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

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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) PROPOSED MANDATE FOR ISSUE OF DEBT FINANCING  
INSTRUMENT(S) AND RELEVANT AUTHORIZATION**

**(2) PROPOSED APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

**AND**

**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening the EGM to be held at Multi-Media Meeting Room, 2/F, YOFC Headquarters Building, No. 65 Guanggu Chuanye Street, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Friday, November 22, 2024 at 2:00 p.m. is set out on pages 10 to 11 of this circular.

If you intend to appoint a proxy to attend the EGM, 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 EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM 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

November 4, 2024

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## DEFINITIONS

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

“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” or “Board of Directors”	the board of directors 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
“EGM”	the extraordinary general meeting of the Company to be held at Multi-Media Meeting Room, 2/F, YOFC Headquarters Building, No. 65 Guanggu Chuangye Street, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Friday, November 22, 2024 at 2:00 p.m., or any adjournment thereof
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars (stock code: 6869)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

\* For identification purpose only

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## DEFINITIONS

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“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Shares and/or H Shares
“Shareholder(s)”	holders of Shares
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto under the Listing Rules

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Zhuang Dan

*Non-executive Directors:*

Mr. Ma Jie (*Chairman*)

Mr. Philippe Claude Vanhille

Mr. Guo Tao

Mr. Pier Francesco Facchini

Mr. Lars Frederick Persson

Mr. Xiong Xiangfeng

Mr. Mei Yong

*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. Song Wei

Dr. Wong Tin Yau, Kelvin

Ms. Li Chang'ai

November 4, 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED MANDATE FOR ISSUE OF DEBT FINANCING  
INSTRUMENT(S) AND RELEVANT AUTHORIZATION**

**(2) PROPOSED APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

**AND**

**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to give you notice of the EGM and information in respect of the resolutions to be proposed at the EGM including (i) the proposed mandate for issue of debt financing instrument(s) and relevant authorization, (ii) the proposed appointment of Mr. Tsang Hin Fun, Anthony as an independent non-executive Director, and (iii) the notice of the EGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **2. PROPOSED MANDATE FOR ISSUE OF DEBT FINANCING INSTRUMENT(S) AND RELEVANT AUTHORIZATION**

On June 16, 2020 and June 28, 2022, the shareholders' general meetings of the Company approved the Resolution on the Issue of Debt Financing Instrument(s) by the Company, authorising the Company to issue debt financing instrument(s) not exceeding an amount of RMB3 billion with a term not exceeding 10 years. The authorization was valid for 24 months from the date of approval at the Shareholders' general meeting held on June 28, 2022.

In 2024, the global macroeconomic environment is complex and volatile. It is favorable for the Company to maintain the authorization of issuance amount of debt financing instrument(s) for flexible supplementation of the Company's liquidity, adjustment to debt structure or project investment according to the actual circumstances of the Company and promoting the sustainable development of the Company.

The Board has resolved to obtain a mandate to issue debt financing instrument(s), details of which are as follows:

#### **I. Proposal for the issue of debt financing instrument(s) by the Company**

1. The amount of debt financing instrument(s) issue would not exceed RMB3.0 billion, and the term shall not exceed 10 years. Subject to the requirements of the relevant laws, regulations and normative documents, proceeds from the issue of debt financing instrument(s) will be used to satisfy necessary purposes such as the Company's requirements for production and operations, to adjust the debt structure, and to supplement liquidity or project investments;
2. The debt financing instrument(s) proposed to be issued by the Company include but not limited to debentures, corporate bonds, and debt financing instrument(s) of the inter-bank bond market such as medium-term notes, short-term financing coupons and super short-term financing coupons, which can be of single term or a combination of multiple terms. Specific term composition and varieties of terms shall be determined by the Board and the person authorised by it according to the relevant requirements and the market conditions;
3. The way of issue of the debt financing instrument(s) shall be subject to approval of, filing or registration with the regulatory authorities in accordance with relevant regulations, whether one-off or in tranches, public or non-public issuance; and
4. The resolution for the issue of debt financing instrument(s) by the Company shall be valid for 24 months from the date of approval at the shareholders' general meeting. Before the expiry of this resolution, if the Company has submitted the issuance application for the debt financing instrument(s) amount to the relevant regulatory authorities, the validity period of this resolution will be automatically extended to the date on which the issuance of all the aforesaid

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## LETTER FROM THE BOARD

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debt financing instrument(s) amount that have been submitted for issuance application are completed or to the date on which the relevant regulatory authorities' approval/registration/filing of the aforesaid debt financing instrument(s) that have been submitted for issuance application expires (whichever is later).

### II. Relevant authorisation for the debt financing instrument(s)

1. To authorise the Board to determine all matters relating to the issue of debt financing instrument(s) in accordance with the Company's business operation needs and the prevailing market conditions, including but not limited to:
  - (1) determining the issue related matters such as the issuer, the types of debt financing instrument(s) to be issued, the size of the issue, the way of the issue, the location of the issue, the timing of the issue, the terms of the issue, the amount of the issue of the specific debt financing instrument(s) in each tranche, the use of proceeds, the issue price, the issue interest rate, the subscribers, issue-related matters such as underwriting method, purpose of the issue, and method of guarantee;
  - (2) deciding on the engagement of professional institutions and personnel such as underwriters, credit rating agencies, auditor, and law firms to handle matters related to the issue;
  - (3) applying to the relevant competent regulatory authorities for procedures such as approval, filing and registration related to the issue;
  - (4) signing, executing and amending the contracts, agreements and relevant documents related to the issue of debt financing instrument(s);
  - (5) selecting bond trustees and formulating the rules of procedures for bondholders' meeting (if applicable);
  - (6) in the event of changes in the issue policies of the regulatory authorities or changes in market conditions, except for matters that require re-voting at the shareholders' general meeting as required by the relevant laws, regulations and the Articles of Association, the Company may rely on the opinions of the regulatory authorities or the prevailing market conditions within the scope of authorisation of the shareholders' general meeting to make corresponding adjustments to relevant matters such as the specific plan for the issue of debt financing instrument(s);
  - (7) handling other matters related to the issue, listing or listing of debt financing instrument(s); and
  - (8) handling any other specific matters related to the issue of debt financing instrument(s).

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## LETTER FROM THE BOARD

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2. The Board authorises the chairman of the Board as the authorised person of the Board upon authorisation at the shareholders' general meeting to determine and handle specifically matters related to the debt financing instrument(s) as set out above on behalf of the Company in accordance with the resolutions of the shareholders' general meeting and the authorisation of the Board.

At time of the issue of the debt financing instrument(s), the Board authorises the chairman of the Board to make a decision on the actual issue within the range of a single issue of not more than RMB500 million and a cumulative issue of not more than RMB1.5 billion. Issue beyond the aforesaid range shall be considered and approved by the Board.

3. The above authorisation is valid for 24 months from the date of approval at the shareholders' general meeting. If the Board or the authorised person has determined the issue or partial issue within the validity period of the authorisation and the approval, permission, registration or registration of such issue have not been obtained from the regulatory authorities, or the approval, permission, registration or registration of such issue have been approved by the regulatory authorities but the issue has not been completed, the authorisation to the Board or the person authorised by the Board shall remain valid until the date of completion of such issue.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of a special resolution pursuant to Articles of Association.

### 3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Wong Tin Yau, Kelvin (“**Dr. Wong**”) has tendered his resignation as an independent non-executive Director due to changes in his work arrangement. To fill the vacancy of the Board, Mr. Tsang Hin Fun, Anthony (“**Mr. Tsang**”) has been nominated as a candidate for independent non-executive Director for the fourth session of the Board of Directors. The proposed appointment of Mr. Tsang is subject to the approval of the Shareholders by way of ordinary resolution at the EGM.

Dr. Wong's resignation will take effect from the date of the EGM when the proposed appointment of Mr. Tsang as an independent non-executive Director is approved by the Shareholders. Dr. Wong has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that should be brought to the attention of the Shareholders.

Mr. Tsang's term of office as an independent non-executive Director shall commence on the date of the approval of the Shareholders at the EGM and end on the expiry of the term of the current session of the Board. According to the Articles of Association, Mr. Tsang's term of office as a Director shall be three years and he will be eligible for re-election upon the expiration of the term of the current session of the Board.



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## LETTER FROM THE BOARD

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The biographical details of Mr. Tsang as required under Rule 13.51(2) of the Listing Rules are set out below:

Mr. Tsang, aged 64. Mr. Tsang has been the general manager (corporate) of Vicwood Timber Group in Hong Kong since November 2002 and also been serving as managing director of Super Concepts Limited since January 2004. Since June 2022, Mr. Tsang has been an independent non-executive director of Goldwind Science & Technology Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002202) and the Stock Exchange (stock code: 2208). Since January 2024, Mr. Tsang has been independent non-executive director of ENM Holdings Limited, a company listed on the Stock Exchange (stock code: 0128).

In addition to the aforementioned roles, Mr. Tsang served other various roles. He served as audit manager of Coopers & Lybrand (currently known as PricewaterhouseCoopers) from July 1983 to September 1992; as financial controller of Uni Fit Garment Group from September 1992 to September 1994; as executive director of Vertex Video & Audio Production Group from October 1994 to August 1995; as general manager (corporate) of Team Concepts Electronics Group from September 1995 to July 1997; as financial director of Jackin International Group from August 1997 to May 1998; as alternative director and company secretary of Hwa Kay Thai Group from March to June 1999; as chief financial officer (overseas) of Wai Kee Group from December 1999 to June 2000; and as executive director of Interchina Group from September 2000 to September 2001. In the most recent three years, Mr. Tsang was an independent non-executive director of Crown International Corporate Limited, a company listed on the Stock Exchange (stock code: 0727) from November 2021 to March 2022.

Mr. Tsang obtained his master of business administration degree from the City Polytechnic of Hong Kong (currently known as City University of Hong Kong) in 1992 and is a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA). Mr. Tsang is currently a member the Board of the Hong Kong Hospital Authority and its Executive Committee, and the Chairman of its Audit and Risk Committee, and also a member of the Pamela Youde Nethersole Eastern Hospital Governing Committee.

It is proposed that Mr. Tsang will enter into a service contract with the Company, pursuant to which, Mr. Tsang will be entitled to receive a Director's fee of RMB380,000 per annum (after all taxes have been deducted) for serving as an independent non-executive Director. The aforementioned remuneration shall be subject to the approval by the Shareholders at the EGM.

Save as disclosed above, as at the date of this circular, Mr. Tsang has confirmed that he (i) did not assume other offices in any group member of the Company; (ii) did not have any relationship with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders or other group members of the Company; (iii) did not hold any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iv) did not hold any other major appointments and professional qualifications; and (v) did not hold any other directorship or supervisor position in any other listed companies at present nor in the past three years.

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## LETTER FROM THE BOARD

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Save as disclosed above, as at the date of this circular, there is no information which is discloseable, nor is the Company aware that Mr. Tsang is/was involved in any of the matters required to be disclosed, pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that should be brought to the attention of the Shareholders.

### 4. EGM

The Board proposed to convene the EGM, to consider and, if thought fit, approve (i) proposed mandate for issue of debt financing instrument(s) and relevant authorization, and (ii) the proposed appointment of Mr. Tsang Hin Fun, Anthony as an independent non-executive Director, at Multi-Media Meeting Room, 2/F, YOFC Headquarters Building, No. 65 Guanggu Chuanye Street, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Friday, November 22, 2024 at 2:00 p.m.. The Company has provided holders of H Shares with the notice of the EGM and form of proxy.

In order to determine the holders of H Shares who are entitled to attend the EGM, the H Shares register of members of the Company will be closed from Tuesday, November 19, 2024 to Friday, November 22, 2024 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares who wish to attend the EGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at or before 4:30 p.m. on Friday, November 22, 2024. Holders of H Shares whose names appear on the H Shares register of members of the Company at the close of business on Monday, November 18, 2024 are entitled to attend the EGM.

A proxy form of the EGM is enclosed herewith. If you intend to appoint a proxy to attend the EGM, 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 EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

### 5. VOTING BY POLL

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

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATIONS

The Board considers that the resolutions proposed for consideration and approval by Shareholders at the EGM 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 EGM.

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*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**” or the “**Meeting**”) of Yangtze Optical Fibre and Cable Joint Stock Limited Company\* (the “**Company**”) will be held on Friday, November 22, 2024 at 2:00 p.m. at Multi-Media Meeting Room, 2/F, YOFC Headquarters Building, No. 65 Guanggu Chuanye Street, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC, for the purpose of considering and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Tsang Hin Fun, Anthony as an independent non-executive director of the Company.

#### SPECIAL RESOLUTION

2. To consider and approve the proposal in relation to the proposed mandate for issue of debt financing instrument(s) and relevant authorization.

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, November 4, 2024

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

**(1) Circular**

Details of the above proposed resolutions to be considered at the EGM are set out in the circular of the Company dated November 4, 2024 (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 EGM**

Holders of H shares of the Company (“H Shares”) are advised that the register of members of the Company will be closed from Tuesday, November 19, 2024 to Friday, November 22, 2024 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong at close of business on Friday, November 22, 2024 are entitled to attend the EGM. Holders of H Shares who wish to attend the EGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, November 18, 2024.

**(3) Proxy**

Shareholders entitled to attend and vote at the EGM 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 body corporate, 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 EGM (i.e. not later than 2:00 p.m. on Thursday, November 21, 2024) 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 EGM 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.

**(4) 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).

**(5) 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.

**(6) Other issues**

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

The EGM starts at 2:00 p.m.

Registration for admission to the EGM 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. Lars Frederick Persson, Mr. Xiong Xiangfeng and Mr. Mei Yong, as non-executive Directors; Mr. Bingsheng Teng, Mr. Song Wei, Dr. Wong Tin Yau, Kelvin and Ms. Li Chang'ai as independent non-executive Directors.*

\* For identification purpose only