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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.

## 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).

**(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.

*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.*

\* For identification purposes only