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**Yangtze Optical Fibre and Cable Joint Stock Limited Company\***

**長飛光纖光纜股份有限公司**

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

**(Stock Code: 6869)**

**PROPOSED RE-ELECTION OR ELECTION AND  
APPOINTMENT OF DIRECTORS  
AND  
PROPOSED RE-ELECTION AND APPOINTMENT OF  
INDEPENDENT SUPERVISORS**

**PROPOSED RE-ELECTION OR ELECTION AND APPOINTMENT OF  
DIRECTORS**

Reference is made to the Prospectus in relation to the appointments of Directors and their respective terms of office. As disclosed in the Prospectus, Mr. Wen Huiguo and Mr. Frank Franciscus Dorjee, being our executive Directors, and Mr. Ma Jie, Mr. Philippe Claude Vanhille, Mr. Yeung Kwok Ki Anthony, Mr. Xiong Xiangfeng and Ms. Zheng Huili, being our non-executive Directors, were each appointed to the Board on December 19, 2013; while Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo, being our independent non-executive Directors, were each appointed to the Board on September 24, 2014. Reference is also made to the circular of the Company dated May 15, 2015 and the poll results announcement of the Company dated June 9, 2015, in relation to, among other things, the appointment of Mr. Yao Jingming as a non-executive Director. The term of office of Mr. Yao Jingming was effective from the date on which the resolution on his appointment was approved by the Shareholders, being June 9, 2015, until the expiry of the term of the first session of the Board.

\* For identification purposes only

The terms of office of Mr. Wen Huiguo, Mr. Frank Franciscus Dorjee, Mr. Ma Jie, Mr. Yao Jingming, Mr. Philippe Claude Vanhille, Mr. Yeung Kwok Ki Anthony, Mr. Xiong Xiangfeng, Ms. Zheng Huili, Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo, being the Directors of the first session of the Board, have expired on December 18, 2016. In accordance with the relevant PRC laws and administrative regulations, Mr. Wen Huiguo, Mr. Frank Franciscus Dorjee, Mr. Ma Jie, Mr. Yao Jingming, Mr. Philippe Claude Vanhille, Mr. Yeung Kwok Ki Anthony, Mr. Xiong Xiangfeng, Ms. Zheng Huili, Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo, have been performing, and will continue to perform their duties until the date on which the proposed re-election or election and appointment of Directors are approved by the Shareholders, despite the expiry of their respective terms of office.

The Board announces that, at the meetings of the Nomination and Remuneration Committee and the Board held on January 6, 2017, it was resolved that (i) Mr. Frank Franciscus Dorjee be nominated as a candidate for re-election and appointment as an executive Director; (ii) each of Mr. Ma Jie, Mr. Yao Jingming, Mr. Philippe Claude Vanhille, Mr. Xiong Xiangfeng and Ms. Zheng Huili be nominated as a candidate for re-election and appointment as a non-executive Director, respectively; (iii) each of Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo be nominated as a candidate for re-election and appointment as an independent non-executive Director, respectively; (iv) Mr. Zhuang Dan be nominated as a candidate for the post of executive Director; and (v) Mr. Pier Francesco Facchini be nominated as a candidate for the post of non-executive Director, to constitute the second session of the Board and such appointments be put forward to the Shareholders at the Extraordinary General Meeting for consideration and approval. Pursuant to the relevant laws, regulations and the Articles, ordinary resolutions will be proposed at the Extraordinary General Meeting to approve the re-election and appointment of existing Directors and appointment of new Directors. The terms of office of all Directors of the second session of the Board will be three years effective from the date of the passing of the relevant resolutions at the Extraordinary General Meeting.

Mr. Wen Huiguo and Mr. Yeung Kwok Ki Anthony will retire upon the passing of the resolutions to approve the re-election and appointment of existing Directors and appointment of new Directors at the Extraordinary General Meeting. Each of them has confirmed that there is no disagreement with the Board and there is no matter relating to their retirement that needs to be brought to the attention of the Shareholders.

## **PROPOSED RE-ELECTION OR ELECTION AND APPOINTMENT OF INDEPENDENT SUPERVISORS**

Reference is made to the announcements of the Company dated March 27, 2015, March 31, 2015 and June 9, 2015, and the circular of the Company dated April 24, 2015 in relation to, among other things, the election of Mr. Liu Deming and Ms. Li Chang'ai as independent Supervisors. The term of office of each of Mr. Liu Deming and Ms. Li Chang'ai was effective from the date on which the relevant resolution on his or her appointment was approved by the Shareholders, being June 9, 2015, until the expiry of the term of the first session of the Board of Supervisors, being December 18, 2016.

Accordingly, the terms of office of Mr. Liu Deming and Ms. Li Chang'ai have expired on December 18, 2016. In accordance with the relevant PRC laws and administrative regulations, Mr. Liu Deming and Ms. Li Chang'ai have been performing, and will continue to perform their duties until the date on which the proposed re-election and appointment of independent Supervisors are approved by the Shareholders, despite the expiry of their terms of office. The Board announces that, Mr. Liu Deming and Ms. Li Chang'ai has each been nominated as a candidate for re-election and appointment as an independent Supervisor by the Board of Supervisors. Pursuant to the relevant laws, regulations and the Articles, ordinary resolutions will be proposed at the Extraordinary General Meeting to approve the re-election and appointment of Mr. Liu Deming and Ms. Li Chang'ai. The terms of office of Mr. Liu Deming and Ms. Li Chang'ai will each be three years effective from the date of the passing of the relevant resolutions at the Extraordinary General Meeting.

## **EXTRAORDINARY GENERAL MEETING**

The Company will seek approval for the proposed re-election or election and appointment of Directors and the proposed re-election and appointment of independent Supervisors.

A supplemental circular containing further information on the proposed re-election or election and appointment of Directors and the proposed re-election and appointment of independent Supervisors, together with a supplemental notice of the Extraordinary General Meeting, are expected to be dispatched to the Shareholders as soon as practicable.

## **1. PROPOSED RE-ELECTION OR ELECTION AND APPOINTMENT OF DIRECTORS**

Reference is made to the Prospectus in relation to the appointments of Directors and their respective terms of office. As disclosed in the Prospectus, Mr. Wen Huiguo and Mr. Frank Franciscus Dorjee, being our executive Directors, and Mr. Ma Jie, Mr. Philippe Claude Vanhille, Mr. Yeung Kwok Ki Anthony, Mr. Xiong Xiangfeng and Ms. Zheng Huili, being our non-executive Directors, were each appointed to the Board on December 19, 2013; while Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo, being our independent non-executive Directors, were each appointed to the Board on September 24, 2014. Reference is also made to the circular of the Company dated May 15, 2015 and the poll results announcement of the Company dated June 9, 2015, in relation to, among other things, the appointment of Mr. Yao Jingming as a non-executive Director. The term of office of Mr. Yao Jingming was effective from the date on which the resolution on his appointment was approved by the Shareholders, being June 9, 2015, until the expiry of the term of the first session of the Board.

The terms of office of Mr. Wen Huiguo, Mr. Frank Franciscus Dorjee, Mr. Ma Jie, Mr. Yao Jingming, Mr. Philippe Claude Vanhille, Mr. Yeung Kwok Ki Anthony, Mr. Xiong Xiangfeng, Ms. Zheng Huili, Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo, being the Directors of the first session of the Board, have expired on December 18, 2016. In accordance with the relevant PRC laws and administrative regulations, Mr. Wen Huiguo, Mr. Frank Franciscus Dorjee, Mr. Ma Jie, Mr. Yao Jingming, Mr. Philippe Claude Vanhille, Mr. Yeung Kwok Ki Anthony, Mr. Xiong Xiangfeng, Ms. Zheng Huili, Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo, have been performing, and will continue to perform their duties until the date on which the proposed re-election or election and appointment of Directors are approved by the Shareholders, despite the expiry of their respective terms of office.

The Board announces that, at the meetings of the Nomination and Remuneration Committee and the Board held on January 6, 2017, it was resolved that (i) Mr. Frank Franciscus Dorjee be nominated as a candidate for re-election and appointment as an executive Director; (ii) each of Mr. Ma Jie, Mr. Yao Jingming, Mr. Philippe Claude Vanhille, Mr. Xiong Xiangfeng and Ms. Zheng Huili be nominated as a candidate for re-election and appointment as a non-executive Director, respectively; (iii) each of Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo be nominated as a candidate for re-election and appointment as an independent non-executive Director, respectively; (iv) Mr. Zhuang Dan be nominated as a candidate for the post of executive Director; and (v) Mr. Pier Francesco Facchini be nominated as a candidate for the post of non-executive Director, to constitute the second session of the Board and such

appointments be put forward to the Shareholders at the Extraordinary General Meeting for consideration and approval. Pursuant to the relevant laws, regulations and the Articles, ordinary resolutions will be proposed at the Extraordinary General Meeting to approve the re-election and appointment of existing Directors and appointment of new Directors. The terms of office of all Directors of the second session of the Board will be three years effective from the date of the passing of the relevant resolutions at the Extraordinary General Meeting.

Mr. Wen Huiguo and Mr. Yeung Kwok Ki Anthony will retire upon the passing of the resolutions to approve the re-election and appointment of existing Directors and appointment of new Directors at the Extraordinary General Meeting. Each of them has confirmed that there is no disagreement with the Board and there is no matter relating to their retirement that needs 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 Extraordinary General Meeting are set out below:

#### **Candidates for the position of executive Director**

**Mr. Frank Franciscus Dorjee (范•德意)**, age 56, has been an executive Director since December 19, 2013. He has also been the Vice-Chairman of the Board during the first session of the Board and is a member of the Nomination and Remuneration Committee of the Company. He is primarily responsible for overall management of the Company's investment strategies and business development. He joined the board of directors of YOFC as a director on January 24, 2011. Mr. 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 also 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 also been a member and the chairman of the audit committee of Koole BV (Zaandam, the Netherlands), an international storage company providing logistic solutions. Prior to these positions, Mr. 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 primarily responsible for overall financial affairs 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, where he was primarily responsible for overall financial affairs. 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, where he was primarily responsible for overall financial affairs. Mr. Dorjee also served as the chief strategic officer primarily responsible for corporate development affairs 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. Dorjee studied at the University of Amsterdam from September 1979 until March 1986 and obtained a bachelor's degree in economics and law in July 1984, 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 date of this announcement, Mr. Dorjee is interested in 500,000 H Shares, representing approximately 0.07% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

**Mr. Zhuang Dan (莊丹)**, age 46, has been the General Manager 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 has more than 18 years of experience in the optical fibre and cable industry. He joined the Company in March 1998 and served as the manager assistant of the finance department primarily responsible for financial management from March 1998 to April 2000, the manager of the finance department primarily responsible for financial management and providing comprehensive management and strategic decisions to the Company from April 2000 to November 2001, and the chief financial officer primarily responsible for overseeing the overall financial and accounting related matters from November 2001 to September 2011, consecutively. Mr. Zhuang 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 12th session of the People's Congress of Hubei Province and a member of the 12th session of the Financial and Economic Committee of the People's Congress of Hubei Province. He has received special government allowance awarded by the State Council of the PRC.

As at the date of this announcement, Mr. Zhuang holds 2,350,000 Domestic Shares LP Units. Pursuant to the ESOP, each Domestic Shares LP Units corresponds to one Domestic Share, therefore Mr. Zhuang is interested in 2,350,000 Domestic Shares, representing approximately 0.34% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

### **Candidates for the position of non-executive Director**

**Mr. Ma Jie (馬杰)**, age 45, has been a non-executive Director since December 19, 2013. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He joined the board of directors of YOFC as a director on August 12, 2011. Mr. Ma has been serving as the vice chairman of the management committee and the executive deputy general manager primarily responsible for overall business operation and management of China Huaxin, one of the substantial shareholders of the Company, since June 2011 and since January 2013, respectively. He has also held positions in several subsidiaries of China Huaxin, including serving as a non-executive director of Alcatel-Lucent Shanghai Bell Co., Ltd. (上海貝爾股份有限公司) since November 2012, a director of Alcatel-Lucent Shanghai Bell Software Co., Ltd (上海貝爾軟件有限公司) since November 2012, a member of the Advisory Council of RFS Radio Frequency Systems Holdings Ltd. (安弗施無線射頻系統控股有限公司) since November 2012, a director since November 2012 and currently the chairman of Unihub China Information Technology Co., Ltd (中盈優創資訊科技有限公司), the chairman of Shanghai Huaxin Network Ltd (上海華信富欣網絡科技有限公司) (currently known as Shanghai Huaxin Infotech Ltd (上海華信長安網絡科技有限公司)) since April 2014, a director of Alcatel-Lucent Enterprise Holding since October 2014, and a director of Huaxin Capital Investment Management Ltd (華信長安資本投資管理有限公司) since February 2016.

Prior to the current positions, Mr. Ma held several management level positions in Alcatel-Lucent Shanghai Bell Co., Ltd. from July 1998 to June 2011, including serving as the consultant of strategic consulting and investment development primarily responsible for providing strategic and investment advices to the chairman from July 1998 to December 1999, the director of human resources primarily responsible for overseeing the human resources related matters from January 2000 to June 2002, the vice-president primarily responsible for overall management of human resources from July 2002 to August 2006, and the executive vice-president primarily responsible for overall management of human resources from September 2006 to June 2011. Mr. Ma also held positions in several other subsidiaries of China Huaxin, including serving as a director of China Credit Information Technology Company Limited (中信國檢信息技術有限公司) from August 2011 to September 2014, and 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 March 2003 to September 2014. Mr. Ma graduated from Nankai University (南開大學) with a bachelor's degree in economics and a doctorate in economics in July 1993 and July 1998, respectively. He also obtained an executive master of business administration from a joint program of Washington University in Saint Louis and Fudan University (復旦大學) in March 2005.

**Mr. Yao Jingming (姚井明)**, age 52, has been a non-executive Director since June 9, 2015. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He was appointed as a supervisor of the Company on December 19, 2013 and had been responsible for supervising the performance of duties by the directors and senior management at the Company until June 9, 2015. Mr. Yao has over 30 years of management experience in the communications industry. Mr. Yao has been concurrently serving as the deputy general manager of China Huaxin, one of the substantial shareholders of the Company, where he is in charge of technology, strategy and international mergers and acquisitions since February 2013. He also holds positions in two subsidiaries of China Huaxin, including serving 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) since December 2012 and the general manager and a director of Shanghai Sincere Technology Co., Ltd. (上海信輝科技有限公司) since July 2013.

Prior to the current positions, from July 1986 to January 2013, Mr. Yao held various positions in Alcatel-Lucent Shanghai Bell Co., Ltd., a subsidiary of China Huaxin, including consecutively serving as a software engineer, the software development manager, the manager of technology development department and the manager of customer service department from July 1986 to September 2000, the general manager of the switching network division primarily responsible for marketing, products management and research and development from October 2000 to June 2002, the vice president of the company primarily responsible for operation and daily management of the voice network division from July 2002 to December 2003, the executive vice president of the company from January 2004 to January 2013, during which period, he was in charge of the management and operation of the fixed communication network group, the cable network group and the communications network group from January 2004 to January 2009, in charge of solutions provision and marketing from January 2009 to March 2010, in charge of quality control and reform from April 2010 to February 2011, and in charge of international business from February 2011 to January 2013. Mr. Yao obtained his bachelor's degree in computer science from Shanghai Jiaotong University (上海交通大學) in June 1986, an executive master of business administration from China Europe International Business School (中歐國際工商學院) in April 2001, and a doctorate in business administration from the Hong Kong Polytechnic University in October 2008.



As at the date of this announcement, Mr. Yao holds 500,000 Domestic Shares LP Units. Pursuant to the ESOP, each Domestic Shares LP Units corresponds to one Domestic Share, therefore Mr. Yao is interested in 500,000 Domestic Shares, representing approximately 0.07% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

**Mr. Philippe Claude Vanhille** (菲利普•范希爾), age 52, has been a non-executive Director since December 19, 2013. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He joined the board of directors of YOFC as a director on May 23, 2013. Mr. 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. 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), including serving as a non-executive director of Draka Comteq Fibre B.V. since January 2013, a member of the Comité de Controle of Draka Comteq France S.A.S. since June 2013, a non-executive director of Draka Comteq Iberica S.L.U. since June 2013, the chairman of the board of directors of Fibre Ottiche Sud S.r.l. since April 2012 and a non-executive director of Prysmian Cables and Systems USA LLC since June 2013. He has also served as a non-executive director of Precision Fibre Optics Ltd., a joint venture owned as to 50% by the Prysmian Group, since June 2013.

Prior to the current positions, Mr. 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 SDGI) 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. 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**, age 49, is a new candidate of the post of non-executive Director. He 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 the holding company of 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. Facchini also holds a number of positions in the subsidiaries of Prysmian S.p.A.. He is currently the president of the Comité de Controle of Draka Comteq France S.A.S., and holds the same position at Prysmian Cables et Systemes France S.A.S.. He is the chairman of the Board of Commissioners in P.T. Prysmian Cables Indonesia. Mr. Facchini is also a member of the board of directors in several subsidiaries of Prysmian S.p.A., including Prysmian Spain S.A.U., Prysmian Cavi e Sistemi S.r.l., and Prysmian Treasury S.r.l..

Mr. Facchini has over 25 years of working experience in the management of financial matters for companies in various industries. From September 1991 to April 1995, Mr. Facchini worked in Nestlé Italiana S.p.A., a subsidiary of the food and beverage multinational, where he held different posts including assistant to the finance & administration director, deputy treasurer and internal auditor. From May 1995 to April 2001, Mr. Facchini worked for Panalpina Group, a multinational company operating in the transportation and freight forwarding industry. Mr. Facchini first served as the finance director of Panalpina Trasporti Mondiali S.p.A. from May 1995 to April 1996, and then as the finance director of Panalpina Korea Ltd. from May 1996 to December 1997. In the Panalpina Group, he also held the position of regional controller for the APAC region, based in Singapore, from September 1998 to April 2001. In May 2001, Mr. Facchini was appointed as the finance & control director of the Financial and Consumer Services Business Unit in Fiat Auto S.p.A., an automobile manufacturer, where he worked until April 2003. From May 2003 to December 2006, Mr. Facchini acted as the chief financial officer at Benetton Group, a fashion and apparel company, where he had the ultimate responsibility for the group's financial and legal matters. Mr. Facchini obtained a doctoral degree in business administration from Università Bocconi, Milan, Italy, in March 1991. He was granted the professional qualification as a certified chartered accountant by the Ministry of University, Research and Development in Italy in 1994.

**Mr. Xiong Xiangfeng (熊向峰)**, age 52, has been a non-executive Director since December 19, 2013. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He joined the board of directors of YOFC as a director on August 5, 2013. Mr. Xiong has over 30 years of experience in optical fibre and cable industry. Mr. Xiong 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 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 NEC Communication Industry Co., Ltd. (武漢日電光通信工業有限公司) and a director of Yangtze Semiconductor Lighting Joint Stock Limited Company (長江半導體照明科技股份有限公司).

Prior to the current positions, Mr. Xiong worked at Wuhan Research Institute of Posts and Telecommunications (武漢郵電科學研究院) and consecutively served as the secretary of Youth League committee primarily responsible for handling matters in relation to the Youth League from October 1988 to December 1992, the principal staff of office primarily responsible for administration management from December 1992 to February 1995, the deputy director of office primarily responsible for administration management from February 1995 to March 1997, the deputy director of the optical fibre and cable department primarily responsible for production and operation of the optical fibre and cable and the general manager of the cable plant primarily responsible for management and operation of the plant from March 1997 to December 1999. Since December 1999, Mr. Xiong served various positions in FiberHome Telecommunication Technologies Co., Ltd. (烽火通信科技股份有限公司) (“**FiberHome Telecommunication**”), 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. Mr. Xiong 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 date of this announcement, Mr. Xiong holds 705,000 Domestic Shares LP Units. Pursuant to the ESOP, each Domestic Shares LP Units corresponds to one Domestic Share, therefore Mr. Xiong is interested in 705,000 Domestic Shares, representing approximately 0.10% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

**Ms. Zheng Huili (鄭慧麗)**, age 57, has been a non-executive Director since December 19, 2013. She is responsible for providing strategic advice and making recommendations on the operations and management of the Company. She joined the board of directors of YOFC as a director on April 12, 2006. Ms. Zheng has over 27 years of experience in company operation and management. Currently she also serves as the deputy secretary of the Party committee of the Company.

Prior to the current positions, Ms. Zheng worked at Huazhong Information and Technology Group Co., Ltd. (華中信息技術集團有限公司) (formerly, Huazhong Information and Technology Principal Company Limited (華中信息技術總公司)), a company mainly engaged in the operation and management of state-owned assets, from April 1988 to October 2005, consecutively serving as the deputy director of human resources primarily responsible for overall human resources management from April 1988 to February 1993, the director of human resources primarily responsible for overall human resources management from March 1993 to October 2005, the minister of organization department of the Party Committee primarily responsible for training, selection and appointment of senior management personnels from June 1997 to October 2005, a member of the Party committee from July 1997 to October 2005, where she was primarily responsible for Party related matters and also participated in the operation, management and decision-making of development strategies of the company, the general secretary of the discipline committee from December 1999 to October 2005, where she was primarily responsible for disciplinary inspection and also participated in the operation, management and decision-making of development strategies of the company, and the deputy secretary of the Party committee primarily responsible for assisting the secretary of the Party committee with the Party related matters and participating in the decision-making of operation, management and development strategies of the company from March 2003 to October 2005. Ms. Zheng also served as the deputy secretary of the Party committee and the general secretary of the discipline committee of Yangtze Communications, one of the substantial shareholders of the Company and a company listed on the Shanghai Stock Exchange (Stock Code: 600345), where she was primarily responsible for disciplinary inspection, from December 2005 to July 2016 and from June 2006 to July 2016, respectively. Ms. Zheng graduated from the Party School of the Chinese Communist Party Wuhan Municipal Committee (中共武漢市委黨校) with a bachelor's degree in June 1998 and obtained a master's degree in business administration from Asia International Open University (Macau) (currently, the City University of Macau) in October 2000. Ms. Zheng is a senior economist (高級經濟師) and senior political analyst (高級政工師). She was the winner of the Wuhan Labor Medal (武漢市五一勞動獎章) issued by All Wuhan Federation of Trade Unions (武漢市總工會) in April 1997. She has been a member of Wuhan Economic Professional Qualification Assessment Committee (武漢市經濟專業高級職務任職資格評審委員會) since December 1998. She has also been a member of the tenth, eleventh and twelfth executive committee of the Women's Federation of Wuhan (武漢市婦聯) and the eleventh and twelfth Party representative of Wuhan (武漢市第十一、十二屆黨代表) since July 2006.

As at the date of this announcement, Ms. Zheng holds 705,000 Domestic Shares LP Units. Pursuant to the ESOP, each Domestic Shares LP Units corresponds to one Domestic Share, therefore Ms. Zheng is interested in 705,000 Domestic Shares, representing approximately 0.10% of the total issued share capital of the Company, within the meaning of Part XV of the SFO.

### **Candidates for the position of independent non-executive Director**

**Dr. Ngai Wai Fung (魏偉峰)**, age 55, has been an independent non-executive Director since September 24, 2014. He is the Chairman of the Audit Committee and the Nomination and Remuneration Committee of the Company and is responsible for providing independent advice on the operations and management of the Company. Dr. Ngai has been the managing director of MNCOR Consulting Limited (formerly known as MN Consulting Limited), a Hong Kong-based consulting firm, and the chief executive officer of SW Corporate Services Group Limited, a specialty corporate and compliance services provider to companies in pre-IPO and post-IPO stages, since September 2010 and since January 2011, respectively.

In addition, Dr. Ngai currently holds directorships in the following companies listed on the Stock Exchange and other securities markets:

<b>Company Name (English)</b>	<b>Company Name (Chinese)</b>	<b>Securities Market</b>	<b>Stock Code</b>	<b>Position Held</b>	<b>Appointment Date</b>
Bosideng International Holdings Limited	波司登國際控股有限公司	Stock Exchange	3998	independent non-executive director and the chairman of the audit committee	September 2007
Powerlong Real Estate Holdings Limited	寶龍地產控股有限公司	Stock Exchange	1238	independent non-executive director and the chairman of the audit committee	June 2008
BaWang International (Group) Holding Limited	霸王國際(集團) 控股有限公司	Stock Exchange	1338	independent non-executive director, the chairman of the audit committee and a member of the nomination committee and the remuneration committee	December 2008

<b>Company Name (English)</b>	<b>Company Name (Chinese)</b>	<b>Securities Market</b>	<b>Stock Code</b>	<b>Position Held</b>	<b>Appointment Date</b>
Biostime International Holdings Limited	合生元國際控股有限公司	Stock Exchange	1112	independent non-executive director, the chairman of the audit committee and a member of the nomination committee and the remuneration committee	July 2010
SITC International Holdings Company Limited	海豐國際控股有限公司	Stock Exchange	1308	independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee	September 2010
China Coal Energy Company Limited	中國中煤能源股份有限公司	Stock Exchange	1898	independent non-executive director, a member of the audit committee and the safety, health and environmental committee and the chairman of the remuneration committee	December 2010
		Shanghai Stock Exchange	601898		
LDK Solar Co., Ltd.	–	OTC Pink Limited Information	LDKYQ	independent director and a member of the audit committee, the compensation committee and the corporate governance and nomination committee	July 2011

<b>Company Name (English)</b>	<b>Company Name (Chinese)</b>	<b>Securities Market</b>	<b>Stock Code</b>	<b>Position Held</b>	<b>Appointment Date</b>
Beijing Capital Juda Limited	首創鉅大有限公司	Stock Exchange	1329	independent non-executive director, the chairman of the audit committee and a member of the remuneration committee and the nomination committee	December 2013
China Railway Group Limited	中國中鐵股份有限公司	Stock Exchange	0390	independent non-executive director, a member of the audit and risk management committee and a member of the safety, health and environmental protection committee	June 2014
		Shanghai Stock Exchange	601390		
BBMG Corporation	北京金隅股份有限公司	Stock Exchange	2009	independent non-executive director and a member of the audit committee, the remuneration and nomination committee and the strategic committee	November 2015
		Shanghai Stock Exchange	601992		
TravelSky Technology Limited	中國民航信息網絡股份有限公司	Stock Exchange	696	independent non-executive director, the chairman of the audit and risk management committee and a member of the remuneration and evaluation committee	January 2016

Company Name (English)	Company Name (Chinese)	Securities Market	Stock Code	Position Held	Appointment Date
Topsearch International (Holdings) Limited	至卓國際(控股)有限公司	Stock Exchange	2323	independent non-executive director, the chairman of the audit committee and a member of the remuneration committee and the nomination committee	March 2016
SPI Energy Co., Ltd	–	NASDAQ Stock Market	SPI	independent director, the chairman of the audit committee and a member of the compensation committee	May 2016

Dr. Ngai has over 20 years of senior management experience acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control and regulatory compliance, corporate governance and secretarial work for listed issuers including major red chip companies. He had led or participated in a number of significant corporate finance projects including listings, mergers and acquisitions as well as issuance of debt securities. Dr. Ngai served as an independent non-executive director of China Railway Construction Corporation Limited (中國鐵建股份有限公司), a company listed on the Stock Exchange (Stock Code: 1186) and the Shanghai Stock Exchange (Stock Code: 601186), from November 2007 to October 2014, and an independent non-executive director of Sany Heavy Equipment International Holdings Company Limited (三一重裝國際控股有限公司), a company listed on the Stock Exchange (Stock Code: 631) from November 2009 to December 2015.

Dr. Ngai graduated from University of Wolverhampton with a bachelor's degree in law in Wolverhampton, the United Kingdom, in October 1994. He received a master's degree in business administration from Andrews University in Berrien Springs, Michigan, USA in August 1992, a master's degree in corporate finance from Hong Kong Polytechnic University in Hong Kong in November 2002, and a doctoral degree in finance from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, PRC, in June 2011. Dr. Ngai has been a fellow of the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries since November 2000 and had been a vice president (between 2002 and 2014) and Past President of The Hong Kong Institute of Chartered Secretaries. Dr. Ngai has been a



member of the Hong Kong Securities and Investment Institute since February 2012, a member of the Hong Kong Institute of Certified Public Accountants since July 2007, a fellow of the Hong Kong Institute of Directors since February 2010, and a fellow of the Association of Chartered Certified Accountants in the United Kingdom since March 2012. He has been the Adjunct Professor of Law of Hong Kong Shue Yan University since September 2012. He has also been a member of the Working Group on Professional Services under the Economic Development Commission appointed by the Chief Executive of The Hong Kong Special Administrative Region since January 2013, a member of Qualification and Examination board of the Hong Kong Institute of Certified Public Accountants since January 2013 and a member of the General Committee of The Chamber of Hong Kong Listed Companies since June 2014. Dr. Ngai has been appointed as a Finance Expert Consultant by the Ministry of Finance of the PRC since June 2016.

**Dr. Ip Sik On Simon (葉錫安)**, age 68, has been an independent non-executive Director since September 24, 2014. He is a member of the Audit Committee and the Nomination and Remuneration Committee of the Company and is responsible for providing independent advice on the operations and management of the Company. Dr. Ip is a solicitor and Notary Public. He is currently the chairman of The Hong Kong Jockey Club and the president of Riding for the Disabled Association Ltd.. He has been an independent non-executive director of Hang Lung Group Limited (Stock Code: 0010) since July 1998. Dr. Ip practised with Johnson Stokes & Master (a Hong Kong-based law firm, now known as Mayer Brown JSM) since March 1972 and was subsequently admitted as a partner in April 1977 and continued in this capacity until his retirement from legal practice in September 2004. He was the Senior Partner and Chairman of Johnson Stokes & Master for eight years. Dr. Ip was the president of the Law Society of Hong Kong from May 1987 to May 1989, a Legislative Councillor from 1991 to 1995 representing the Legal Functional Constituency, and the founding chairman of the Council of the Hong Kong Institute of Education (now known as The Education University of Hong Kong) from April 1994 to April 2003. Dr. Ip received an honorary Doctor of Education from Hong Kong Institute of Education in 2003, an honorary Doctor of Laws from the City University of Hong Kong in November 2009 and an honorary Doctor of Laws from the Hong Kong University of Science & Technology in 2011. Dr. Ip has been admitted as a solicitor in England & Wales since December 1971 and in Hong Kong since April 1972. He is an honorary court member of the Hong Kong University of Science and Technology, an honorary lecturer in the Department of Professional Legal Education of the University of Hong Kong since September 2012, an honorary research fellow of the Faculty of Law of Tsinghua University (清華大學), the co-chairman of the international advisory board of the School of Law of the City University of Hong Kong and a member of the advisory board of the Hong Kong AIDS Foundation. He was also an honorary fellow of the Management Society for Healthcare Professionals from 1984 to 2004.

**Mr. Li Ping (李平)**, age 62, has been an independent non-executive Director since September 24, 2014 and is a member of the Strategy Committee of the Company. He is responsible for providing independent advice on the operations and management of the Company. Mr. Li 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 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 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 in business administration in January 1989.

**Dr. Li Zhuo (李卓)**, age 47, 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 is currently a professor of economics, the dean of the Department of International Economics, and the director of the Center of International Business Studies of Wuhan University (武漢大學). From July 1989 to August 1992, Mr. Li 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), a company engaged in real estate development and property assets management. He later worked at Guangzhou Branch of the People's Bank of China (中國人民銀行廣州分行). Dr. Li 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 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 is the Prominent Researcher in the New Century recognized by the Ministry of Education of the PRC in October 2010.

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 Extraordinary General Meeting. Pursuant to Article 98 of the Articles, 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 Extraordinary General Meeting.

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, each of Mr. Franciscus Dorjee and 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. Yao Jingming, Mr. Philippe Claude Vanhille, Mr. Pier Francesco Facchini, Mr. Xiong Xiangfeng and Ms. Zheng Huili 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 executive Director, and each of Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo 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 Extraordinary General Meeting.

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.

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 there is any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

## **2. PROPOSED RE-ELECTION AND APPOINTMENT OF INDEPENDENT SUPERVISORS**

Reference is made to the announcements of the Company dated March 27, 2015, March 31, 2015 and June 9, 2015, and the circular of the Company dated April 24, 2015 in relation to, among other things, the election of Mr. Liu Deming and Ms. Li Chang'ai as independent Supervisors. The term of office of each of Mr. Liu Deming and Ms. Li Chang'ai was effective from the date on which the relevant resolution on his or her appointment was approved by the Shareholders, being June 9, 2015, until the expiry of the term of the first session of the Board of Supervisors, being December 18, 2016.

Accordingly, the terms of office of Mr. Liu Deming and Ms. Li Chang'ai have expired on December 18, 2016. In accordance with the relevant PRC laws and administrative regulations, Mr. Liu Deming and Ms. Li Chang'ai have been performing, and will continue to perform their duties until the date on which the proposed re-election and appointment of independent Supervisors are approved by the Shareholders, despite the expiry of their terms of office. The Board announces that, Mr. Liu Deming and Ms. Li Chang'ai has each been nominated as a candidate for re-election and appointment as an independent Supervisor by the Board of Supervisors. Pursuant to the relevant laws, regulations and the Articles, ordinary resolutions will be proposed at the Extraordinary General Meeting to approve the re-election and appointment of Mr. Liu Deming and Ms. Li Chang'ai. The terms of office of Mr. Liu Deming and Ms. Li Chang'ai will each be three years effective from the date of the passing of the relevant resolutions at the Extraordinary General Meeting.

Biographical details of the candidates proposed to be re-elected as independent Supervisors at the Extraordinary General Meeting are set out below:

**Mr. Liu Deming (劉德明)**, age 59, has been an independent Supervisor of the Company since June 9, 2015. He is a professor of Huazhong University of Science and Technology (華科技大學), a member of the Expert Committee of China Next Generation Internet (中國下一代互聯網專家委員會), an executive director of Chinese Society for Optical Engineering (中國光學工程學會), the director of the Expert Committee of Optical Communication and Information Networking (光通信與信息網絡專家委員會), the director of the National Engineering Laboratory for Next Generation Internet Access System (下一代互聯網接入系統國家工程實驗室), and the general secretary of Wuhan Internet of Things Industry Association (武漢物聯網產業協會). Mr. Liu 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 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 has undertaken more than 20 national key projects, including the National 973 Project (國家973項目), “863 Project” (863項目), the key projects and the key project topics of the National Science Foundation (國家自然科學基金), and the National Key Scientific Instrument and Equipment Development Project (國家重大科學儀器開發專項). 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 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.

**Ms. Li Chang'ai (李長愛)**, age 52, has been an independent Supervisor since June 9, 2015. She has been teaching at the School of Accountancy of Hubei University of Economics (湖北經濟學院會計學院) since 1988 and is currently a professor (level II). She is also a director of the Accounting Society of China (中國會計學會), an executive director of Accounting Society of Hubei Province (湖北省會計學會), an executive director of Audit Society of Hubei Province (湖北省審計學會) and a special auditor of Audit Bureau of Wuhan (武漢市審計局). Ms. Li currently also serves as an independent director of Ningbo Xianfeng New Material Co., Ltd. (寧波先鋒新材料股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300163). Ms. Li had served as an independent director of Hubei Mailyard Share Co., Ltd. (湖北美爾雅股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600107) from May 2010 to May 2016. Ms. Li obtained her bachelor's degree in economics, master's degree in economics and doctorate in management from Zhongnan University of Economics and Law (中南財經政法大學). Ms. Li has published over 70 academic papers on a number of journals. Ms. Li was awarded “National Advanced Accounting Worker” in 2008. She is also a Chinese certified public accountant (non-practicing) and a senior member of the Accounting Society of China (中國會計學會) and obtained an independent director qualification certificate in 2008.

Each of the above independent Supervisor candidates will enter into a service contract with the Company after the passing of the proposed ordinary resolutions regarding their appointments at the Extraordinary General Meeting. Pursuant to Article 121 and Article 122 of the Articles, 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 independent Supervisors will be for a term of three years effective from the date of the passing of the relevant resolutions at the Extraordinary General Meeting.

The Nomination and Remuneration Committee of the Company reviews and makes recommendations on the remuneration policy and scheme for Supervisors, taking into account compensation paid by comparable companies and performance of the Group.

Pursuant to the service contracts to be respectively entered into between each of the Supervisor candidates and the Company, each of Mr. Liu Deming and Ms. Li Chang'ai shall be entitled to a remuneration of RMB150,000 per annum (after all taxes have been deducted), respectively, as independent Supervisors of the Company, which sum shall be subject to the approval by the Shareholders at the Extraordinary General Meeting.

Except as stated above, none of the above independent 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.

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

### **3. EXTRAORDINARY GENERAL MEETING**

The Company will seek approval for the proposed re-election or election and appointment of Directors and the proposed re-election and appointment of independent Supervisors from the Shareholders at the Extraordinary General Meeting.

A supplemental circular containing, among others, further information on the proposed re-election or election and appointment of Directors and the proposed re-election and appointment of independent Supervisors, together with a supplemental notice of the Extraordinary General Meeting, are expected to be dispatched to the Shareholders as soon as practicable.

## DEFINITIONS

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

“Articles”	the articles of association of the Company adopted on May 6, 2014 and effective from December 10, 2014, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“China Huaxin”	China Huaxin Post and Telecommunication Economy Development Center, 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 H Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the directors of the Company
“Domestic Shares”	ordinary shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Domestic Shares LP Units”	units in Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership), the limited partnership established under the laws of the PRC on December 4, 2015 for the purpose of holding, among others, certain Domestic Shares issued under the ESOP

“Draka”	Draka Comteq B.V., a company incorporated in the Netherlands, one of the substantial shareholders of the Company
“ESOP”	2015 Core Employees Stock Ownership Scheme of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (長飛光纖光纜股份有限公司), the terms of which are set out in the circular of the Company dated September 2, 2015
“Extraordinary General Meeting”	the 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 Tuesday, January 24, 2017 at 10:00 a.m., or any adjournment thereof
“Group”	the Company and its subsidiaries
“H Shares”	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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination and Remuneration Committee”	the nomination and remuneration committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the Company’s prospectus dated November 26, 2014
“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), as amended or supplemented from time to time
“Share(s)”	Domestic Shares and/or H Shares
“Shareholder(s)”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto under the Listing Rules
“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
“YOFC”	Yangtze Optical Fibre and Cable Company Ltd (長飛光纖光纜有限公司), a company incorporated in the PRC on May 31, 1988 as a sino-foreign equity joint venture, and is the predecessor 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  
**Wen Huiguo**  
Chairman

Wuhan, PRC, January 6, 2017

*As at the date of this announcement, the Board comprises Wen Huiguo and Frank Franciscus Dorjee, as executive Directors; Ma Jie, Yao Jingming, Philippe Claude Vanhille, Yeung Kwok Ki Anthony, Xiong Xiangfeng and Zheng Huili, as non-executive Directors; Ngai Wai Fung, Ip Sik On Simon, Li Ping and Li Zhuo, as independent non-executive Directors.*

\* For identification purposes only