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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)

**SUPPLEMENTAL NOTICE OF THE FIRST H SHARE CLASS MEETING**

References are made to the circular of Yangtze Optical Fibre and Cable Joint Stock Limited Company\* (the “**Company**”) and the notice of the H share class meeting of the Company to be held on Tuesday, May 22, 2018 (the “**First H Share Class Meeting**”) dated April 6, 2018 (the “**Original H Share Class Meeting Notice**”), which set out the time and venue of the First H Share Class Meeting and contain the resolution to be tabled before the First H Share Class Meeting for approval by holders of H shares of the Company.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the First H Share Class Meeting will be held as originally scheduled 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 resolutions, in addition to the resolutions set out in the Original H Share Class Meeting Notice:

**SPECIAL RESOLUTIONS**

2. To consider and approve the extension of the effective period of the resolution approving the A Share Offering.
3. “**THAT:**
  - (a) 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;

\* For identification purpose only

- (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 meeting 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 until May 21, 2019.”

4. To consider and approve the proposal on the dilution of immediate return as a result of the A Share Offering and remedial measures as set out in Appendix II to the circular of the Company dated April 20, 2018.

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 20, 2018

*Notes:*

- (1) Details of the above proposals and resolutions to be considered at the First H Share Class Meeting are set out in the supplemental circular of the Company dated April 20, 2018 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of the First H Share Class Meeting, capitalised terms used in this supplemental notice of the First H Share Class Meeting shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form for use at the First H Share Class Meeting (the “**Supplemental H Share Class Meeting Proxy Form**”) containing the resolutions numbered 2 to 4 mentioned above is enclosed with this Supplemental Circular. The proxy form issued by the Company along with the circular of the Company dated April 6, 2018 (the “**Original H Share Class Meeting Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Company.
- (3) If you intend to appoint a proxy to attend the First H Share Class Meeting, you are requested to complete and return the accompanying Supplemental H Share Class Meeting Proxy Form in accordance with the instructions printed thereon. To be valid, the Supplemental H Share Class Meeting 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 First H Share Class Meeting (i.e. not later than 11:30 a.m. on Monday, May 21, 2018) or any adjournment thereof (as the case may be). Completion and return of the Supplemental H Share Class Meeting 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. References to time and dates in this notice are to Hong Kong time and dates.

- (4) Shareholders entitled to attend and vote at the First H Share Class Meeting may appoint one or more proxies to attend and vote in their stead. For the avoidance of doubt, should the proxies being appointed to attend the First H Share Class Meeting under each of the Original H Share Class Meeting Proxy Form and the Supplemental H Share Class Meeting Proxy Form are different and more than one of the proxies attended the First H Share Class Meeting, only the proxy validly appointed under the Original H Share Class Meeting Proxy Form shall be designated to vote at the First H Share Class Meeting.
- (5) Please refer to the Original H Share Class Meeting Notice for details in respect of other resolution to be passed at the First H Share Class Meeting, eligibility for attending the First H Share Class Meeting, proxy, registration procedures, closure of register of members and other relevant matters.

*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, LiPing and Li Zhuo, as independent non-executive directors.*