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Smart Link Better Life.

Yangtze Optical Fibre and Cable Joint Stock Limited Company*

長飛光纖光纜股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6869)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM” or the “Meeting”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (the “Company”) will be held on Tuesday, June 16, 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 purposes of considering and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. **THAT** (i) the continuing connected transactions contemplated under the purchase framework agreement entered into between Prysmian S.p.A. and the Company on March 31, 2020, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, and the proposed annual caps be and are hereby generally and unconditionally approved and the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in his/her/their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions; and (ii) the continuing connected transactions contemplated under the sales framework agreement entered into between Prysmian S.p.A. and the Company on March 31, 2020, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B”, and the proposed annual caps be and are hereby generally and unconditionally approved and the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in his/her/their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions;

* *For identification purpose only*

2. **THAT** the continuing connected transactions contemplated under the supplemental framework agreement entered into between China Huaxin Post and Telecom Technologies Co., Ltd (中國華信郵電科技有限公司) and the Company on March 31, 2020, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “C”, and the proposed revised annual cap be and is hereby generally and unconditionally approved and the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in his/her/their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions;
3. **THAT** the continuing connected transactions contemplated under the supplemental framework agreement entered into between Nokia Shanghai Bell Co., Ltd (上海諾基亞貝爾股份有限公司) and the Company on March 31, 2020, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “D”, and the proposed revised annual cap be and is hereby generally and unconditionally approved and the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in his/her/their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions;
4. To approve the report of the Board for the year 2019;
5. To approve the report of the Board of Supervisors for the year 2019;
6. To approve the 2019 annual report of the Company;
7. To approve the final financial report for the year 2019;
8. To approve the proposed profit distribution plan for the year 2019;
9. To approve the re-appointment of KPMG Huazhen LLP as independent auditors of the Company for the year 2020; and
10. To approve the purchase of liability insurance for the Directors, Supervisors and senior management.

SPECIAL RESOLUTIONS

11. To consider and approve the proposal in relation to the proposed mandate for issue of debt financing instruments and relevant authorization;
12. To consider and approve the proposal in relation to the amendments to the Articles of Association;
13. To consider and approve the proposal in relation to the amendments to the procedural rules for the general meeting of the Company;
14. To consider and approve the proposal in relation to the amendments to the procedural rules for the Board meeting; and
15. 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, May 18, 2020

Notes:

(1) Circular

Details of the above proposals and resolutions to be considered at the AGM are set out in the circular of the Company dated May 18, 2020 (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 AGM

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Thursday, June 11, 2020 to Tuesday, June 16, 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 Thursday, June 11, 2020 are entitled to attend the AGM. Holders of H Shares who wish to attend the AGM 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 Wednesday, June 10, 2020.

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

To ascertain the entitlement to the proposed dividend, holders of H Shares are advised that the register of members will be closed from Saturday, June 20, 2020 to Friday, June 26, 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 Friday, June 26, 2020 are entitled to the proposed dividend of the Company (subject to approval of the Shareholders). In order to qualify for the proposed dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Friday, June 19, 2020.

(4) Proxy

Shareholders entitled to attend and vote at the AGM 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 AGM (i.e. not later than 1:30 p.m. on Monday, June 15, 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 AGM 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.

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

The AGM starts at 1:30 p.m. Registration for admission to the AGM 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.

As at the date of this notice, the Board comprises Zhuang Dan as executive director; Ma Jie, Philippe Claude Vanhille, Guo Tao, Pier Francesco Facchini, Frank Franciscus Dorjee, Xiong Xiangfeng and Lai Zhimin, as non-executive directors; Bingsheng Teng, Liu Deming, Song Wei and Wong Tin Yau, Kelvin, as independent non-executive directors.