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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser. This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

If you have sold or transferred all your shares in Yangtze Optical Fibre and Cable Joint Stock Limited Company\*, you should at once hand this circular together with the accompanying proxy form(s) and reply slip(s) to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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### **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 CESSATION OF THE RE-APPOINTMENT OF KPMG AS INTERNATIONAL AUDITOR**

#### **2017 PROFIT DISTRIBUTION PLAN**

#### **PROPOSAL ON THE CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

**AND**

#### **NOTICE OF THE AGM, NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING AND NOTICE OF THE FIRST H SHARE CLASS MEETING**

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A letter from the Board is set out on pages 4 to 9 of this circular.

A notice convening each of the AGM, the First Domestic Share Class Meeting and the First H Share Class Meeting to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on May 22, 2018 at 10:00 a.m., 11:00 a.m. and 11:30 a.m., respectively, is set out on pages 23 to 25, pages 26 to 27 and pages 28 to 29 of this circular, respectively.

If you intend to appoint a proxy to attend the AGM, the First Domestic Share Class Meeting and/or the First H Share Class Meeting, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. The proxy forms should be returned to the Company's H Share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for holder of H Shares, and to the Company's Board of Directors' Office, at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073), for holder of Domestic Shares by hand or by post not later than 10:00 a.m., 11:00 a.m. and 11:30 a.m. (Hong Kong time) on Monday, May 21, 2018 for the AGM, the First Domestic Share Class Meeting and the First H Share Class Meeting respectively. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM, the First Domestic Share Class Meeting and/or the First H Share Class Meeting or at any adjourned meeting (as the case may be) should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the AGM, the First Domestic Share Class Meeting and/or the First H Share Class Meeting in person or by proxy, you are required to complete and return the reply slip(s) to the Company's H Share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or to the Company's Board of Directors' Office, at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073) on or before Tuesday, May 1, 2018.

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

\* For identification purposes only

April 6, 2018

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year 2017 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, May 22, 2018 at 10:00 a.m., or any adjournment thereof
“A Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are proposed to be issued by the Company pursuant to the A Share Offering and subscribed for in Renminbi
“A Share Offering”	the Company’s proposed initial public offering of not more than 75,790,510 A Shares, which are proposed to be listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company, 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
“CASBE”	the China Accounting Standards for Business Enterprise
“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
“connected persons”	has the meaning ascribed thereto in the Listing Rules
“CSRC”	the China Securities Regulatory Commission
“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
“Draka”	Draka Comteq B.V., a company incorporated in the Netherlands and wholly-owned by Draka Holding B.V. and a Shareholder holding 26.37% of the total issued share capital of the Company as at the Latest Practicable Date and a connected person of the Company

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## DEFINITIONS

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“ESOP”	the 2015 Core Employee Stock Ownership Scheme of the Company approved on October 19, 2015
“First Class Meetings”	together, the First Domestic Share Class Meeting and the First H Share Class Meeting
“First Domestic Share Class Meeting”	the class meeting of holders of the Domestic Shares of the Company to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Tuesday, May 22, 2018 at 11:00 a.m., or any adjournment thereof, to consider and, if thought fit, approve the proposal relating to the 2017 profit distribution plan
“First H Share Class Meeting”	the class meeting of holders of the H Shares of the Company to be held at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Tuesday, May 22, 2018 at 11:30 a.m., or any adjournment thereof, to consider and, if thought fit, approve the proposal relating to the 2017 profit distribution plan
“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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“IFRS”	the International Financial Reporting Standards
“Latest Practicable Date”	April 3, 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and/or H Shares

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## DEFINITIONS

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“Shareholder(s)”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules
“Supervisor(s)”	the supervisors of the Company
“Wuhan Ruihong”	Wuhan Ruihong Management Consulting Partnership Enterprise (Limited Partnership) (武漢睿鴻管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, which is owned by certain selected employees of the Company under the ESOP
“Wuhan Ruiteng”	Wuhan Ruiteng Management Consulting Partnership Enterprise (Limited Partnership) (武漢睿騰管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, which is owned by certain selected employees of the Company under the ESOP
“Wuhan Ruitu”	Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership) (武漢睿圖管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, which is wholly and beneficially owned by five existing and past Directors and certain senior management members of the Company
“Wuhan Ruiyue”	Wuhan Ruiyue Management Consulting Partnership Enterprise (Limited Partnership) (武漢睿越管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, which is owned by certain selected employees of the Company under the ESOP
“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, a Shareholder holding 17.58% of the total issued share capital of the Company as at the Latest Practicable Date and a connected person of the Company
“YOFC Shanghai”	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. (長飛光纖光纜(上海)有限公司), a company incorporated in the PRC. It is owned as to 75% by the Company and 25% by Draka, and a connected person of the Company

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. ZHUANG Dan  
Mr. Frank Franciscus DORJEE

*Non-executive Directors:*

Mr. MA Jie (*Chairman*)  
Mr. YAO Jingming  
Mr. Philippe Claude VANHILLE  
Mr. Pier Francesco FACCHINI  
Mr. XIONG Xiangfeng  
Ms. ZHENG Huili

*Independent Non-executive Directors:*

Dr. NGAI Wai Fung  
Dr. IP Sik On Simon  
Mr. LI Ping  
Dr. LI Zhuo

*Registered Office:*

No. 9 Guanggu Avenue  
East Lake High-tech  
Development Zone  
Wuhan, Hubei Province  
PRC

*Principal Place of Business in Hong Kong:*

Level 54  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

April 6, 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CESSATION OF THE RE-APPOINTMENT OF KPMG  
AS INTERNATIONAL AUDITOR**

**2017 PROFIT DISTRIBUTION PLAN**

**PROPOSAL ON THE CONFIRMATION OF THE 2017 RELATED PARTY  
TRANSACTIONS DURING THE ORDINARY AND USUAL COURSE OF  
BUSINESS AND THE ESTIMATES OF THE 2018 RELATED PARTY  
TRANSACTIONS DURING THE ORDINARY AND  
USUAL COURSE OF BUSINESS**

**AND**

**NOTICE OF THE AGM,  
NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING AND  
NOTICE OF THE FIRST H SHARE CLASS MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with, among other things, (i) information regarding the proposed cessation of the re-appointment of KPMG as international auditor, (ii) information regarding the 2017 profit distribution plan, and (iii) information regarding the proposal on the amounts of the 2017 related party transactions and the estimated amounts for the related party transactions for the year 2018, and to set out the notices of the AGM, the First Domestic Share Class Meeting and the First H Share Class Meeting.

### 2. PROPOSED CESSATION OF THE RE-APPOINTMENT OF KPMG AS INTERNATIONAL AUDITOR

Reference is made to the announcement of the Company dated January 17, 2018 in relation to the alignment in the disclosure of financial statements in accordance with the CASBE in domestic and international market. Since the date on which the H shares of the Company became listed on The Stock Exchange of Hong Kong Limited, the Company has been preparing its financial statements under both the CASBE and the IFRS and has made disclosure of financial information based on the IFRS. Since the passing of the resolution at the meeting of the board of directors held on January 17, 2018, the Company has disclosed its financial statements in accordance with the CASBE and related regulations.

KPMG has been appointed by the Company at the annual general meeting of the Company for the year 2016 as an international auditor to audit the financial statements of the Company prepared in accordance with the IFRS for the purpose of financial disclosure under the Listing Rules. As the financial statements to be disclosed by the Company under the Listing Rules shall be prepared under the CASBE, the Board has proposed to cease to re-appoint KPMG as the international auditor of the Company, subject to the approval by the Shareholders by way of ordinary resolution at the AGM. KPMG Huazhen LLP, the Company's existing PRC auditor, is a PRC audit firm approved by the Ministry of Finance of the PRC and the CSRC to provide auditing services in accordance with the CASBE to PRC incorporated issuers. KPMG Huazhen LLP will be the only auditor auditing the Company's financial statements prepared under the CASBE for the purpose of financial disclosure under the Listing Rules and undertaking the role of international auditor in compliance with the Listing Rules upon the approval of the Shareholders.

KPMG has confirmed that there were no matters regarding the proposed cessation of the re-appointment that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company confirmed that there were no disagreement between the Company and KPMG regarding the proposed cessation of the re-appointment of KPMG as international auditor of the Company. The Board further confirmed that it is not aware of any matters regarding such proposed cessation of appointment that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### 3. 2017 PROFIT DISTRIBUTION PLAN

In order to ensure the smooth implementation and the timely completion of the proposed A Share Offering and to safeguard the interests of the Company and its Shareholders as a whole, the Board did not recommend the payment of a final dividend for the year ended December 31, 2017. The accumulated undistributed profit of the Company shall be distributed to all Shareholders holding Shares upon completion of the proposed A Share Offering. Pursuant to Article 60(7) of the existing Articles of Association, and in preparation for the regulatory or guidance opinions which may be provided by the relevant PRC regulatory authorities from time to time during the application process of the proposed A Share Offering, the 2017 profit distribution plan of not proposing any payment of final dividend shall be submitted to each of the AGM and the First Class Meetings for consideration and approval by way of a special resolution.

### 4. PROPOSAL ON THE CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS DURING THE ORDINARY AND USUAL COURSE OF BUSINESS

Reference is made to supplemental circular of the Company dated May 5, 2017 in relation to, among other things, the proposal on the estimates of the 2017 annual transaction amounts for the transactions with the joint ventures and the associates during the ordinary and usual course of business.

Pursuant to the Company Law of the People's Republic of China, the CASBE, the Stock Listing Rules of the Shanghai Stock Exchange and other applicable PRC laws and regulations, the Company has prepared a confirmation on the implementation of the related party transactions during the ordinary and usual course of business during the year 2017 and also an estimate on the 2018 annual transaction amounts for the related party transactions during the ordinary and usual course of business.

The confirmation on the 2017 related parties transactions during the ordinary and usual course of business and the estimates on the 2018 related party transactions during the ordinary and usual course of business are set out in Appendix I to this circular.

The transactions with the associates of Draka (including YOFC Shanghai) as listed in the confirmation constitute connected transactions of the Company under Chapter 14A of the Listing Rules and for those transactions, the Company has confirmed that all the applicable requirements under the Listing Rules have been fully complied with and the 2017 estimated amounts stated therein are the same as the annual caps as approved by the independent shareholders at an extraordinary general meeting of the Company held on January 24, 2017. For more details of these continuing connected transactions with the associates of Draka (including YOFC Shanghai), please refer to the annual reports of the Company.



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## LETTER FROM THE BOARD

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As shown in the confirmation, the respective purchase of products from Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. and Yangtze Optical Fibre and Cable Sichuan Co., Ltd. has exceeded the estimated amounts as approved at the extraordinary general meeting of the Company held on May 23, 2017. At a meeting of the Board held on March 23, 2018, it was resolved that the prices of these purchase transactions are fair and reasonable and therefore these transactions are ratified. All other related party transactions listed in confirmation were conducted in line with the estimates during 2017. The related party transactions during the ordinary and usual course of business for 2017 were conducted in accordance with the market pricing principle and on the basis of the principles of equality and voluntary, good faith, fairness, justice, and publicity. The prices and terms thereof are reasonable and fair, and such transactions are in the interests of the Company and its Shareholders as a whole.

Save from the transactions with the associates of Draka (including YOFC Shanghai) as disclosed above, the transactions listed in the confirmation and the estimates as set out in Appendix I did not and will not constitute notifiable transactions or connected transactions of the Company under Chapter 14 and Chapter 14A of the Listing Rules.

It is proposed that the Board or such persons as authorized by the Board, be authorized by the general meeting to enter into specific business agreements with the related parties from time to time in the year 2018 within the limits of the estimates on the transaction amounts, for each transaction contemplated under this proposal during the ordinary and usual course of business.

In accordance with the applicable PRC laws and regulations and the Articles of Association, Mr. Zhuang Dan, as a Director, has abstained from voting on the relevant Board resolutions by virtue of his positions held in the counterparties to the transactions.

This proposal has been approved by the Board, and shall be submitted to the AGM for consideration and approval by way of an ordinary resolution pursuant to Article 60(6) of the existing Articles of Association, and in preparation for the regulatory or guidance opinions which may be provided by the relevant PRC regulatory authorities from time to time during the application process of the proposed A Share Offering.

### **5. AGM, THE FIRST DOMESTIC SHARE CLASS MEETING AND/OR THE FIRST H SHARE CLASS MEETING**

The Company proposes to convene the AGM, the First Domestic Share Class Meeting and the First H Share Class Meeting, in sequence, to consider and, if thought fit, approve, among other things, the proposed cessation of the re-appointment of KPMG as international auditor, the 2017 profit distribution plan and the confirmation and estimates in relation to the related party transactions, at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on May 22, 2018 at 10:00 a.m., 11:00 a.m. and 11:30 a.m.

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## LETTER FROM THE BOARD

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The notice of the AGM, the First Domestic Share Class Meeting and the First H Share Class Meeting are set out on pages 23 to 25, pages 26 to 27 and pages 28 to 29 of this circular, respectively.

In order to determine the holders of H Shares who are entitled to attend the AGM and the First H Share Class Meeting, the H Shares register of members of the Company will be closed from Sunday, April 22, 2018 to Tuesday, May 22, 2018 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares who wish to attend the AGM and the First H Share Class Meeting but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before 4:30 p.m. (Hong Kong time) on Friday, April 20, 2018. Holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on Friday, April 20, 2018 are entitled to attend the AGM and the First H Share Class Meeting.

A reply slip and a proxy form for use at each of the AGM, the First Domestic Share Class Meeting and the First H Share Class Meeting are enclosed with this circular. If you intend to appoint a proxy to attend the AGM, the First Domestic Share Class Meeting and/or the First H Share Class Meeting, you are required to complete and return the accompanying proxy form(s) in accordance with the instructions printed thereon. The proxy forms should be returned to the Company's H Share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for holder of H Shares and to the Company's Board of Directors' Office at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073) for holder of Domestic Shares by hand or by post not later than 10:00 a.m., 11:00 a.m. and 11:30 a.m. (Hong Kong time) on Tuesday, May 22, 2018 for the AGM, the First Domestic Share Class Meeting and the First H Share Class Meeting respectively. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM, the First Domestic Share Class Meeting and/or the First H Share Class Meeting, or at any adjourned meeting (as the case may be) should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked. If you intend to attend the AGM, the First Domestic Share Class Meeting and/or the First H Share Class Meeting (as the case may be) in person or by proxy, you are required to complete and return the reply slip(s) to the Company's H Share registrar, Tricor Investor Services Limited, for holder of H Shares or to the Company's Board of Directors' Office for holder of Domestic Shares, at the above addresses, on or before Tuesday, May 1, 2018.

### **6. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM and the First Class Meetings will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Board considers that the proposed cessation of re-appointment of KPMG as international auditor, the 2017 profit distribution plan and the confirmation and the estimates in relation to the related party transactions are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant ordinary resolutions and the special resolution to be proposed at the AGM and the First Class Meetings (as the case may be).

### 8. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully

For and on behalf of the Board

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

長飛光纖光纜股份有限公司

**Ma Jie**

*Chairman*

**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND  
THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

*The English version of the contents in this Appendix is an unofficial translation of its Chinese version. In case of any inconsistency, the Chinese version shall prevail.*

**I. The implementation of the related party transactions during the ordinary and usual course of business during the year 2017**

**1. Purchase of goods from and payment of royalties to related parties in 2017**

(Unit: RMB Yuan)

Name	Relationship	Type of Transaction	Currency	Estimated Amount for 2017	Actual for 2017
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd.	Joint Venture	Purchase of goods	RMB	250,000,000	277,148,012
Yangtze Optical Fibre and Cable Sichuan Co., Ltd.	Joint Venture	Purchase of goods	RMB	750,000,000	888,613,822
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd.	Joint Venture	Purchase of goods	RMB	350,000,000	282,603,107
Tianjin YOFC XMKJ Optical Communications Co., Ltd.	Joint Venture	Purchase of goods	RMB	1,300,000,000	1,118,179,182
Yangtze (Wuhan) Optical System Co., Ltd.	Joint Venture	Purchase of goods	RMB	4,000,000	148,971
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	Joint Venture	Purchase of goods	RMB	600,000,000	315,035,188
Shenzhen SDGI Optical Fibre Co., Ltd.	Joint Venture	Purchase of goods	RMB	30,000,000	—
Tianjin YOFC XMKJ Optical Cable Co., Ltd.	Joint Venture	Purchase of goods	RMB	500,000,000	406,820,699
YOFC Shanghai	Joint Venture	Purchase of goods	RMB	830,000,000	356,819,999
Wuhan Guangyuan Electronic Technology Co., Ltd.	Joint Venture	Purchase of goods	RMB	25,000,000	17,155,413
Wuhan YOFC Polytech Co., Ltd.	Joint Venture	Purchase of goods	RMB	—	296,034

**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND  
THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

Name	Relationship	Type of Transaction	Currency	Estimated Amount for 2017	Actual for 2017
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.	Associate	Purchase of goods	RMB	35,000,000	29,908,207
Wuhan Optical Technology Co. Ltd.	Subsidiary of major	Purchase of goods	RMB	—	198,171
Prysmian Cavi E Sistemi S.r.l	Fellow subsidiary of major shareholder	Purchase of goods	RMB		32,529
Draka Comteq France S.A.S.	Fellow subsidiary of major shareholder	Purchase of goods	RMB		27,978,958
Draka Comteq Fibre B.V.	Fellow subsidiary of major shareholder	Purchase of goods	RMB	270,000,000	33,898,130
Prysmian Wuxi Cable Co., Ltd.	Fellow subsidiary of major shareholder	Purchase of goods	RMB		159,838
Draka Comteq Fibre B.V.	Fellow subsidiary of major shareholder	Royalty	RMB	41,000,000	40,618,459
<b>Total</b>				<b>4,944,000,000</b>	<b>3,795,614,719</b>

**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND  
THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

2. *Sale of products to and payment of royalties from related parties in 2017*

(Unit: Yuan/Dollar)

Name	Relationship	Type of Transaction	Currency	Estimated Amount for 2017	Actual for 2017
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	600,000,000	450,442,498
Yangtze Optical Fibre and Cable Sichuan Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	600,000,000	519,126,242
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	500,000,000	380,117,222
Tianjin YOFC XMKJ Optical Communications Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	850,000,000	831,488,829
		Royalty	RMB	4,400,000	4,400,001
Yangtze (Wuhan) Optical System Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	25,000,000	13,270,201
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	20,000,000	15,451,081
Shenzhen SDGI Optical Fibre Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	300,000,000	202,180,740
Tianjin YOFC XMKJ Optical Cable Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	RMB	300,000,000	253,731,167
		Royalty	RMB	1,500,000	1,500,000
YOFC Shanghai	Joint Venture	Sale of products /Rendering of Services	RMB	408,000,000	380,600,338
YOFC-Yadanarbon Fibre Co., Ltd.	Joint Venture	Sale of products /Rendering of Services	USD	3,000,000	—
Wuhan YOFC Polytech Co., Ltd.	Joint Venture	Sale of products/Rendering of Services	RMB	—	1,956,253

**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND  
THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

Name	Relationship	Type of Transaction	Currency	Estimated Amount for 2017	Actual for 2017
Singapore Cables Manufacturers Pte Ltd.	Fellow subsidiary of major shareholder	Sale of products /Rendering of Services	RMB		64,629,496
Prysmian Wuxi Cable Co., Ltd.	Fellow subsidiary of major shareholder	Sale of products /Rendering of Services	RMB		17,981,046
P.T. Prysmian Cables Indonesia	Fellow subsidiary of major shareholder	Sale of products /Rendering of Services	RMB	229,000,000	8,905,348
Suzhou Draka Cable Co., Ltd.	Fellow subsidiary of major shareholder	Sale of products /Rendering of Services	RMB		12,650
Hubei Kaile Quantum Electro-optical Science and Technology Company Limited	An enterprise controlled by another enterprise of which a supervisor of the Company was appointed as an independent director	Sale of products /Rendering of Services	RMB	450,000,000	208,101,739
		Royalty	RMB	10,000,000	4,286,716
Hubei Kaile Science and Technology Company Limited	An enterprise of which a supervisor of the Company was appointed as an independent director	Sale of products /Rendering of Services	RMB	10,000,000	—
<b>Total</b>				<b>4,310,900,000</b>	<b>3,358,181,567</b>

**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND  
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**3. Lease of houses to related parties in 2017**

(Unit: RMB Yuan)

Leaser	Lessee	Address	Area (m <sup>2</sup> )	Rental (m <sup>2</sup> per month)	Start	End	2017		Purpose
							Estimated Rental Income	Actual Rental Income	
The Company	Yangtze (Wuhan) Optical System Co., Ltd.	part of the workshops and basic affiliated facilities of No.201 and No.1 buildings, No.9 Guanggu Avenue, Wuhan	1,235	50.00	2017.1.1	2017.12.31	1,800,000	667,568	Industrial workshop and office
The Company	Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.	No.7 building of south factory district, No.4 Guanshan 2nd Road, Wuhan	2,787.83	12.91	2013.1.1	2027.12.31	450,000	432,000	Ancillary buildings in the optical fibre south factory
The Company	Wuhan Ruitu	Room 102, Changfei Company Public Building, No.9 Guanggu Avenue, Wuhan	21	19.84	2017.1.1	2017.12.31	—	5,000	Office
The Company	Wuhan Ruiteng	Room 103, Changfei Company Public Building, No.9 Guanggu Avenue, Wuhan	21	19.84	2017.1.1	2017.12.31	—	5,000	Office
The Company	Wuhan Ruihong	Room 104,Changfei Company Public Building, No.9 Guanggu Avenue, Wuhan	21	19.84	2017.1.1	2017.12.31	—	5,000	Office
The Company	Wuhan Ruiyue	Room 105,Changfei Company Public Building, No.9 Guanggu Avenue, Wuhan	21	19.84	2017.1.1	2017.12.31	—	5,000	Office
<b>Total</b>							<b>2,250,000</b>	<b>1,119,568</b>	



**APPENDIX I CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS AND  
THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

4. *Lease of equipment to related parties in 2017*

(Unit: RMB Yuan)

Leaser	Lessee	Equipment	Rental (per Mth)	Start	End	2017	
						Estimated Rental Income	Actual Rental Income
The Company	Tianjin YOFC XMKJ Optical Communications Co., Ltd.	Machine	284,900	2016.4.19	2021.4.18	4,000,000	3,418,803

5. *Remuneration of key management personnel*

(Unit: RMB Yuan)

Item	2017
Remuneration of key management personnel	31,372,104

II. **The estimates of the 2018 related party transactions during the ordinary and usual course of business**

1. *Estimated type and amount of the transactions*

(Unit: Yuan/Dollar)

Name	Relationship	Type of Transaction	Currency	Estimated Amount for 2018
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd.	Joint Venture	Purchase of goods	RMB	350,000,000
		Sale of products/ Rendering of service		650,000,000
Yangtze Optical Fibre and Cable Sichuan Co., Ltd.	Joint Venture	Purchase of goods	RMB	1,100,000,000
		Sale of products/ Rendering of service		650,000,000
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd.	Joint Venture	Purchase of goods	RMB	450,000,000
		Sale of products/ Rendering of service		550,000,000

**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
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Name	Relationship	Type of Transaction	Currency	Estimated Amount for 2018
Tianjin YOFC XMKJ Optical Communications Co., Ltd.	Joint Venture	Purchase of goods	RMB	1,500,000,000
		Sale of products/ Rendering of service		1,050,000,000
		Lease of Equipment		4,000,000
		Royalty		4,400,000
Yangtze (Wuhan) Optical System Co., Ltd.	Joint Venture	Sale of products/ Rendering of service	RMB	30,000,000
		Lease of Houses/ Equipment		1,800,000
		Purchase of goods		4,000,000
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	Joint Venture	Purchase of goods	RMB	700,000,000
		Sale of products/ Rendering of service		60,000,000
Shenzhen SDGI Optical Fibre Co., Ltd.	Joint Venture	Purchase of goods	RMB	30,000,000
		Sale of products/ Rendering of service		350,000,000
Tianjin YOFC XMKJ Optical Cable Co., Ltd.	Joint Venture	Purchase of goods	RMB	600,000,000
		Sale of products/ Rendering of service		400,000,000
		Royalty		1,500,000
Wuhan Guangyuan Electronic Technology Co., Ltd.	Joint Venture	Purchase of goods	RMB	30,000,000
YOFC-Yadanarbon Fibre Co., Ltd.	Joint Venture	Sale of products/ Rendering of service	USD	3,000,000
Wuhan YOFC Polytech Co., Ltd.	Joint Venture	Purchase of goods	RMB	10,000,000
		Sale of products/ Rendering of service	RMB	10,000,000
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.	Associate	Purchase of goods	RMB	50,000,000
		Lease of houses		450,000

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**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
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THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

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2. *Counterparties of the transactions*

1). *Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd.*

Unified Social Credit Code	91320581736500075J
Address	Changkun Industrial Park, Changshu, Jiangsu
Legal Representative	WANG BAIXING
Registered Capital	RMB92,880,000
Date of Establishment	6 March 2002
Scope of Business	Manufacture and sale of optical fibres and optical fibre cables and its associated series of products, active optical devices and passive optical devices, telecommunications terminal devices and telecommunications equipment. Sale of optical fibre cable protective materials and other optical fibre cable raw materials and services of relevant products. Export business for its self-produced products and technologies, and import business of mechanical equipment, accessories, raw materials and technologies required by the Company, except for goods and technologies restricted by or prohibited to be imported or exported by the PRC State; engineering works for the connection and installation of telecommunications energy cables and optical fibre cables. (For projects subject to approval pursuant to PRC laws, approval must be obtained from relevant regulators prior to the commencement of any business activities.)
Relationship	Joint venture, 51% of equity interests held by the Company

2). *Yangtze Optical Fibre and Cable Sichuan Co., Ltd.*

Unified Social Credit Code	915111816211002820
Address	Jiulizhen, Emeishan, Sichuan
Legal Representative	ZHUANG DAN
Registered Capital	RMB53,800,000
Date of Establishment	17 May 1993
Scope of Business	Manufacture and sale of various types of optical fibres (including optical fibre preforms), optical fibre cables and other telecommunications cables, optical equipments, telecommunications testing equipment, and the import and export of the aforementioned products (excluding prohibited projects by the PRC State). Development and provision of services for internet connection devices and software; design, construction and provision of ancillary manufacturing services for CATV optical fibre networks. (For projects subject to approval pursuant to PRC laws, approval must be obtained from relevant regulators prior to the commencement of any business activities.)
Relationship	Joint venture, 51% of equity interests held by the Company

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**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
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THE ESTIMATES OF THE 2018 RELATED PARTY TRANSACTIONS  
DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

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3). *Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd.*

Unified Social Credit Code	91440500617523733G
Address	No.15 Keji East Road, High-tech Zone, Shantou, Guangdong
Legal Representative	GAO JINGTAO
Registered Capital	RMB170,558,817
Date of Establishment	6 November 1992
Scope of Business	Research, development, manufacture and sales of optical fibre preforms, optical fibres, optical fibre cables, telecommunication cables, specialty cables and devices, accessories, components and materials; manufacture of specialized equipment and telecommunication products; provision of engineering and technical services of such products. (For projects subject to approval pursuant to PRC laws, approval must be obtained from relevant regulators prior to the commencement of any business activities.)
Relationship	Joint venture, 42.42% of equity interests held by the Company

4). *Tianjin YOFC XMKJ Optical Communications Co., Ltd.*

Unified Social Credit Code	91120116687741365W
Address	Optical fibre production building, No. 10 Rongyuan Road, Huayuan Industrial Park
Legal Representative	TANG XIAOFENG
Registered Capital	RMB220,000,000
Date of Establishment	1 June 2009
Scope of Business	Manufacture of optical fibres and optical fibrecables; leasing of self-owned properties; import and export of goods and technologies; development, consultation, provision of services and transfer for mechatronics and new materials technology; leasing of optical fibre manufacturing equipment. (To comply with any relevant specific or franchising requirements prescribed by the PRC State.)
Relationship	Joint venture, 49% of equity interests held by the Company

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**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
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5). *Yangtze (Wuhan) Optical System Co., Ltd.*

Unified Social Credit Code	9142010076461415X9
Address	No. 4 Guanshan 2nd Road, Hongshan District, Wuhan
Legal Representative	ZHANG MU
Registered Capital	RMB47,500,000
Date of Establishment	29 July 2004
Scope of Business	Research and development, manufacture, processing, sales and provision of technology services for specialty optical fibres, optical devices, optical sensing and a series of other optical system products; research and development, provision of technology service and technology consultation of system integration, computer software and hardware products; telecommunications engineering design, installment and maintenance; as proprietor or as agent in the business of importing and exporting of various goods and technologies (except for goods and technologies restricted by or prohibited to be imported or exported by the PRC State). (For the purposes of the abovementioned scope of business, projects subject to specific requirements by the PRC State can be carried out when approved or pursuant to a permit, during the assessed period.)
Relationship	Joint venture, 46.32% of equity interests held by the Company

6). *Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.*

Unified Social Credit Code	91429005336452107N
Address	Te No.1 Changfei Avenue, Jiangnan Yanhua Industrial Park, Qianjiang
Legal Representative	ZHUANG DAN
Registered Capital	JPY 8,000,000,000
Date of Establishment	18 August 2015
Scope of Business	Manufacture and sale of optical fibre preforms for optical fibres, production and sale of hydrochloric acid and silicon tetrachloride, production and sale of industrial products (excluding hazardous chemicals).
Relationship	Joint venture, 49% of equity interests held by the Company

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**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
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DURING THE ORDINARY AND USUAL COURSE OF BUSINESS**

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7). *Shenzhen SDGI Optical Fibre Co., Ltd.*

Unified Social Credit Code	91440300723032997C
Address	No.20 Technology North 1st Road, Nanshan Xili Residential District, Shenzhen
Legal Representative	JIANG QINJIAN
Registered Capital	RMB386,518,320
Date of Establishment	30 August 2000
Scope of Business	Technology development, technology consultation and sales of optical fibres, telecommunication products and mechanical equipment; domestic sales, export and import business. Manufacture of optical fibres and mechanical equipment.
Relationship	Joint venture, 35.36% of equity interests held by the Company

8). *Tianjin YOFC XMKJ Optical Cable Co., Ltd.*

Unified Social Credit Code	91120111690671476R
Address	No.98 Liukou Road, Yangliuqingzhen, Xiqing District (No. 23-1 New Energy New Material Industry Base)
Legal Representative	HU QIAN
Registered Capital	RMB100,000,000
Date of Establishment	13 July 2009
Scope of Business	Manufacture, sales and technology development of optical fibre cables, optical fibres, optical fibre preforms, telecommunication cables, specialty cables and devices, accessories, components and materials; manufacture of specialized equipment for optical fibre cables and telecommunication products; provision of engineering installment and technology service for the aforementioned products; import and export of goods and technologies (unless otherwise provided for in the laws or administrative regulations of the PRC State); development, technology consultation, provision of technical service and technology transfer of mechatronics and new material technologies. (To comply with any relevant specific or franchising requirements prescribed by the PRC State; to operate pursuant to permit(s) or approval documentation where an industry permit is involved.)
Relationship	Joint venture, 20% of equity interests held by the Company

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**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
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9). *Wuhan Guangyuan Electronic Technology Co., Ltd.*

Unified Social Credit Code	914201127414435543
Address	Wuzhigou West, Gexin Avenue South, Dongxihu District (No. 15 Wunan Road, Wujiashan)
Legal Representative	LI XIZHE
Registered Capital	RMB5,000,000
Date of Establishment	4 November 2002
Scope of Business	Research and development, development and sales of plastic products, precision moulds, electronic products, telecommunications equipment, photoelectric devices, optical fibres and optical fibre cables technology; as proprietor or as agent in the business of importing and exporting of various goods and technologies (except for goods and technologies restricted by or prohibited to be imported or exported by the PRC State). (For projects subject to approval pursuant to PRC laws, approval must be obtained from relevant regulators prior to the commencement of any business activities.)
Relationship	Joint venture, 20% of equity interests held by the Company

10). *YOFC-Yadanarbon Fibre Co., Ltd.*

Address	NO. 41 A, SHWE TAUNG KYAR STREET, SHWE TAUNG KYAR WARD 2, BAHAN TOWNSHIP, YANGON
Registered Capital	US\$10,000,000
Scope of Business	The design, manufacture and sale of related accessories of optical fibres and optical fibre cables and the supply of related telecommunications equipment for fibres-to-home.
Relationship	Joint venture, 50% of equity interests held by the Company

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**APPENDIX I      CONFIRMATION OF THE 2017 RELATED PARTY TRANSACTIONS  
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11). *Wuhan YOFC Polytech Co., Ltd.*

Unified Social Credit Code	91420100MA4KM5YW43
Address	BeiHu Industrial Park, Chemical Industrial Zone, Wuhan
Legal Representative	JIANG SHENGBIN
Registered Capital	RMB20,000,000
Date of Establishment	18 March 2016
Scope of Business	Development, manufacture, wholesale, retail and technical services of ultraviolet curing paint, UV-curing ink, UV-curing glue, lithography, water-based paint, water-based ink, and related synthetic chemical materials (excluding hazardous chemicals); development, manufacture, wholesale, retail and technical services of modified plastics and synthetic resin materials; research and development, manufacture, wholesale, retail, technical consultation and technology transfer of new chemical materials and new chemical products (excluding hazardous chemicals); research and development, technical consultation and technology transfer of new chemical technique. (For projects subject to approval pursuant to PRC laws, approval must be obtained from relevant regulators prior to the commencement of any business activities.)
Relationship	Joint venture, 49% of equity interests held by the Company

12). *Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.*

Unified Social Credit Code	914201005720423617
Address	No.9 Guanggu Avenue, Donghu Development Zone, Wuhan
Legal Representative	BAO WENDONG
Registered Capital	RMB45,000,000
Date of Establishment	26 April 2011
Scope of Business	Development, manufacture and sale of high-purity germanium tetrachloride, high-purity silicon tetrachloride and associated series of products used for optical fibres; import and export of goods, import and export of technology, as agent in importing and exporting (except for goods and technologies prohibited to be imported or exported by the PRC State). (For the purposes of the abovementioned scope of business, projects subject to specific requirements by the PRC State can be carried out when approved or pursuant to a permit, during the assessed period.)
Relationship	Associate, 20% of equity interests held by the Company



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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING FOR THE YEAR 2017

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM” or “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”) for the year 2017 will be held on Tuesday, May 22, 2018 at 10:00 a.m. at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC, for the purposes of considering and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year ended December 31, 2017.
2. To consider and approve the work report of the board of directors of the Company for the year ended December 31, 2017.
3. To consider and approve the work report of the board of supervisors of the Company for the year ended December 31, 2017.
4. To consider and approve the audited consolidated financial statements of the Company for the year ended December 31, 2017.
5. To consider and approve the appointment of KPMG Huazhen LLP as auditors of the Company for the year 2018.
6. To consider and approve the cessation of the re-appointment of KPMG as international auditor of the Company.
7. To consider and approve the confirmation of the 2017 related party transactions during the ordinary and usual course of business and the estimates of the 2018 related party transactions during the ordinary and usual course of business as set out in Appendix I to the circular of the Company dated April 6, 2018, and that the board of directors of the Company or such persons as authorized by the board of directors of the Company, be authorized to enter into specific business agreements with the related parties from time to time in the year 2018 within the limits of the estimates on the transaction amounts, for each transaction contemplated under this proposal during the ordinary and usual course of business.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

8. To consider and approve the profit distribution plan of the Company for the year ended December 31, 2017 and the non-payment of any final dividend.

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, 2018

*Notes:*

**(1) Circular**

Details of the above proposals and resolutions to be considered at the AGM are set out in the circular of the Company dated April 6, 2018 (the “**Circular**”). Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

**(2) Closure of register of members and eligibility for attending the AGM**

Holders of H shares of the Company (the “**H Shares**”) are advised that the register of members will be closed from Sunday, April 22, 2018 to Tuesday, May 22, 2018 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong at close of business on Friday, April 20, 2018 are entitled to attend the AGM. Holders of H Shares who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, on or before 4:30 p.m. on Friday, April 20, 2018.

**(3) Proxy**

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized. To be valid, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share registrar of the Company for holder of H Shares and to the Company’s Board of Directors’ Office for holders of domestic shares of the Company (the “**Domestic Shares**”) by hand or by post not later than 10:00 a.m. (Hong Kong time) on Monday, May 21, 2018. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the AGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked. The H Share registrar of the Company is Tricor Investor Services Limited, whose address is at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. 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).

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## NOTICE OF THE ANNUAL GENERAL MEETING

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**(4) Reply Slip**

Shareholders who intend to attend the AGM in person or by proxy should return the reply slip by hand, by fax or by post to the H Share registrar of the Company, Tricor Investor Services Limited, for holder of H Shares or the Company's Board of Directors' Office for holder of Domestic Shares on or before Tuesday, May 1, 2018. The address of Tricor Investor Services Limited is Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (Tel: (852) 2980 1333, Fax: (852) 2810 8185). 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 AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation, catering and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identification documents.

The AGM starts at 10:00 a.m.. Registration for admission to the AGM will take place from 9:00 a.m. to 10:00 a.m..

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

\* *For identification purposes only*

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## NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING

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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 FIRST DOMESTIC SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a Domestic Share class meeting (the “**First 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 22, 2018 at 11:00 a.m. or immediately after the AGM 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 resolution:

### SPECIAL RESOLUTION

1. To consider and approve the profit distribution plan of the Company for the year ended December 31, 2017 and the non-payment of any final dividend.

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, 2018

*Notes:*

**(1) Circular**

Details of the above resolution to be considered at the Domestic Share Class Meeting are set out in the circular of the Company dated April 6, 2018 (the “**Circular**”). Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

**(2) Eligibility for attending the First 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 on Friday, April 20, 2018 are entitled to attend the First Domestic Share Class Meeting.

**(3) Proxy**

Shareholders entitled to attend and vote at the First 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)

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## NOTICE OF THE FIRST DOMESTIC SHARE CLASS MEETING

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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 21, 2018. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the First 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 First 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 1, 2018. 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 First Domestic Share Class Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the First Domestic Share Class Meeting are responsible for their own transportation, catering and accommodation expenses. Shareholders or their proxies attending the First Domestic Share Class Meeting shall produce their identification documents.

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

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

\* *For identification purposes only*

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## NOTICE OF THE FIRST H SHARE CLASS MEETING

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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 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that an H Share class meeting (the “**First H Share Class Meeting**” or “**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 22, 2018 at 11:30 a.m. or immediately after the First Domestic Share Class Meeting 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 resolution:

### SPECIAL RESOLUTION

1. To consider and approve the profit distribution plan of the Company for the year ended December 31, 2017 and the non-payment of any final dividend.

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, 2018

*Notes:*

**(1) Circular**

Details of the above resolution to be considered at the First H Share Class Meeting are set out in the circular of the Company dated April 6, 2018 (the “**Circular**”). Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

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

Holders of H shares of the Company (the “**H Shares**”) are advised that the register of members will be closed from Sunday, April 22, 2018 to Tuesday, May 22, 2018 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong at the close of business on Friday, April 20, 2018 are entitled to attend the First H Share Class Meeting. Holders of H Shares who wish to attend the First H Share Class Meeting but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, on or before 4:30 p.m. on Friday, April 20, 2018.

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## NOTICE OF THE FIRST H SHARE CLASS MEETING

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**(3) Proxy**

Shareholders entitled to attend and vote at the First H Share Class Meeting may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized. To be valid, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share registrar of the Company by hand or by post not later than 11:30 a.m. (Hong Kong time) on Monday, May 21, 2018. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the First H Share Class Meeting if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked. The H Share registrar of the Company is Tricor Investor Services Limited, whose address is at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

**(4) Reply Slip**

Shareholders who intend to attend the First H Share Class Meeting in person or by proxy should return the reply slip by hand, by fax or by post to the H Share registrar of the Company, Tricor Investor Services Limited on or before Tuesday, May 1, 2018. The address of Tricor Investor Services Limited is Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (Tel: (852) 2980 1333, Fax: (852) 2810 8185).

**(5) Joint holder of shares**

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

**(6) Voting by poll**

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

**(7) Other issues**

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

The First H Share Class Meeting starts at 11:30 a.m.. Registration for admission to the First H Share Class Meeting will take place from 10:30 a.m. to 11:30 a.m..

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

\* *For identification purposes only*