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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 H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the first H Share class meeting (the “**H Share Class Meeting**” or the “**Meeting**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company (the “**Company**”) for the year 2015 will be held on Monday, October 19, 2015 at 11:00 a.m. or immediately after the 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 purpose of considering and if thought fit, passing the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and approve the Proposed 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) as set out in Appendix I to the circular of the Company dated September 2, 2015.
2. To consider and approve each of the following items in respect of the plan of non-public issuance of Domestic Shares and H Shares, details of which are set out in Appendix II to the circular of the Company dated September 2, 2015:
  - (1) Class and par value of Shares to be issued
  - (2) Method of issuance and Timing of issuance

\* *For identification purposes only*

- (3) Target subscribers and method of subscription
- (4) Price determination date and principles of issuance and pricing
- (5) Number of Shares to be issued
- (6) Lock-up period
- (7) Place of listing
- (8) Use of proceeds
- (9) Cumulative retained earnings before the Private Placement
- (10) Delegation under the Private Placement
- (11) Effective period of the resolution(s)

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, September 2, 2015

*Notes:*

**(1) Circular**

Details of the above proposals and resolutions to be considered at the H Share Class Meeting are set out in the circular of the Company dated September 2, 2015 (the “**Circular**”), including, among others, information regarding the Proposed Employee Stock Ownership Scheme, the Private Placement, the General Mandate, the Connected H Share Subscription and the Connected Domestic Share Subscription. Unless otherwise defined in the notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

\* *For identification purposes only*

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

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Saturday, September 19, 2015 to Monday, October 19, 2015 (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, September 18, 2015 are entitled to attend the H Share Class Meeting. Holders of H Shares who wish to attend the 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, at or before 4:30 p.m. on Friday, September 18, 2015.

**(3) Proxy**

Shareholders entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend 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 less than 24 hours before the time fixed for holding the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the 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 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, September 29, 2015. 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 EGM, the Domestic Share Class Meeting and the H Share Class Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the H Share Class Meeting are responsible for their own transportation, catering and accommodation expenses. Shareholders or their proxies attending the H Share Class Meeting shall produce their identification documents.

The H Share Class Meeting starts at 11:00 a.m.. Registration for admission to the H 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 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.*