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Yangtze Optical Fibre and Cable Joint Stock Limited Company*

長飛光纖光纜股份有限公司

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

(Stock Code: 6869)

NOTICE OF THE SECOND DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a Domestic Share class meeting (the “**Second Domestic Share Class Meeting**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company* 長飛光纖光纜股份有限公司 (the “**Company**”) will be held on Tuesday, May 23, 2017 at 11:00 a.m. or immediately after the Second EGM 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:

SPECIAL RESOLUTIONS

1. “**THAT** each of the following proposed items in respect of the plan for the proposed A Share Offering, details of which are set out in the circular of the Company dated April 6, 2017, be and are hereby individually approved:
 - (1) Class of shares;
 - (2) Par value of shares;
 - (3) Number of shares to be issued;
 - (4) Target subscribers;
 - (5) Method of issuance;
 - (6) Pricing methodology;

* *For identification purposes only*

- (7) Form of underwriting;
- (8) Place of listing;
- (9) Use of proceeds;
- (10) Conversion of the Company; and
- (11) Effective period of the resolution.”

2. **“THAT:**

- (a) the board of directors of the Company (the **“Board”**) be authorized to deal with, in its absolute discretion, all matters in relation to the A Share Offering, including but not limited to:
 - (1) in accordance with the plan for the A Share Offering as considered and approved by the Shareholders in general meeting and pursuant to the relevant requirements of PRC laws, administrative regulations, departmental rules, normative documents and securities regulatory authorities of the PRC and the actual circumstances, implement the plan for the A Share Offering, including but not limited to, determining the offering date, the target subscribers, offer size, pricing methodology, offer price, ratio of online to offline placement, application methods for subscriptions and other matters relating to the A Share Offering;
 - (2) handle all application matters in relation to the A Share Offering, including but not limited to dealing with the relevant government agencies, regulatory authorities, stock exchanges and securities registration and settlement institutions for relevant vetting, registration, filing and approval procedures;
 - (3) prepare, sign, execute, modify, supplement and submit any agreements, contracts and necessary documents in relation to the A Share Offering, including but not limited to the letter of intent in relation to the A Share Offering, prospectus, agreement with the sponsor(s), underwriting agreement, listing agreement and various announcements, shareholder notices and various explanatory circulars or letters of undertaking required by regulatory authorities;

- (4) adjust the plan for the Investment Projects and the proposed use of proceeds, in accordance with any comments from regulatory authorities during the application and vetting process of the proposed A Share Offering and the actual circumstances of the Company, including but not limited to, the adjustment of the investment progress and investment allocation ratios, and the signing of material agreements or contracts during the construction process of the Investment Projects;
- (5) determine and engage relevant intermediaries, determine their remuneration and sign relevant agreements or contracts, such as the agreement with the sponsor(s) and underwriting agreement;
- (6) determine the designated account for the deposit of proceeds raised prior to the A Share Offering if necessary;
- (7) handle the relevant procedures in relation to the transfer of state-owned shares in accordance with relevant laws and regulations;
- (8) upon the completion of the A Share Offering, amend the relevant provisions of the Company's articles of association according to the outcome of the A Share Offering and deal with the registration of the relevant amendments with industry and commerce authorities;
- (9) upon the completion of the A Share Offering, handle matters relating to the listing of the shares issued under the A Share Offering on the stock exchange and the lock up of relevant shares;
- (10) where securities regulatory authorities prescribe new requirements in regulations or policies governing initial public offerings and listings, the Board be authorized to adjust the plan for the A Share Offering accordingly; and
- (11) in accordance with relevant laws, regulations, departmental rules, regulatory documents, relevant provisions of the Company's articles of association and the contents of the resolutions passed by Shareholders, determine and deal with all other matters in relation to the A Share Offering;

- (b) upon the passing of the resolution to grant the aforesaid authorization at the general meetings of the Company, the chairman of the Board or any executive Director be authorized to sign any legal documents in relation to the A Share Offering, including but not limited to the letter of intent in relation to the A Share Offering, the prospectus, letters of undertaking, agreement(s) with the sponsor(s), the underwriting agreement, the listing agreement, engagement or appointment letters of various intermediaries, and various announcements and shareholder notices.

The above authorization shall be valid for 12 months from the date of the passing of such resolution at an extraordinary general meeting, a Domestic Share class meeting and an H Share class meeting.”

3. To consider and approve the proposal on the dilution of immediate return as a result of the A Share Offering, remedial measures and undertakings by relevant parties as set out in Appendix III to the circular of the Company dated April 6, 2017.
4. To consider and approve the price stabilization plan for the A Shares within the three years after the A Share Offering and listing of the A Shares as set out in Appendix V to the circular of the Company dated April 6, 2017.
5. To consider and approve the distribution plan for accumulated profits before the A Share Offering as set out in the circular of the Company dated April 6, 2017.
6. To consider and approve the relevant undertakings to be included in the prospectus in connection with the A Share Offering and the relevant restrictive measures as set out in Appendix VII to the circular of the Company dated April 6, 2017.

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, April 6, 2017

Notes:

(1) CIRCULAR

Details of the above proposals and resolutions to be considered at the Second Domestic Share Class Meeting are set out in the circular of the Company dated April 6, 2017 (the “**Circular**”), including, among others, information regarding the proposed A Share Offering and related proposals as set out in Appendices III, V and VII thereto. Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

(2) ELIGIBILITY FOR ATTENDING THE SECOND DOMESTIC SHARE CLASS MEETING

Holders of domestic shares of the Company (the “**Domestic Shares**”) whose names appear on the register of domestic shareholders of the Company maintained in the Company’s Board of Directors’ Office at the close of business (Hong Kong time) on Friday, April 21, 2017 are entitled to attend the Second Domestic Share Class Meeting.

(3) PROXY

Shareholders entitled to attend and vote at the Second Domestic Share Class Meeting may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized. To be valid, the proxy form together with the power of attorney or other authorization document (if any) must be lodged to the Company’s Board of Directors’ Office by hand or by post not later than 11:00 a.m. (Hong Kong time) on Monday, May 22, 2017. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the Second Domestic Share Class Meeting if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked. The Company’s Board of Directors’ Office is located at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073).

(4) REPLY SLIP

Shareholders who intend to attend the Second Domestic Share Class Meeting in person or by proxy should return the reply slip by hand, by fax or by post to the Company’s Board of Directors’ Office on or before Tuesday, May 2, 2017. The Company’s Board of Directors’ Office is located at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073) (Tel: (86 27) 6878 9000, Fax: (86 27) 6878 9100).

(5) JOINT HOLDER OF SHARES

In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).

(6) VOTING BY POLL

On a poll, every member present in person or by proxy shall be entitled to one vote for each share of the Company registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.

(7) OTHER ISSUES

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

The Second Domestic Share Class Meeting starts at 11:00 a.m.. Registration for admission to the Second Domestic Share Class Meeting will take place from 10:00 a.m. to 11:00 a.m..

As at the date of this announcement, the Board comprises Zhuang Dan and Frank Franciscus Dorjee, as executive Directors; Ma Jie, Yao Jingming, Philippe Claude Vanhille, Pier Francesco Facchini, 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.