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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)

**I. POLL RESULTS OF ANNUAL GENERAL MEETING FOR
THE YEAR 2019 HELD ON TUESDAY, JUNE 16, 2020**

AND

II. DISTRIBUTION OF DIVIDEND

Reference is made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company* 長飛光纖光纜股份有限公司 (the “**Company**”) dated May 18, 2020 in relation to the annual general meeting (the “**AGM**”). Unless otherwise indicated, the capitalised terms used in this announcement shall have the same meaning as those defined in the Notice and the Circular.

I. POLL RESULTS OF THE AGM

The AGM was held at 1:30 p.m. on Tuesday, June 16, 2020 at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC. Voting at the AGM was conducted by a combination of online voting and on-site voting. Pursuant to the relevant PRC laws and regulations, the A Shareholders were entitled to vote at the AGM in person, by proxy, or via online network for the relevant resolutions. The time of online voting for the resolutions proposed at the AGM for the A Shareholders on June 16, 2020 was set out in the notice of the AGM to the A Shareholders dated May 18, 2020 published by the Company on the website of Shanghai Stock Exchange separately.

As at the date of the AGM, the total number of Shares entitling the Shareholders to attend and vote at the AGM was 757,905,108 Shares. As stated in the Circular, (i) Draka, being a substantial Shareholder, and its associates were required to abstain from voting on the ordinary resolutions to approve the sale and purchase transactions with the Prysmian Group as respectively contemplated under the 2020-2022 Prysmian Sales Framework Agreement and the 2020-2022 Prysmian Purchase Framework Agreement and the respective proposed annual caps at the AGM; and (ii) China Huaxin, being a substantial Shareholder, and its associates were required to abstain from voting on the ordinary resolutions to approve the sales transactions with China Huaxin Group as contemplated under the Supplemental China Huaxin Framework Agreement and the proposed revised annual cap applicable thereto and the purchase transactions with Nokia Shanghai Group as contemplated under the Supplemental Nokia Shanghai Purchase Framework Agreement and the revised annual cap applicable thereto at the AGM. As at the date of the AGM, (i) Draka held 179,827,794 H Shares, representing approximately 23.73% of the total issued share capital of the Company; and (ii) China Huaxin held 179,827,794 A Shares, representing approximately 23.73% of the total issued share capital of the Company. Draka and its associates did not vote on the ordinary resolution numbered 1 at the AGM. China Huaxin and its associates did not vote on the ordinary resolutions numbered 2 and 3 at the AGM. Accordingly, there were a total of 578,077,314 Shares entitling the independent Shareholders to attend and vote for or against the ordinary resolutions numbered 1 to 3 at the AGM.

No Shareholders were required under the Listing Rules to abstain from voting on the ordinary resolutions numbered 4 to 10 and the special resolutions numbered 11 to 15 at the AGM. Accordingly, there were a total of 757,905,108 Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions numbered 4 to 10 and the special resolutions numbered 11 to 15 at the AGM.

Save as aforesaid, (i) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules; (ii) no Shareholder was required to abstain from voting on any resolution proposed at the AGM; and (iii) no Shareholders have stated in the Circular their intention to vote against or to abstain from voting on the resolutions at the AGM.

A total of 10 Shareholders and authorized proxies holding 522,598,660 Shares, which include 323,711,945 A Shares and 198,886,715 H Shares and represent 68.95% of the total number of the issued Shares of the Company entitling the Shareholders to attend and vote at the AGM, were present at the AGM.

The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association (the “**Articles**”) of the Company. The AGM was chaired by Mr. Ma Jie, the Chairman of the Company.

The poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS			FOR		AGAINST		ABSTAIN	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
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.”	A Shares	323,711,945	100	0	0	0	0
		H Shares	19,058,921	100	0	0	0	0
		Total	342,770,866	100	0	0	0	0

ORDINARY RESOLUTIONS			FOR		AGAINST		ABSTAIN	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
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.”	A Shares	143,884,151	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	342,770,866	100	0	0	0	0
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.”	A Shares	143,884,151	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	342,770,866	100	0	0	0	0
4.	To approve the report of the Board for the year 2019.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0

ORDINARY RESOLUTIONS			FOR		AGAINST		ABSTAIN	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
5.	To approve the report of the Board of Supervisors for the year 2019.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
6.	To approve the 2019 annual report of the Company.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
7.	To approve the final financial report for the year 2019.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
8.	To approve the proposed profit distribution plan for the year 2019.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
9.	To approve the re-appointment of KPMG Huazhen LLP as independent auditors of the Company for the year 2020.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
10.	To approve the purchase of liability insurance for the Directors, Supervisors and senior management.	A Shares	323,709,645	99.9992	2,300	0.0008	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,596,360	99.9996	2,300	0.0004	0	0
SPECIAL RESOLUTIONS								
11.	To consider and approve the proposal in relation to the proposed mandate for issue of debt financing instruments and relevant authorization.	A Shares	323,709,645	99.9992	2,300	0.0008	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,596,360	99.9996	2,300	0.0004	0	0
12.	To consider and approve the proposal in relation to the amendments to the Articles of Association.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
13.	To consider and approve the proposal in relation to the amendments to the procedural rules for the general meeting of the Company.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
14.	To consider and approve the proposal in relation to the amendments to the procedural rules for the Board meeting.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0
15.	To consider and approve the proposal in relation to the amendments to the procedural rules for the Board of Supervisors meeting.	A Shares	323,711,945	100	0	0	0	0
		H Shares	198,886,715	100	0	0	0	0
		Total	522,598,660	100	0	0	0	0

As more than half of the total voting rights represented by the Shareholders present at the AGM were cast in favour of the above ordinary resolutions numbered 1 to 10, such resolutions were duly passed as ordinary resolutions. As not less than two-thirds of the total voting rights represented by the Shareholders present at the AGM were cast in favour of special resolutions numbered 11 to 15, such resolutions were duly passed as special resolutions.

All resolutions proposed at the AGM were taken by poll. The Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the AGM, while two representatives from the Shareholders and one Supervisor of the Company scrutinized the voting. Two lawyers of Commerce & Finance Law Offices, the PRC legal advisers to the Company, witnessed the AGM and were of the opinion that the convening and holding procedures of the AGM were in compliance with the requirements of the relevant laws, the administrative regulations, the Articles of the Company and the procedural rules, and that the qualifications of the attendees at the AGM and the person who convened the AGM, the voting procedures and the voting results of the AGM were lawful and valid.

II. DISTRIBUTION OF DIVIDEND

The resolution approving the profit distribution plan was passed at the AGM. The Company will distribute a dividend of RMB3.18 per 10 Shares (inclusive of tax), with the total dividends amounting to approximately RMB241,013,824 (inclusive of tax). The expected payment date is on or before August 31, 2020 and the dividend will be paid to Shareholders whose names appear on the H Share register of members of the Company on June 26, 2020.

The dividend for holders of A Shares, including holders of A Shares through the Northbound Trading Link of the Shanghai-Hong Kong Stock Connect (hereinafter referred to as the "**Northbound Shareholders**") and holders of H Shares through the Southbound Trading Link (including Shanghai and Shenzhen markets, hereinafter referred to as the "**Southbound Shareholders**") will be declared and paid in RMB.

Dividends to holders of H Shares, except the Southbound Shareholders, are paid in Hong Kong dollars. The actual amount in Hong Kong dollars is calculated as per the average exchange rate for converting RMB against Hong Kong dollars published by the People's Bank of China during the five business days prior to the AGM (i.e. RMB0.9130 against HK\$1.00). Accordingly, the dividend is HK\$3.48 per 10 H Shares (inclusive of tax).

With respect to the Southbound Shareholders, according to the relevant requirements of China Securities Depository and Clearing Corporation Limited, China Securities Depository and Clearing Corporation Limited ("**CSDC**") Shanghai Branch and Shenzhen Branch shall receive cash dividends distributed by the Company as the nominee of the Southbound Shareholders for Shanghai market and Shenzhen market, respectively and distribute such cash dividends to the relevant Southbound Shareholders through its depository and clearing system.

Information on tax reduction and exemption for holders of H Shares

In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on January 1, 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from January 1, 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Guo Shui Fa [2015] No. 60) (《國家稅務總局關於發佈〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》(國稅發[2015]60號)) (the “**Tax Treaties Notice**”), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號檔廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H Shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H Shares in the distribution of the dividend accordingly.

For Northbound Shareholders, with regard to the dividends obtained by the investors (including enterprises and individuals) from investment in the A Shares of the Company listed on Shanghai Stock Exchange through the Hong Kong Stock Exchange, the Company will withhold income tax at the rate of 10%, and file tax withholding returns with the competent tax authority. Where there is any tax resident of a foreign country out of the investors through the Northbound Trading Link and the rate of income tax on dividends is less than 10%, as provided for in the tax treaty between the country and the PRC, the enterprise or individual may personally, or entrust a withholding agent to, file an application for the tax treatment under the tax treaty with the competent tax authority of the Company. Upon review, the competent tax authority will refund tax based on the difference between the amount of tax having been collected and the amount of tax payable calculated at the tax rate as set out in the tax treaty.

For Southbound Shareholders, in accordance with the Notice of Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), effective from November 17, 2014, and the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), effective from December 5, 2016, with regard to the dividends obtained by individual mainland investors from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their individual income tax at the rate of 20% in accordance with the register of individual mainland investors provided by CSDC. As to the withholding tax having been paid abroad, an individual investor may file an application for tax credit with the competent tax authority of CSDC with an effective credit document. With respect to the dividends obtained by mainland securities investment funds from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their income tax with reference to the provisions concerning the collection of tax on individual investors. The Company will not withhold income tax on dividends obtained by mainland enterprise investors, and mainland enterprise investors shall file their income tax returns and pay tax themselves instead.

Holders of H Shares are advised to consult their own tax advisers about the tax effect in China, Hong Kong and/or other countries (regions) in respect of owning and disposing of H Shares if they are in any doubt as to the above arrangements.

The Company has appointed Bank of Communications Trustee Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay the declared dividend to the Receiving Agent for payment to holders of H Shares. It is expected that the Receiving Agent will pay the dividend to holders of H Shares on or before August 31, 2020.

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, June 16, 2020

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.

* For identification purposes only