
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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 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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Smart Link Better Life.

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)

- (1) REPORT OF THE BOARD FOR THE YEAR 2022**
- (2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022**
- (3) 2022 ANNUAL REPORT**
- (4) FINAL FINANCIAL REPORT FOR THE YEAR 2022**
- (5) PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022**
- (6) PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS,
SUPERVISORS AND SENIOR MANAGEMENT**
- (7) PROPOSAL ON THE 2023 ANNUAL EXTERNAL
GUARANTEE AMOUNT**
- (8) PROPOSAL ON THE 2023 ASSET POOL BUSINESS
OF THE COMPANY**
- (9) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (10) PROPOSED AMENDMENTS TO THE PROCEDURAL RULES
FOR THE GENERAL MEETING**
- (11) PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITORS
OF THE COMPANY FOR THE YEAR 2023
AND**
- (12) NOTICE OF ANNUAL GENERAL MEETING**

Letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the AGM 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 Friday, June 30, 2023 at 2:00 p.m. is set out on pages 36 to 38 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned by holder of H Shares to the Company's H share registrar, Tricolor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by hand or by post not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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

* For identification purpose only

May 31, 2023

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DEFINITIONS

“AGM”	an annual general meeting 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 Friday, June 30, 2023 at 2:00 p.m., or any adjournment thereof
“A Share(s)”	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are traded in Renminbi and listed on the SSE (stock code: 601869)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“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 A Shares and H Shares of which are listed on SSE and the Main Board of the Stock Exchange, respectively
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	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 (stock code: 6869)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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

* For identification purpose only

DEFINITIONS

“Procedural Rules for the General Meeting”	the procedural rules for the general meeting of the Company, as amended from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Shares and/or H Shares
“Shareholders”	holders of shares of the Company
“SSE”	The Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company

LETTER FROM THE BOARD



Smart Link Better Life.

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 Director:
Mr. ZHUANG Dan

Non-executive Directors:
Mr. MA Jie (*Chairman*)
Mr. Philippe Claude VANHILLE
Mr. GUO Tao
Mr. Pier Francesco FACCHINI
Mr. Frank Franciscus DORJEE
Mr. XIONG Xiangfeng
Ms. LAI Zhimin

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

Principal Place of Business in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

Independent Non-executive Directors:
Mr. Bingsheng TENG
Mr. LIU Deming
Mr. SONG Wei
Dr. WONG Tin Yau, Kelvin

May 31, 2023

To the Shareholders

Dear Sir or Madam,

- (1) REPORT OF THE BOARD FOR THE YEAR 2022
- (2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022
- (3) 2022 ANNUAL REPORT
- (4) FINAL FINANCIAL REPORT FOR THE YEAR 2022
- (5) PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022
- (6) PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS,
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- (7) PROPOSAL ON THE 2023 ANNUAL EXTERNAL
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OF THE COMPANY FOR THE YEAR 2023
AND
- (12) NOTICE OF ANNUAL GENERAL MEETING

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LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and information in respect of the resolutions to be proposed at the AGM including (i) the report of the Board for the year 2022; (ii) the report of the Board of Supervisors for the year 2022; (iii) the 2022 annual report of the Company; (iv) the final financial report for the year 2022; (v) the proposed profit distribution plan for the year 2022; (vi) the purchase of liability insurance for the Directors, Supervisors and senior management of the Company; (vii) the proposed 2023 annual external guarantee amount; (viii) the proposed 2023 asset pool business of the Company; (ix) the proposed amendments to the Articles of Association; (x) the proposed amendments to the Procedural Rules for the General Meeting; (xi) the re-appointment of KPMG Huazhen LLP as the independent auditors of the Company for the year 2023; and (xii) the notice of AGM.

2. REPORT OF THE BOARD FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board for the year 2022, the text of which has been set out in the 2022 annual report of the Company published on April 27, 2023.

3. REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board of Supervisors for the year 2022, the text of which has been set out in the 2022 annual report of the Company published on April 27, 2023.

4. 2022 ANNUAL REPORT

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 annual report of the Company. The audited financial statements were prepared in accordance with China Accounting Standards for Business Enterprises and the full text of the independent auditors' report for the year 2022 has been set out in the 2022 annual report of the Company published on April 27, 2023.

5. FINAL FINANCIAL REPORT FOR THE YEAR 2022

According to the consolidated financial statements of the Company audited by KPMG Huazhen LLP, the key highlights of the final financial report for the year 2022 of the Company are as follows:

- (i) In year 2022, the revenue of the Company was RMB13,830.3 million, the profit for the year attributable to equity shareholders of the Company was RMB1,167.0 million, and the earnings per share was RMB1.54.

LETTER FROM THE BOARD

- (ii) As at December 31, 2022, the total assets of the Company were RMB28,203.3 million, the total liabilities were RMB13,666.2 million, the total equity attributable to equity shareholders of the Company was RMB10,144.2 million, and the total liabilities were 48.5% of the total assets of the Company.
- (iii) For the year ended December 31, 2022, the net cash generated from operating activities was RMB1,594.5 million, the net cash used in investing activities was RMB2,186.8 million, and the net cash generated from financing activities was RMB1,977.5 million.

6. PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022

Based on the total share capital of 757,905,108 Shares issued and listed as of December 31, 2022, the Board proposed to distribute a dividend of RMB4.62 per 10 Shares (inclusive of tax), with the total dividends amounting to approximately RMB350,152,160 (inclusive of tax). The expected payment date is on or before August 18, 2023. The proposed dividend is subject to approval by Shareholders at the AGM to be held on June 30, 2023 by the Company. Should the proposal be approved, the dividend for holders of A Shares, including holders of A Shares through the Northbound Trading Link of the Shanghai-Hong Kong Stock Connect (hereinafter referred to as the “**Northbound Shareholders**”) and holders of H Shares through the Southbound Trading Link (including Shanghai and Shenzhen markets, hereinafter referred to as the “**Southbound Shareholders**”) will be declared and paid in RMB. Dividends to holders of H Shares, except the Southbound Shareholders, are paid in Hong Kong dollars. The exchange rate will be calculated as per the average exchange rate for converting RMB into Hong Kong dollars published by the People’s Bank of China during the five business days prior to the AGM.

With respect to the Southbound Shareholders, according to the relevant requirements of China Securities Depository and Clearing Corporation Limited, China Securities Depository and Clearing Corporation Limited (“**CSDC**”) Shanghai Branch and Shenzhen Branch shall receive cash dividends distributed by the Company as the nominee of the Southbound Shareholders for Shanghai market and Shenzhen market, respectively and distribute such cash dividends to the relevant Southbound Shareholders through its depository and clearing system.

In accordance with the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on January 1, 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from January 1, 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company’s shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

LETTER FROM THE BOARD

In accordance with the requirements of the Circular on Certain Issues Concerning the Policies of Individual Income Tax (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the Ministry of Finance and the State Administration of Taxation on May 13, 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. As the Company is a foreign-invested enterprise, the Company will not withhold and pay the individual income tax on behalf of individual shareholders when the Company distributes the dividends for the year ended December 31, 2022 to overseas individual shareholders whose names appear on the register of members of H shares of the Company.

For Northbound Shareholders, with regard to the dividends obtained by the investors (including enterprises and individuals) from investment in the A Shares of the Company listed on Shanghai Stock Exchange through the Hong Kong Stock Exchange, the Company will withhold income tax at the rate of 10%, and file tax withholding returns with the competent tax authority. Where there is any tax resident of a foreign country out of the investors through the Northbound Trading Link and the rate of income tax on dividends is less than 10%, as provided for in the tax treaty between the country and the PRC, the enterprise or individual may personally, or entrust a withholding agent to, file an application for the tax treatment under the tax treaty with the competent tax authority of the Company. Upon review, the competent tax authority will refund tax based on the difference between the amount of tax having been collected and the amount of tax payable calculated at the tax rate as set out in the tax treaty.

For Southbound Shareholders, in accordance with the Notice of Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), effective from November 17, 2014, and the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), effective from December 5, 2016, with regard to the dividends obtained by individual mainland investors from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their individual income tax at the rate of 20% in accordance with the register of individual mainland investors provided by CSDC. As to the withholding tax having been paid abroad, an individual investor may file an application for tax credit with the competent tax authority of CSDC with an effective credit document. With respect to the dividends obtained by mainland securities investment funds from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their income tax with reference to the provisions concerning the collection of tax on individual investors. The Company will not withhold income tax on dividends obtained by mainland enterprise investors, and mainland enterprise investors shall file their income tax returns and pay tax themselves instead.

LETTER FROM THE BOARD

Holders of H Shares are advised to consult their own tax advisers about the tax effect in China, Hong Kong and/or other countries (regions) in respect of owning and disposing of H Shares if they are in any doubt as to the above arrangements.

7. PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Since November 2014, the Company has purchased relevant liability insurance for Directors, Supervisors and senior management of the Company. The term of the current insurance will expire on June 30, 2023. The Board has resolved to propose that the Company shall continue to purchase liability insurance for Directors, Supervisors and senior management of the Company. The main terms for the liability insurance are as follows:

- (i) Policyholder: Yangtze Optical Fibre and Cable Joint Stock Limited Company* (長飛光纖光纜股份有限公司)
- (ii) Insured persons: Directors, Supervisors and senior management of the Company
- (iii) Amount insured: USD50,000,000
- (iv) Term: 1 year

The Board intends to propose at the AGM to authorize the chairman of the Company within the above authority to handle any matters in relation to the purchase of liability insurance for Directors, Supervisors and senior management of the Company (including but not limited to, determining the scope of the insured, the insurance company, the amount insured, the premium and other insurance terms; selecting and appointing an insurance brokerage company or other intermediary agencies; executing relevant legal documents and dealing with other insurance related issues, etc.) and renew the liability insurance contract or enter into a new liability insurance contract upon or before the expiration of such liability insurance for Directors, Supervisors and senior management of the Company.

8. PROPOSAL ON THE 2023 ANNUAL EXTERNAL GUARANTEE AMOUNT

To satisfy the daily operational needs of each subsidiary of the Group, the Company proposed that during year 2023, the Company would provide its subsidiaries and those subsidiaries would provide among each other guarantees not exceeding the amount of USD194 million, RMB109 million, ZAR60 million, MXN5 million (Mexican Peso) and EUR5 million, equivalent to approximately RMB1.542 billion. In addition, it is proposed that the Board or such person as authorized by the Board, be authorized to handle the specific matters in relation to the external guarantee, including adjusting specific guarantee amount and signing relevant legal documents in accordance with actual business needs within the limit of the 2023 annual external guarantee amount contemplated under this proposal.

Details of the 2023 annual external guarantee amount are set out in Appendix I to this circular.

LETTER FROM THE BOARD

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 65 the Articles of Association.

9. PROPOSAL ON THE 2023 ASSET POOL BUSINESS OF THE COMPANY

In order to manage the Company's bills receivable and payable, reduce the Company's capital occupation, optimize the financial structure and improve the capital utilization rate, the Company proposes to carry out the asset pool business.

Details of the 2023 asset pool business of the Company are set out in Appendix II of this circular.

10. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to bring the Articles of Association in line with the 14 core shareholder protection standards as set out in Appendix 3 to the Listing Rules and to incorporate respective housekeeping amendments, the Company proposed to make certain amendments to articles in the Articles of Association (the "**Proposed Articles Amendments**"). The details of the Proposed Articles Amendments are set out in Appendix III to this circular. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities.

The legal advisers to the Company as to Hong Kong laws and PRC laws have respectively confirmed that the amended Articles of Association comply with the applicable requirements of Appendix 3 to the Listing Rules and do not violate the laws of the PRC. The Company also confirms that there is nothing unusual in the amended Articles of Association from the perspective of a PRC company listed on the Stock Exchange.

11. PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE GENERAL MEETING

In view of the Proposed Articles Amendments, the Board proposed to make certain amendments to articles in the Procedural Rules for the General Meeting to reflect such changes. The details of the amendments are set out in Appendix IV to this circular for details. The proposed amendments to the Procedural Rules for the General Meeting are subject to the approval of the Shareholders by way of special resolution at the AGM.

LETTER FROM THE BOARD

12. PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITORS OF THE COMPANY FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to consider and approve the proposed re-appointment of KPMG Huazhen LLP as the independent auditors of the Company for the year 2023, which will hold office until the conclusion of the next annual general meeting of the Company.

13. AGM

The Board proposed to convene the AGM, to consider and, if thought fit, approve (i) the report of the Board for the year 2022; (ii) the report of the Board of Supervisors for the year 2022; (iii) the 2022 annual report of the Company; (iv) the final financial report for the year 2022; (v) the proposed profit distribution plan for the year 2022; (vi) the purchase of liability insurance for the Directors, Supervisors and senior management of the Company; (vii) the proposed 2023 annual external guarantee amount; (viii) the proposed 2023 asset pool business of the Company; (ix) the proposed amendments to the Articles of Association; (x) the proposed amendments to the Procedural Rules for the General Meeting; and (xi) the re-appointment of KPMG Huazhen LLP as the independent auditors of the Company for the year 2023, at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Friday, June 30, 2023 at 2:00 p.m.. The Company has provided holders of H Shares with the notice of the AGM and form of proxy.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. The proxy form should be returned by holder of H Shares to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by hand or by post not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

14. CLOSURE OF REGISTER OF MEMBERS

In order to determine the holders of H Shares who are qualified to attend the AGM and entitled to the proposed dividend (subject to approval of the Shareholders), the Company will suspend registration of H Share transfer on the following dates:

so as to determine the holders of H Shares who are qualified to attend and vote at the AGM:

Latest time for lodging transfers of H Shares 4:30 p.m., Monday, June 26, 2023

Closure date of H Share register of members from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive)

Record Date Tuesday, June 27, 2023

LETTER FROM THE BOARD

Latest time for return of proxy form of the AGM 2:00 p.m., Thursday, June 29, 2023

Date of the AGM Friday, June 30, 2023

so as to determine the holders of H Shares who are entitled to the proposed dividend:

Latest time for lodging transfers of H Shares 4:30 p.m., Wednesday, July 5, 2023

Closure date of H Share register of members from Thursday, July 6, 2023 to Thursday, July 13, 2023 (both days inclusive)

Dividend Entitlement Date Thursday, July 13, 2023

In order for the holders of H Shares to be qualified to attend and vote at the AGM and be entitled to the proposed dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before the aforesaid deadline for lodging the transfer documents (for holders of H Shares).

Holders of H Shares whose names appear on the register of members of the Company on Thursday, July 13, 2023 (the "**Dividend Entitlement Date**") are entitled to the proposed dividend of the Company (subject to approval of the Shareholders).

Shareholders should read this paragraph carefully. Should there be anyone who intends to change his/her identity as a Shareholder, please seek advice on the relevant procedures from the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identities of the Shareholders. In addition, the Company will withhold corporate income tax and individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H Share register of members as at the Dividend Entitlement Date, and will not entertain or assume responsibility for any requests or claims in relation to any delay or inaccuracies in ascertaining the identities of the Shareholders or any disputes over the arrangements for withholding the corporate income tax and individual income tax.

15. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM 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.

LETTER FROM THE BOARD

16. RECOMMENDATION

The Board considers that the resolutions proposed for consideration and approval by Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the resolutions to be proposed at the AGM.

17. ADDITIONAL INFORMATION

Additional information is also set out in the appendices of this circular for your information.

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

* *For identification purpose only*

To satisfy the daily operational needs of each subsidiary of the Group, the Company proposed that during year 2023, the Company would provide its subsidiaries and those subsidiaries would provide among each other guarantees not exceeding the amount of USD194 million, RMB109 million, ZAR160 million, MXN5 million (Mexican Peso) and EUR5 million, equivalent to approximately RMB1.542 billion. Details of the 2023 annual external guarantee amount are set out below:

No.	Name of Subsidiary	Shareholding percentage of the Company	Gearing ratio of the subsidiary as of December 31, 2022	Estimated guarantee amount for the year 2023	The estimated guarantee amount as a percentage of the net assets of the Company as of December 31, 2022
1	YOFC Peru S.A.C.	100%	74.9%	USD60 million	4.07%
2	YOFC International (Philippines) Corporation	100%	99.1%	RMB100 million	0.99%
3	YOFC International Mexico S.A. de C.V.	100%	104.9%	MXN5 million	0.02%
4	PT. YOFC International Indonesia	100%	98.5%	USD3.6 million	0.24%
5	Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	100%	52.2%	USD110 million	7.47%
6	PT. Yangtze Optics Indonesia	90%	61.0%	USD10 million	0.68%
7	Yangtze Optics Africa Holdings Proprietary Limited	74.9%	52.5%	ZAR 160 million	0.60%
8	PT Yangtze Optical Fibre Indonesia	100%	58.8%	USD5 million	0.34%
9	YOFC International (Singapore) Pte. Ltd.	100%	7.6%	USD5 million	0.34%
10	YOFC International (Thailand) Co., Ltd.	100%	54.0%	RMB8.5 million	0.08%
11	Yangtze Optical Fibre and Cable Company (Poland) sp. z o.o.	100%	60.2%	EUR5 million	0.37%

The actual financing amount of each of the Company's subsidiary shall not exceed the amount guaranteed, and the actual financing amount shall be reasonably determined according to the actual needs of such company. The 2023 annual external guarantee amount shall be valid from the date of the approval by the Shareholders until June 30, 2024.

BASIC INFORMATION ON THE GUARANTEED PARTIES**1. YOFC Peru S.A.C.**

Registered Address: Av. Enrique Canaval Moreyra N° 480, Oficina 1501, Lima 27

Registered Capital: PEN108,693,728

Scope of Business: Provision of public telecommunication services, especially internet access and intranet services to public institutions, private entities and individuals; planning, design, construction, financing, operation, maintenance and/or repair of telecommunication networks and/or telecommunication systems and provision of other goods required for general telecommunication services, especially the goods required for provision of internet access and intranet services to public institutions, private entities and individuals; all actions related to the above that help achieve goals of the Company and comply with the law are included

Date of Incorporation: January 2019

Shareholding Structure: 75% owned by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited, 25% owned by Yachay Telecomunicaciones S.A.C.

Key Financial Position: As of December 31, 2022, YOFC Peru S.A.C. had total assets of RMB918.3194 million, total liabilities of RMB687.6513 million, net assets of RMB230.6681 million, current liabilities of RMB687.6513 million; operating income of RMB280.6236 million and net profit of RMB7.8493 million for the year 2022. (The above information has not been audited and was converted into RMB)

2. YOFC International (Philippines) Corporation

Registered Address: 3rd Flr. 170 Salcedo St., Legaspi Village, Makati City, Republic of the Philippines

Registered Capital: 10,200,000 issued shares, with a nominal value of PHP1.00 each

Scope of Business: Sales of optical fibres and optical fibre cables and related packaged engineering services

Date of Incorporation: December 2017

Shareholding Structure: 100% controlled by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited

Key Financial Position: As of December 31, 2022, YOFC International (Philippines) Corporation had total assets of RMB525.9942 million, total liabilities of RMB521.3957 million, net assets of RMB4.5985 million, current liabilities of RMB520.8510 million, non-current liabilities of RMB0.5447 million; operating income of RMB338.4352 million and net loss of RMB6.9097 million for the year 2022. (The above information has not been audited and was converted into RMB)

3. YOFC International Mexico S.A. de C.V.

Registered Address: Ave Insurgentes Sur 730, Piso 1, Del Valle Centro, Mexico, Ciudad De MEXICO

Registered Capital: MXN1,913,700

Scope of Business: Import, export, distribution, maintenance, storage, sales and manufacturing of optical fibres and optical fibre cables, and businesses relating to the system integration of optical fibres, optical fibre cables and other optical communication products

Date of Incorporation: March 2019

Shareholding Structure: 100% controlled by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited

Key Financial Position: As of December 31, 2022, YOFC International Mexico S.A. de C.V. had total assets of RMB123.0126 million, total liabilities of RMB128.9887 million, net assets of -RMB5.9761 million, current liabilities of RMB128.9887 million; operating income of RMB187.6789 million and net profit of RMB6.1440 million for the year 2022. (The above information has not been audited and was converted into RMB)

4. PT. YOFC International Indonesia

Registered Address: JAKARTA BARAT, Indonesia

Registered Capital: IDR4,000,000,000

Scope of Business: Sales of optical fibres and optical fibre cables and its complementary products, and businesses relating to system integration of optical fibres and optical fibre cables

Date of Incorporation: May 2018

Shareholding Structure: 100% controlled by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited

Key Financial Position: As of December 31, 2022, PT. YOFC International Indonesia had total assets of RMB222.3367 million, total liabilities of RMB218.8937 million, net assets of RMB3.4430 million, current liabilities of RMB218.8937 million; operating income of RMB273.1062 million and net profit of RMB5.4012 million for the year 2022. (The above information has not been audited and was converted into RMB)

5. Yangtze Optical Fibre and Cable Company (Hong Kong) Limited

Registered Address: FLAT/RM01, BLK02, 26/F, Lippo Centre, No.89 Queensway, Hong Kong

Registered Capital: HKD80,000 and USD52,000,000

Scope of Business: Engaging in the import and export trade of optical fibres, optical fibre cables and relevant raw materials

Date of Incorporation: July 2013

Shareholding Structure: 100% owned by the Company

Key Financial Position: As of December 31, 2022, Yangtze Optical Fibre and Cable Company (Hong Kong) Limited had total assets of RMB886.9858 million, total liabilities of RMB463.4264 million, net assets of RMB423.5594 million, current liabilities of RMB463.1198 million, non-current liabilities of RMB0.3066 million; operating income of RMB735.5488 million and net loss of RMB29.0855 million for the year 2022. (The above information has not been audited and was converted into RMB)

6. PT Yangtze Optics Indonesia

Registered Address: Surya Cipta City of Industry Jl. Surya Madya X Kav.1-65 E4, Karawang, WestJava, Indonesia

Registered Capital: USD32,000,000

Scope of Business: Engaging in the business activities of the optical fibre and optical fibre cable industry

Date of Incorporation: April 2017

Shareholding Structure: 90% owned by the Company, 10% owned by PT Fiber Optik Teknologi Indonesia

Key Financial Position: As of December 31, 2022, PT Yangtze Optics Indonesia had total assets of RMB522.5439 million, total liabilities of RMB318.5590 million, net assets of RMB203.9849 million, current liabilities of RMB318.5590 million; operating income of RMB445.2860 million and net profit of RMB3.8616 million for the year 2022. (The above information has not been audited and was converted into RMB)

7. Yangtze Optics Africa Holdings Proprietary Limited

Registered Address: 322 15th Road, Randjespark, Midrand, Gaueng, 1685

Registered Capital: USD10,000,000

Scope of Business: Investment and trading

Date of Incorporation: January 2016

Shareholding Structure: 51% owned by the Company, 23.9% owned by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited, 25.1% owned by Mustek Limited

Key Financial Position: As of December 31, 2022, Yangtze Optics Africa Holdings Proprietary Limited had total assets of RMB155.9519 million, total liabilities of RMB81.8760 million, net assets of RMB74.0759 million, current liabilities of RMB81.7964 million, non-current liabilities of RMB0.0796 million; operating income of RMB145.2410 million and net profit of RMB15.7166 million for the year 2022. (The above information has not been audited and was converted into RMB)

8. PT Yangtze Optical Fibre Indonesia

Registered Address: Jl. Surya Madya X Kav 1-65 E3, Surya Cipta City of Industry, Desa Mulyasari Kecamatan Ciampel, Kabupaten Karawang

Registered Capital: USD21,000,000

Scope of Business: Engaging in the manufacturing and sales of optical fibres and optical fibre cables

Date of Incorporation: May 2015

Shareholding Structure: 70% owned by the Company, 30% owned by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited

Key Financial Position: As of December 31, 2022, PT Yangtze Optical Fibre Indonesia had total assets of RMB337.5995 million, total liabilities of RMB198.3534 million, net assets of RMB139.2461 million, current liabilities of RMB198.3534 million; operating income of RMB183.0706 million and net profit of RMB10.7056 million for the year 2022. (The above information has not been audited and was converted into RMB)

9. YOFC International (Singapore) Pte. Ltd.

Registered Address: 12 Marina Boulevard#17-01fzl Marina Bay Financial Centre Singapore

Registered Capital: USD8,000,000

Scope of Business: General import and export wholesale trade (import and export of telecommunication equipment for trade purpose) and other uncategorised telecommunication related business activities

Date of Incorporation: February 2018

Shareholding Structure: 100% owned by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited

Key Financial Position: As of December 31, 2022, YOFC International (Singapore) Pte. Ltd. had total assets of RMB309.9216 million, total liabilities of RMB23.4655 million, net assets of RMB286.4561 million, current liabilities of RMB23.4655 million; operating income of RMB33.1046 million and net profit of RMB3.4851 million for the year 2022. (The above information has not been audited and was converted into RMB)

10. YOFC International (Thailand) Co., Ltd.

Registered Address: Olympia Thai Tower, 13th Floor, 444 Ratchadapisek Road, Samsennok, Huay Kwang, Bangkok, The Kingdom of Thailand

Registered Capital: THB50,000,000

Scope of Business: Import and export of optical fibres, optical fibre cables and telecommunication products, engineering design, telecommunication facility construction, import and export of insulation materials, aluminium strips and steel strips required for optical fibre and optical fibre cable and other protective products for circuits and cables

Date of Incorporation: October 2016

Shareholding Structure: 100% controlled by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited

Key Financial Position: As of December 31, 2022, YOFC International (Thailand) Co., Ltd. had total assets of RMB18.5165 million, total liabilities of RMB10.0080 million, net assets of RMB8.5085 million, current liabilities of RMB10.0080 million; operating income of RMB44.2831 million and net loss of RMB230,000 for the year 2022. (The above information has not been audited and was converted into RMB)

11. Yangtze Optical Fibre and Cable Company (Poland) sp. z o.o.

Registered Address: Rawa Mazowiecka, Poland

Registered Capital: PLN4,577,500

Scope of Business: Sales and manufacturing of optical fibre and optical fibre cables, power cable and telecommunications and communication equipment and accessories

Date of Incorporation: April 2021

Shareholding Structure: 100% owned by YOFC International (Singapore) Pte. Ltd.

Key Financial Position: As of December 31, 2022, Yangtze Optical Fibre and Cable Company (Poland) sp. z o.o. had total assets of RMB276.0166 million, total liabilities of RMB166.1033 million, net assets of RMB109.9133 million, current liabilities of RMB113.9769 million, non-current liabilities of RMB52.1264 million; operating income of RMB97.0279 million and net loss of RMB18.5615 million for the year 2022. (The above information has not been audited and was converted into RMB)

On March 31, 2023, the Proposal on the 2023 Asset Pool Business of the Company and its Subsidiaries was considered and approved at the 24th meeting of the third session of the Board of Directors held by the Company, pursuant to which the Company and its subsidiaries are allowed to conduct asset pool business with creditworthy commercial banks in China based on actual business development and financing needs, provided that the total current balance of the asset pool shall not be more than RMB800 million.

I. OVERVIEW OF ASSET POOL BUSINESS

1. Business Overview

Asset pool business refers to correspondent financial institutions setting up an asset pool for the Company and the subsidiaries to meet their needs for unified management and coordinated use of financial assets held by them, which is an integrated asset management service system offering a wide range of functions to the Group, including allocation and removal, as well as pledge financing of financial assets.

2. Business Entities Implemented

The Company and the subsidiaries in its consolidated statements.

3. Asset Categories

The pool of assets will include only financial assets such as certificates of deposit, acceptance bills, letters of credit and investment products, etc.

4. Cooperating Financial Institutions

The financial institutions with which the Company proposes to conduct asset pool business will be creditworthy commercial banks in China. Such banks will be selected based on various factors such as the Company's relationships with commercial banks and the asset pool service capabilities of the commercial banks, determined by the Company's management authorised in the general meeting of the Company.

5. Term of Business

The operating term for the above asset pool business shall take effect upon approval at the general meeting and the date of relevant agreements to June 30, 2024.

6. Quota

The Group will share an asset pool quota of no more than RMB800 million, which means that the total current balance of pledged certificates of deposit, acceptance bills, letters of credit and investment products used to carry out asset pool business with all cooperating banks shall not exceed RMB800 million. Such quota can be used on a revolving basis during the term of business.

7. Types of Collateral

Under the premise of controllable risk, the Group can adopt various guarantee methods for the establishment and use of asset pool, such as certificate of deposit pledge, bill pledge, letter of credit pledge and margin pledge. The maximum guarantee amount of the asset pool shall not exceed RMB800 million.

II. PURPOSE OF ASSET POOL BUSINESS

By carrying out the asset pool business, the Group can deposit the financial assets such as certificates of deposit, acceptance bills, letters of credit and investment products received in the cooperating financial institutions for centralized management, while retaining the same form and ratio of financial asset allocation, effectively revitalizing and improving the utilisation rate of occupation of corporate economic resources by certain financial assets, as well as achieving balanced management of returns, risks and liquidity.

III. RISKS OF ASSET POOL BUSINESS AND RISK CONTROL

To carry out the asset pool business, the Group needs to open a special margin account for the asset pool pledge financing business with the cooperating financial institutions, which is used as an account for collecting pledged bills due. The inconsistency between the maturity of bills receivables and bills payables may cause the custodied capital entering into the margin account of the Group that applies for the issuance of bank acceptance bills to cooperating financial institutions, which may cause certain impacts on the liquidity of the Group.

Risk control measures: the Group can mitigate the impact by replacing margin deposits with newly received bills, which makes the liquidity risk controllable.

IV. DECISION-MAKING PROCEDURES AND ORGANISATIONAL IMPLEMENTATION

As the asset-liability ratio of certain subsidiaries in consolidated statements of the Group is higher than 70%, and the asset pool business involves guarantees amongst the Company's subsidiaries in consolidated statements, this proposal is subject to the approval of the Board and may be implemented only after being submitted to the latest general meeting of the Company for consideration and approval.

Within the above quota and term of the asset pool business, the general meeting of the Company has authorised the management of the Company to exercise specific right of decision-making and execute relevant contracts and other legal documents, including but not limited to, the selection of qualified cooperating financial institutions, the quota allocation of different legal entities within the Group and execution of relevant agreements.

V. OPINION OF INDEPENDENT DIRECTORS

Upon verification, the independent Directors are of the view that the asset pool business carried out by the Company and its subsidiaries in consolidated statements is in line with the actual business development needs of the Company, which is conducive to reducing capital occupation and improving the utilisation rate of current assets. During the consideration of the Board, the deliberation procedures were legal and effective, without damaging legal interests of the Company and minority Shareholders. Therefore, the independent Directors agree that the Company carries out the Group's asset pool business.

VI. OPINION OF THE BOARD OF SUPERVISORS

The Board of Supervisors is of the view that the asset pool business carried out by the Company and its subsidiaries in consolidated statements can reduce capital occupation of the Company without damaging the normal operation of the main business of the Company, and there is no harm to the interests of the Company and Shareholders. Therefore, the Board of Supervisors agrees that the Group carries out the Group's asset pooling business.

Details of the proposed amendments to the Articles of Association are set out below:

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 55</p> <p>The ordinary Shareholders shall be entitled to the following rights:</p> <p>.....</p> <p>(2) the right to demand, convene, chair, attend or appoint a proxy to attend General Meetings and to exercise corresponding voting rights thereat pursuant to law;</p> <p>.....</p>	<p>Article 55</p> <p>The ordinary Shareholders shall be entitled to the following rights:</p> <p>.....</p> <p>(2) the right to demand, convene, chair, attend or appoint a proxy to attend General Meetings and to exercise the right to speak and exercise corresponding voting rights thereat pursuant to law at the General Meetings (unless individual shareholders are required to abstain from voting on individual matters under the listing rules of the stock exchange where the company's shares are listed);</p> <p>.....</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 67</p> <p>General Meetings shall be divided into Annual General Meetings and extraordinary General Meetings. The Annual General Meeting shall be held once every year within six months after the end of the previous accounting year.</p> <p>The Board shall convene an extraordinary General Meeting within two months upon the occurrence of one of the following circumstances:</p> <p>.....</p> <p>(3) Shareholders individually or jointly holding 10% or more of the Company’s issued Shares with voting rights request in writing to hold an extraordinary General Meeting;</p> <p>.....</p>	<p>Article 67</p> <p>General Meetings shall be divided into Annual General Meetings and extraordinary General Meetings. The Annual General Meeting shall be held once every year within six months after the end of the previous accounting year.</p> <p>The Board shall convene an extraordinary General Meeting within two months upon the occurrence of one of the following circumstances:</p> <p>.....</p> <p>(3) Shareholders individually or jointly holding 10% or more of the Company’s share capital with voting rights request in writing on one vote per share basis to hold an extraordinary General Meeting;</p> <p>.....</p>
<p>Article 70</p> <p>A twenty (20) working days’ prior written notice for convening the Annual General Meeting and a ten (10) working days’ or fifteen (15) days’ (whichever is earlier) prior written notice for convening the extraordinary General Meeting shall be given to notify Shareholders whose names appear in the register of Shareholders of the matters proposed to be considered and the date and place of the meeting.</p> <p>.....</p>	<p>Article 70</p> <p>A twenty (20) days’ prior written notice for convening the Annual General Meeting and a fifteen (15) days’ prior written notice for convening the extraordinary General Meeting shall be given to notify Shareholders whose names appear in the register of Shareholders of the matters proposed to be considered and the date and place of the meeting.</p> <p>.....</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 72</p> <p>In the event the Company convenes a General Meeting, the Board, the Board of Supervisors, and the Shareholders individually or jointly holding 3% or more of the Company’s Shares are entitled to propose motions to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Shares may introduce ad hoc motions and submit the same in writing to the convener ten days prior to the holding of the General Meeting. The convener shall incorporate any matters under such motions which fall within the scope of the duties and functions of the General Meeting into the agenda of the meeting, issue a supplementary notice of the General Meeting and publish an announcement setting out the content of such ad hoc motions within two days from receipt thereof.</p> <p>.....</p>	<p>Article 72</p> <p>In the event the Company convenes a General Meeting, the Board, the Board of Supervisors, and the Shareholders individually or jointly holding 3% or more of the Company’s Shares with voting rights in the share capital are entitled to propose motions to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Shares with voting rights in the share capital may introduce ad hoc motions and submit the same in writing to the convener ten days prior to the holding of the General Meeting. The convener shall incorporate any matters under such motions which fall within the scope of the duties and functions of the General Meeting into the agenda of the meeting, issue a supplementary notice of the General Meeting and publish an announcement setting out the content of such ad hoc motions within two days from receipt thereof.</p> <p>.....</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 80</p> <p>The holders of ordinary Shares whose names appear on the register of members of the Company on the record date (or their proxies, as applicable) shall all be entitled to attend the General Meeting and to exercise their voting rights in accordance with relevant laws and regulations and the Articles of Association. A Shareholder may attend the General Meeting in person or may appoint a proxy to attend and vote at the meeting on his behalf.</p> <p>.....</p> <p>Where such Shareholder is a Recognized Clearing House (or its nominee), such Shareholder is entitled to appoint one or more persons as it deems fit to act on its behalf at any General Meetings or any other class Shareholders’ General Meetings; where not less than one person is authorized, the letter of authorization shall specify the number and class of Shares involving each person so authorized. The authorization documents should be signed by the authorized officer of the Recognized Clearing House. Such persons so authorized shall be entitled to attend the General meeting (which are not required to provide ownership documents, the notarized power of attorney and/or further evidence of his duly authorization) exercise their rights on behalf of the Recognized Clearing House (or its nominee) as if they were individual Shareholders.</p>	<p>Article 80</p> <p>The holders of ordinary Shares whose names appear on the register of members of the Company on the record date (or their proxies, as applicable) shall all be entitled to attend the General Meeting and to exercise their voting rights in accordance with relevant laws and regulations and the Articles of Association. A Shareholder may attend the General Meeting in person or may appoint a proxy to attend and vote at the meeting on his behalf.</p> <p>.....</p> <p>Where such Shareholder is a Recognized Clearing House (or its nominee), such Shareholder is entitled to appoint company representative(s) or one or more persons as it deems fit to act on its behalf at any General Meetings or any other class Shareholders’ General Meetings or any creditors’ meetings; where not less than one person is authorized, the letter of authorization shall specify the number and class of Shares involving each person so authorized. The authorization documents should be signed by the authorized officer of the Recognized Clearing House. Such persons so authorized shall be entitled to attend the General meeting (which are not required to provide ownership documents, the notarized power of attorney and/or further evidence of his duly authorization) to exercise their rights (including but not limited to the rights to speak and vote) on behalf of the Recognized Clearing House (or its nominee) as if they were individual Shareholders.</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 85</p> <p>.....</p> <p>In the case of a legal person Shareholder, its legal representative or a person authorised by its legal representative or authorised by a resolution of its board of directors or other decision-making organ shall attend the meeting. If the legal representative attends the meeting, he shall present his identity card as well as a valid certificate capable of showing his such legal representative capacity; if a proxy is appointed to attend the meeting, the proxy shall present his identity card and the written power of attorney lawfully issued by the appointing legal person Shareholder.</p>	<p>Article 85</p> <p>.....</p> <p>In the case of a legal person Shareholder, its legal representative or a person authorised by its legal representative or authorised by a resolution of its board of directors or other decision-making organ shall attend the meeting, and if a proxy is appointed to attend any General Meeting on his behalf, he shall be deemed to be present in person. If the legal representative attends the meeting, he shall present his identity card as well as a valid certificate capable of showing his such legal representative capacity; if a proxy is appointed to attend the meeting, the proxy shall present his identity card and the written power of attorney lawfully issued by the appointing legal person Shareholder.</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 108</p> <p>When an extraordinary General Meeting or a Class Shareholders’ General Meeting is requested to be convened by no less than one half of the independent Directors, by the Board of Supervisors, or by Shareholders individually or jointly holding 10% or more of the Shares, the following procedures shall be applied:</p> <p>.....</p> <p>(5).....If no notice is issued by the Board of Supervisors of such extraordinary General Meeting or Class Shareholders’ General Meeting within the stipulated period, the Board of Supervisors shall be deemed to have failed to convene and chair the extraordinary General Meeting or Class Shareholders’ General Meeting, in which case the Shareholder(s) individually or jointly holding 10% or more of the Company’s Shares for more than consecutive ninety (90) days may convene and chair such meeting on their own, and the procedures for convening such meeting should follow those provided for convening a General Meeting by the Board as closely as practicable. The convening Shareholders shall hold no less than 10% of Shares until the announcement of the meeting resolutions and shall supply relevant supporting materials to the local CSRC of the Company and the stock exchange(s) both at the time of their issue of the notice of the extraordinary General Meeting or Class Shareholders’ General Meeting and at the time of their announcement of the meeting resolutions.</p> <p>.....</p>	<p>Article 108</p> <p>When an extraordinary General Meeting or a Class Shareholders’ General Meeting is requested to be convened by no less than one half of the independent Directors, by the Board of Supervisors, or by Shareholders individually or jointly holding 10% or more of the voting Shares in the share capital of the Company on one vote per share basis, the following procedures shall be applied:</p> <p>.....</p> <p>(5)..... If no notice is issued by the Board of Supervisors of such extraordinary General Meeting or Class Shareholders’ General Meeting within the stipulated period, the Board of Supervisors shall be deemed to have failed to convene and chair the extraordinary General Meeting or Class Shareholders’ General Meeting, in which case the Shareholder(s) individually or jointly holding 10% or more of the voting Shares in the share capital of the Company for more than consecutive ninety (90) days on one vote per share basis may convene and chair such meeting on their own, and the procedures for convening such meeting should follow those provided for convening a General Meeting by the Board as closely as practicable. The convening Shareholders shall hold no less than 10% of Shares until the announcement of the meeting resolutions and shall supply relevant supporting materials to the local CSRC of the Company and the stock exchange(s) both at the time of their issue of the notice of the extraordinary General Meeting or Class Shareholders’ General Meeting and at the time of their announcement of the meeting resolutions.</p> <p>.....</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 123</p> <p>Written notice of a Class Shareholders' General Meeting convened by the Company shall be dispatched twenty (20) working days prior to the date of the Annual General Meeting, ten (10) working days or fifteen (15) days (whichever is earlier) prior to the date of the extraordinary General Meeting to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.</p>	<p>Article 123</p> <p>Written notice of a Class Shareholders' General Meeting convened by the Company shall be dispatched twenty (20) days prior to the date of the Annual General Meeting, fifteen (15) days prior to the date of the extraordinary General Meeting to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.</p>
<p>Article 129</p> <p>Directors may resign before expiry of their terms of office. The Directors who resign shall submit to the Board a written report in relation to their resignation. The Board will disclose relevant information in accordance the requirements of the stock exchanges on which the Company's Shares are listed.</p> <p>.....</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a Director becomes effective upon submission of his/her resignation report to the Board.</p>	<p>Article 129</p> <p>Directors may resign before expiry of their terms of office. The Directors who resign shall submit to the Board a written report in relation to their resignation. The Board will disclose relevant information in accordance the requirements of the stock exchanges on which the Company's Shares are listed.</p> <p>.....</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a Director becomes effective upon submission of his/her resignation report to the Board. Subject to relevant laws, regulations and regulatory rules of the place where the Company is listed, if the Board appoints a new Director to fill a casual vacancy or to increase the number of members of the Board, such appointed Director shall hold office only until the first annual General Meeting after his appointment and shall be then eligible for re-election.</p>

Existing articles of the Articles of Association	Articles of the Articles of Association after amendments
<p>Article 210</p> <p>Before the convening of the General Meeting, the Board may fill any casual vacancy in the office of the certified public accountants' firm, but while any such vacancy continues, the surviving or continuing firm, if any, may act.</p>	<p>Article 210</p> <p>Before the convening of the General Meeting, the Board may fill any casual vacancy in the office of the certified public accountants' firm, subject to confirmation by an ordinary resolution at the next annual General Meeting. While any such vacancy continues, the surviving or continuing firm, if any, may act.</p>
<p>Article 212</p> <p>The remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the Shareholders in General Meeting. The remuneration of a certified public accountants' firm appointed to fill a vacancy by the Board shall be determined by the Board.</p>	<p>Article 212</p> <p>The remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the Shareholders in General Meeting. The remuneration of a certified public accountants' firm appointed to fill a vacancy by the Board shall be determined by the Board, subject to confirmation by an ordinary resolution at the next annual General Meeting.</p>
<p>Article 219</p> <p>The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <p>.....</p> <p>(2) a resolution on dissolution is passed by Shareholders at a General Meeting;</p> <p>.....</p>	<p>Article 219</p> <p>The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <p>.....</p> <p>(2) a special resolution on dissolution is passed by Shareholders at a General Meeting;</p> <p>.....</p>

Details of the proposed amendments to the Procedural Rules for the General Meeting are set out below:

Existing articles	Articles after amendments
<p>Article 11</p> <p>The Board shall convene an Extraordinary General Meeting within two months upon the occurrence of one of the following circumstances:</p> <p>.....</p> <p>(3) Shareholders individually or jointly holding 10% or more of the Company’s issued Shares with voting rights request in writing to hold an Extraordinary General Meeting;</p> <p>.....</p>	<p>Article 11</p> <p>The Board shall convene an Extraordinary General Meeting within two months upon the occurrence of one of the following circumstances:</p> <p>.....</p> <p>(3) Shareholders individually or jointly holding 10% or more of the Company’s issued Shares with voting rights request in writing on one vote per share basis to hold an Extraordinary General Meeting;</p> <p>.....</p>
<p>Article 18</p> <p>.....</p> <p>Where the Company intends to convene a General Meeting of Shareholders, the Shareholders holding 3% or more of the voting share of the Company in a separate or combined manner may put forward an interim proposal and submit it in writing to the convener not later than ten days before the convening of the meeting. The convener shall, within two days of receipt of the proposal, send a supplemental notice to the General Meeting of Shareholders and announce the content of the interim proposal.</p> <p>.....</p>	<p>Article 18</p> <p>.....</p> <p>Where the Company intends to convene a General Meeting of Shareholders, the Shareholders holding 3% or more of the share of the Company’s share capital with voting rights in a separate or combined manner may put forward an interim proposal and submit it in writing to the convener not later than ten days before the convening of the meeting. The convener shall, within two days of receipt of the proposal, send a supplemental notice to the General Meeting of Shareholders and announce the content of the interim proposal.</p> <p>.....</p>

Existing articles	Articles after amendments
<p>Article 24</p> <p>The notice of the General Meeting of Shareholders shall be issued by the convener of the meeting. Convener of such meeting includes the Board of Directors, Board of Supervisors and Shareholders holding 10% or more of the voting shares of the Company in a separate or combined manner for not less than ninety days.</p>	<p>Article 24</p> <p>The notice of the General Meeting of Shareholders shall be issued by the convener of the meeting. Convener of such meeting includes the Board of Directors, Board of Supervisors and Shareholders holding 10% or more of the voting shares of the Company on one vote per share basis in a separate or combined manner for not less than ninety days.</p>
<p>Article 25</p> <p>A twenty (20) working days' prior written notice for convening the Annual General Meeting and a ten working days' or fifteen (15) days' (whichever is earlier) prior written notice for convening the extraordinary General Meeting shall be given to notify all the registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting.</p> <p>.....</p>	<p>Article 25</p> <p>A twenty (20) days' prior written notice for convening the Annual General Meeting and a fifteen (15) days' prior written notice for convening the extraordinary General Meeting shall be given to notify all the registered shareholders of the matters to be considered at the meeting, and the date and venue of the meeting.</p> <p>.....</p>

Existing articles	Articles after amendments
<p>Article 31</p> <p>Shareholder(-s) individually or jointly holding 10% or more of the Shares shall sign one or more written requests of the same form stating the object of the meeting and demanding that the Board convene an Extraordinary General Meeting of Shareholders or a Class Shareholders' Meeting thereof. The Board of Directors shall, subject to the laws, regulations, and AoA, provide its feedback in writing on approval or disapproval within 10 days from the receipt of such written requests.</p> <p>.....</p>	<p>Article 31</p> <p>Shareholder(-s) individually or jointly holding 10% or more of the Company's share capital with voting rights on one vote per share basis shall sign one or more written requests of the same form stating the object of the meeting and demanding that the Board convene an Extraordinary General Meeting of Shareholders or a Class Shareholders' Meeting thereof. The Board of Directors shall, subject to the laws, regulations, and AoA, provide its feedback in writing on approval or disapproval within 10 days from the receipt of such written requests.</p> <p>.....</p>

Existing articles	Articles after amendments
<p>Where the Board of Directors disapproves the convening of the Extraordinary General Meeting of Shareholders or Class Shareholder’s Meeting or fails to provide its feedback in writing within in 10 days after receiving the request, the Shareholders holding 10% or more of the shares of the Company in a separate or combined manner may, at its own discretion, make a request to the Board of Supervisors in writing.</p> <p>Where the Board of Supervisory approves the convening of the Extraordinary General Meeting of Shareholders or Class Shareholder’s meeting, it shall send a notice within 5 days of adopting such resolution. Any alteration to the aforesaid request is subject to the consent of the relevant Shareholders. Where the Board of Supervisor fail to send a notice within the aforesaid time limit, it shall be deemed that the Board of Supervisors fails convene and preside the General Meeting of Shareholders or Class Shareholders’ Meeting, and in which case, Shareholder(s) individually or jointly holding 10% or more of the Company’s Shares for more than consecutive ninety (90) days may convene and preside such meeting on their own. The procedures for convening such meeting should follow those provided for convening a General Meeting of Shareholders by the Board as closely as practicable. Convening Shareholders shall maintain their shareholding in the Company at a level of not lower than 10% prior to announcement of the resolutions thereof. Convening Shareholders and the Board of Supervisors shall report to the local office of the CSRC in the place where the Company is located and the Stock Exchange upon announcement of holding the extraordinary General Meeting or Class Shareholders’ Meeting as well as the resolution thereof.</p>	<p>Where the Board of Directors disapproves the convening of the Extraordinary General Meeting of Shareholders or Class Shareholder’s Meeting or fails to provide its feedback in writing within in 10 days after receiving the request, the Shareholders holding 10% or more of the Company’s share capital with voting rights on one vote per share basis in a separate or combined manner may, at its own discretion, make a request to the Board of Supervisors in writing.</p> <p>Where the Board of Supervisory approves the convening of the Extraordinary General Meeting of Shareholders or Class Shareholder’s meeting, it shall send a notice within 5 days of adopting such resolution. Any alteration to the aforesaid request is subject to the consent of the relevant Shareholders. Where the Board of Supervisor fail to send a notice within the aforesaid time limit, it shall be deemed that the Board of Supervisors fails convene and preside the General Meeting of Shareholders or Class Shareholders’ Meeting, and in which case, Shareholder(s) individually or jointly holding 10% or more of the Company’s share capital with voting rights for more than consecutive ninety (90) days on one vote per share basis may convene and preside such meeting on their own. The procedures for convening such meeting should follow those provided for convening a General Meeting of Shareholders by the Board as closely as practicable. Convening Shareholders shall maintain their shareholding in the Company at a level of not lower than 10% prior to announcement of the resolutions thereof. Convening Shareholders and the Board of Supervisors shall report to the local office of the CSRC in the place where the Company is located and the Stock Exchange upon announcement of holding the extraordinary General Meeting or Class Shareholders’ Meeting as well as the resolution thereof.</p>

Existing articles	Articles after amendments
<p>Article 41</p> <p>.....</p> <p>Where such Shareholder is a Recognized Clearing House (or its nominee), such Shareholder is entitled to appoint one or more persons as it deems fit to act on its behalf at any General Meetings or any other class Meetings of Shareholders; where not less than one person is authorized, the letter of authorization shall specify the number and class of Shares involving each person so authorized. The authorization documents should be signed by the authorized officer of the Recognized Clearing House. Such persons so authorized shall be entitled to attend the General meeting (which are not required to provide ownership documents, the notarized power of attorney and/or further evidence of his duly authorization) exercise their rights on behalf of the Recognized Clearing House (or its nominee) as if they were individual Shareholders.</p> <p>.....</p>	<p>Article 41</p> <p>.....</p> <p>Where such Shareholder is a Recognized Clearing House (or its nominee), such Shareholder is entitled to appoint company representative(s) or one or more persons as it deems fit to act on its behalf at any General Meetings or any other class Meetings of Shareholders or any creditors' meeting; where not less than one person is authorized, the letter of authorization shall specify the number and class of Shares involving each person so authorized. The authorization documents should be signed by the authorized officer of the Recognized Clearing House. Such persons so authorized shall be entitled to attend the General meeting (which are not required to provide ownership documents, the notarized power of attorney and/or further evidence of his duly authorization) to exercise their rights (including but not limited to the rights to speak and vote) on behalf of the Recognized Clearing House (or its nominee) as if they were individual Shareholders.</p> <p>.....</p>

Existing articles	Articles after amendments
<p>Article 42</p> <p>A Shareholder shall register when attending the General Meeting of Shareholders and provide the following documents:</p> <p>.....</p> <p>In the case of legal person Shareholders, their legal representatives or proxies authorised by such legal representatives, the Board or other decision-making organ shall attend the meeting. The legal representatives, if attending the meeting, shall present their identification cards and valid certificates which can show their qualifications as legal representative; where proxies are authorised to attend the meeting, such proxies shall present their identification cards, and the written power of attorney as issued legally by the legal person Shareholders.</p>	<p>Article 42</p> <p>A Shareholder shall register when attending the General Meeting of Shareholders and provide the following documents:</p> <p>.....</p> <p>In the case of a legal person Shareholder, their legal representative or proxies authorised by such legal representatives the Board or other decision-making organ shall attend the meeting, and if a proxy is appointed to attend any General Meeting on his behalf, he shall be deemed to be present in person. The legal representatives, if attending the meeting, shall present their identification cards and valid certificates which can show their qualifications as legal representative; where proxies are authorised to attend the meeting, such proxies shall present their identification cards, and the written power of attorney as issued legally by the legal person Shareholders.</p>
<p>Article 48</p> <p>After inquiry, the chairman of the meeting shall announce in person or authorize any other person to announce proposals. If necessary, proposals shall be explained in accordance with the following requirements.</p> <p>.....</p> <p>(2) Where a proposal is put forward by the Board of Supervisors or the Shareholders holding 3% or more of the shares of the Company in a separate or combined manner, the proposer or its legal representative or legal and valid proxy shall explain the proposal.</p>	<p>Article 48</p> <p>After inquiry, the chairman of the meeting shall announce in person or authorize any other person to announce proposals. If necessary, proposals shall be explained in accordance with the following requirements.</p> <p>.....</p> <p>(2) Where a proposal is put forward by the Board of Supervisors or the Shareholders holding 3% or more of the shares of the Company's share capital with voting rights in a separate or combined manner, the proposer or its legal representative or legal and valid proxy shall explain the proposal.</p>

NOTICE OF ANNUAL GENERAL MEETING



Smart Link Better Life.

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

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM” or the “Meeting”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (the “Company”) will be held on Friday, June 30, 2023 at 2:00 p.m. 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. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated May 31, 2023 (the “Circular”).

ORDINARY RESOLUTIONS

1. To approve the report of the Board for the year 2022;
2. To approve the report of the Board of Supervisors for the year 2022;
3. To approve the 2022 annual report of the Company;
4. To approve the final financial report for the year 2022;
5. To approve the proposed profit distribution plan for the year 2022;
6. To approve the purchase of liability insurance for the Directors, Supervisors and senior management of the Company;
7. To approve the 2023 annual external guarantee amount as set out in Appendix I to the circular of the Company dated May 31, 2023, and that the Board or such person as authorized by the Board, be authorized to handle the specific matters in relation to the external guarantee, including adjusting specific guarantee amount and signing relevant legal documents in accordance with actual business needs within the limit of the 2023 annual external guarantee amount contemplated under this proposal;
8. To approve the 2023 asset pool business to be carried out by the Company as set out in Appendix II to the circular of the Company dated May 31, 2023; and
9. To approve the re-appointment of KPMG Huazhen LLP as independent auditors of the Company for the year 2023.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

10. To consider and approve the amendments to the Articles of Association; and
11. To consider and approve the amendments to the Procedural Rules for the General Meeting.

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, May 31, 2023

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 May 31, 2023 (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 (“**H Shares**”) are advised that the register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (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 Tuesday, June 27, 2023 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 documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, June 26, 2023.

(3) Closure of register of members and entitlement to the proposed dividend

To ascertain the entitlement to the proposed dividend, holders of H Shares are advised that the register of members of the Company will be closed from Thursday, July 6, 2023 to Thursday, July 13, 2023 (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 Thursday, July 13, 2023 are entitled to the proposed dividend of the Company (subject to approval of the Shareholders). In order to qualify for the proposed dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, July 5, 2023.

(4) 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 notarised. 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 the holder of H Shares by hand or by post not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 2:00 p.m. on Thursday, June 29, 2023) or any adjournment thereof (as the case may be).

NOTICE OF ANNUAL GENERAL MEETING

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(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 2:00 p.m.

Registration for admission to the AGM will take place from 1:30 p.m. to 2:00 p.m.. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Zhuang Dan as executive director; Mr. Ma Jie, Mr. Philippe Claude Vanhille, Mr. Guo Tao, Mr. Pier Francesco Facchini, Mr. Frank Franciscus Dorjee, Mr. Xiong Xiangfeng and Ms. Lai Zhimin, as non-executive directors; Mr. Bingsheng Teng, Mr. Liu Deming, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin, as independent non-executive directors.

* *For identification purpose only*