u>and</u> chief financial officer (the “CFO”) of the Company, and decide their remunerations, incentives and punishments;</p> <p>.....</p>
<p>Article 8</p> <p>.....</p> <p>The appointment, removal and term of office of the directors shall be in compliance with the Articles of Association. A director <u>shall not be removed by the general meeting without any reason</u> prior to the expiry of his/her term of office. The term of office of a director shall commence on the date his/her appointment is approved by a resolution of the general meeting and end upon expiry of the term of the relevant session of the Board.</p> <p>.....</p>	<p>Article 8</p> <p>.....</p> <p>The appointment, removal and term of office of the directors shall be in compliance with the Articles of Association. A director <u>may be removed by the general meeting</u> prior to the expiry of his/her term of office. The term of office of a director shall commence on the date his/her appointment is approved by a resolution of the general meeting and end upon expiry of the term of the relevant session of the Board.</p> <p>.....</p>

Existing articles	Articles after amendment
<p data-bbox="240 278 775 346">Article 9 The Board shall have one chairman and one vice-chairman.</p> <p data-bbox="240 400 775 991"><u>Pursuant to the Articles of Association and the relevant resolutions and/or authorizations of the general meeting, the Board shall establish an audit committee, a nomination and remuneration committee and a strategy committee. These special committees shall, pursuant to the arrangement of the Board and as proposed by the chairman of the Board and the president, convene meetings from time to time to conduct research on specific issues and provide opinions and recommendations on these matters to the Board for its reference in connection with its decision-making.</u></p>	<p data-bbox="798 278 1348 346">Article 9 The Board shall have one chairman and one vice-chairman.</p> <p data-bbox="798 400 1348 1351"><u>The Board should set up the audit committee, nomination committee and remuneration committee, and in light of its needs, a strategy committee and relevant special committees. The special committees shall be responsible for the Board and shall perform their duties as stipulated in the Articles of Association and as authorized by the Board. Proposals shall be submitted to the Board for consideration and approval. All members of the special committees shall be directors, of which the audit committee shall be consist of non-executive directors. Independent Directors shall account for the majority of members of the audit committee, the nomination committee and the remuneration committee, and shall serve as the chairmen. The chairman of the audit committee shall be an accounting professional. The Board shall be responsible in formulating the rules of procedures of the special committees to regulate their operation.</u></p>

Details of the proposed amendments to the procedural rules for the Board of Supervisors meeting are set out below:

Existing articles	Articles after amendment
<p>Article 9 The Board of Supervisors shall exercise the following powers in accordance with the laws:</p> <p>.....</p> <p>(3) to supervise the conduct of Directors, president, vice-president(s) and other senior management members in performing their duties to the Company and to recommend the removal of Directors, president, vice-president(s) and other senior management members who violated any laws, administrative regulations, the Articles of Association or resolutions of General Meeting;</p> <p>(4) to demand rectification from a Director, president, vice-president(s) and any other senior management members when the acts of such persons are harmful to the Company’s interest;</p> <p>.....</p>	<p>Article 9 The Board of Supervisors shall exercise the following powers in accordance with the laws:</p> <p>.....</p> <p>(3) to supervise the conduct of Directors, president, senior vice-president(s), vice-president(s) and other senior management members in performing their duties to the Company and to recommend the removal of Directors, president, senior vice-president(s), vice-president(s) and other senior management members who violated any laws, administrative regulations, the Articles of Association or resolutions of General Meeting;</p> <p>(4) to demand rectification from a Director, president, senior vice-president(s), vice-president and any other senior management members when the acts of such persons are harmful to the Company’s interest;</p> <p>.....</p>

NOTICE OF EXTRAORDINARY GENERAL MEETING



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, January 17, 2020 at 1:30 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 RESOLUTIONS

1. To consider and approve the re-election or election and appointment of the following directors as directors for the third session of the board of directors of the Company:
 - 1.01. To consider and approve the re-election and appointment of Mr. Ma Jie as a non-executive director of the Company and to consider and approve Mr. Ma Jie’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
 - 1.02. To consider and approve the election and appointment of Mr. Guo Tao as a non-executive director of the Company and to consider and approve Mr. Guo Tao’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
 - 1.03. To consider and approve the re-election and appointment of Mr. Zhuang Dan as an executive director of the Company and to consider and approve Mr. Zhuang Dan’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
 - 1.04. To consider and approve the re-election and appointment of Mr. Philippe Claude Vanhille as a non-executive director of the Company and to consider and approve Mr. Philippe Claude Vanhille’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);
 - 1.05. To consider and approve the re-election and appointment of Mr. Pier Francesco Facchini as a non-executive director of the Company and to consider and approve Mr. Pier Francesco Facchini’s director’s fee of RMB380,000 per annum (after all taxes have been deducted);

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 1.06. To consider and approve the re-election and appointment of Mr. Frank Franciscus Dorjee as a non-executive director of the Company and to consider and approve Mr. Frank Franciscus Dorjee's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.07. To consider and approve the re-election and appointment of Mr. Xiong Xiangfeng as a non-executive director of the Company and to consider and approve Mr. Xiong Xiangfeng's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.08. To consider and approve the election and appointment of Ms. Lai Zhimin as a non-executive director of the Company and to consider and approve Ms. Lai Zhimin's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.09. To consider and approve the election and appointment of Mr. Bingsheng Teng as an independent non-executive director of the Company and to consider and approve Mr. Bingsheng Teng's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.10. To consider and approve the election and appointment of Mr. Liu Deming as an independent non-executive director of the Company and to consider and approve Mr. Liu Deming's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.11. To consider and approve the election and appointment of Mr. Song Wei as an independent non-executive director of the Company and to consider and approve Mr. Song Wei's director's fee of RMB380,000 per annum (after all taxes have been deducted);
- 1.12. To consider and approve the election and appointment of Dr. Wong Tin Yau, Kelvin as an independent non-executive director of the Company and to consider and approve Dr. Wong Tin Yau, Kelvin's director's fee of RMB380,000 per annum (after all taxes have been deducted);

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. To consider and approve the election and appointment of the following non-employee representative supervisors as the non-employee representative supervisors for the third session of the board of supervisors of the Company:
 - 2.01. To consider and approve the election and appointment of Mr. Li Ping as a non-employee representative supervisor of the Company and to consider and approve Mr. Li Ping's remuneration of RMB200,000 per annum (after all taxes have been deducted); and
 - 2.02. To consider and approve the election and appointment of Dr. Li Zhuo as a non-employee representative supervisor of the Company and to consider and approve Dr. Li Zhuo's remuneration of RMB200,000 per annum (after all taxes have been deducted).

SPECIAL RESOLUTIONS

3. To consider and approve the proposal in relation to the amendments to the Articles of Association;
4. To consider and approve the proposal in relation to the amendments to the procedural rules for the general meeting of the Company;
5. To consider and approve the proposal in relation to the amendments to the procedural rules for the Board meeting; and
6. To consider and approve the proposal in relation to the amendments to the procedural rules for the Board of Supervisors meeting.

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, December 2, 2019

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 December 2, 2019 (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.

(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, December 18, 2019 to Friday, January 17, 2020 (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 Wednesday, December 18, 2019 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, at or before 4:30 p.m. on Tuesday, December 17, 2019.

(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 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 1:30 p.m. on Thursday, January 16, 2020) 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

(4) 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, December 27, 2019. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Tel: (852) 2980 1333, Fax: (852) 2810 8185).

(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 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 1:30 p.m.. Registration for admission to the EGM will take place from 12:30 p.m. to 1:30 p.m..

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

NOTICE OF H SHARE CLASS MEETING



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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Share class meeting (the “**H Share Class Meeting**” or the “**Meeting**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (the “**Company**”) will be held on Friday, January 17, 2020 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:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal in relation to the amendments to the Articles of Association; and
2. To consider and approve the proposal in relation to the amendments to the procedural rules for the general meeting 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

Ma Jie

Chairman

Wuhan, PRC, December 2, 2019

* *For identification purpose only*

NOTICE OF H SHARE CLASS MEETING

Notes:

(1) Circular

Details of the above proposals and resolutions to be considered at the H Share Class Meeting are set out in the circular of the Company dated December 2, 2019 (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.

(2) Closure of register of members and eligibility for attending the H Share Class Meeting

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Wednesday, December 18, 2019 to Friday, January 17, 2020 (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 Wednesday, December 18, 2019 are entitled to attend the H Share Class Meeting. Holders of H Shares who wish to attend the H Share Class Meeting 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, at or before 4:30 p.m. on Tuesday, December 17, 2019.

(3) Proxy

Shareholders entitled to attend and vote at the H Share Class Meeting 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 H Share Class Meeting (i.e. not later than 2:30 p.m. on Thursday, January 16, 2020) 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 H Share Class Meeting 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

(4) Reply Slip

Holders of H Shares who intend to attend the H Share Class Meeting 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, December 27, 2019. The address of Tricor Investor Services Limited is Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Tel: (852) 2980 1333, Fax: (852) 2810 8185).

(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 H Share Class Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the H Share Class Meeting are responsible for their own transportation, catering and accommodation expenses. Shareholders or their proxies attending the H Share Class Meeting shall produce their identification documents.

The H Share Class Meeting starts at 2:30 p.m.. Registration for admission to the H Share Class Meeting 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.