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長飛光纖光纜股份有限公司

Yangtze Optical Fibre and Cable Joint Stock Limited Company*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6869)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE GENERAL MEETING, THE PROCEDURAL RULES FOR THE BOARD MEETING AND THE PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS MEETING

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the Official Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (Guo Han [2019] No.97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019] 97號)), the requirements on the notice period of the general meeting, shareholders' right of motion and convening procedures of joint stock limited companies incorporated in China and listed overseas shall be unified and governed by the relevant requirements under the Company Law of the People's Republic of China, and the requirements of Articles 20 to 22 of the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) will no longer be applicable. Considering the relevant requirements of the regulatory authorities and the actual operating needs of the Company, the board of directors (the "**Board**") of the Yangtze Optical Fibre and Cable Joint Stock Limited Company* 長飛光纖光纜股份有限公司 (the "**Company**") proposes to amend certain articles of the Articles of Association of the Company (the "**Articles of Association**"). The details of the proposed amendments to the Articles of Association are set out in Appendix I to this announcement. The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at a general meeting 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.

PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE GENERAL MEETING, THE PROCEDURAL RULES FOR THE BOARD MEETING AND THE PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS MEETING

In accordance with the actual operating needs of the Company and pursuant to the requirements of relevant laws and regulations, the Board proposes to amend certain articles in the procedural rules for the general meeting of the Company (the “**Procedural Rules for the General Meeting**”), the procedural rules for the Board meeting (the “**Procedural Rules for the Board Meeting**”) and the procedural rules for the board of supervisors meeting (the “**Procedural Rules for the Board of Supervisors Meeting**”). The details of the proposed amendments to the Procedural Rules for the General Meeting, the Procedural Rules for the Board Meeting and the Procedural Rules for the Board of Supervisors Meeting are set out in Appendix II, III and IV to this announcement, respectively. The proposed amendments to the Procedural Rules for the General Meeting, the Procedural Rules for the Board Meeting and the Procedural Rules for the Board of Supervisors Meeting are subject to approval of the shareholders of the Company by way of special resolutions at a general meeting.

CIRCULAR

A circular containing, among other things, details of the (i) proposed amendments to the Articles of Association; and (ii) proposed amendments to the Procedural Rules for the General Meeting, the Procedural Rules for the Board Meeting and the Procedural Rules for the Board of Supervisors Meeting will be dispatched to the shareholders of the Company in due course.

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, 28 April 2020

As at the date of this announcement, 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 purposes only*

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

No.	Existing articles	Articles after amendment
1	<p>Article 48 Transfers may not be entered in the register of Shareholders within thirty (30) days prior to the date of a General Meeting or within five (5) days before the record date set by the Company for the purpose of distribution of dividends. This provision does not apply to the registration of change of register of Shareholders during the issuance of new share capital in accordance with Article 23. The foregoing shall apply to holders of H Shares.</p> <p>Requirements otherwise stipulated by the securities regulatory authorities of the place where the Shares are listed shall apply.</p>	<p>Article 48 The period for closure of register of members prior to the date of a General Meeting or before the record date set by the Company for the purpose of distribution of dividends shall be in accordance with the requirements under the relevant laws and regulations and the Listing Rules.</p>
2	<p>Article 72 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 ad hoc motions in writing to the Company.</p>	<p>Article 72 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>

No.	Existing articles	Articles after amendment
3	<p>Article 119 Any variation or abrogation of the rights of any class of Shareholders proposed by the Company may only be carried out after the adoption of a special resolution at a General Meeting and approval by the affected Shareholders of that class at a separate General Meeting of Shareholders held in accordance with Articles 121 to 125 of these Articles of Association.</p>	<p>Article 119 Any variation or abrogation of the rights of any class of Shareholders proposed by the Company may only be carried out after the adoption of a special resolution at a General Meeting and approval by the affected Shareholders of that class at a separate General Meeting of Shareholders held in accordance with Articles 121 to 125 of these Articles of Association. If changes in domestic and foreign laws and regulations and the listing rules of the place where the Shares of the Company are listed and the decisions made by domestic and foreign regulatory authorities in accordance with the law lead to any mandatory variation or mandatory abrogation of the rights of any class of Shareholders, no approval from the General Meeting or class meeting of Shareholders is required.</p>
4	<p>Article 135 The Board shall report to the General Meeting and exercises the following powers:</p> <p>.....</p> <p>The Board resolutions in respect of the matters specified in sub-clauses (6), (7) and (13) of the preceding subsection shall be passed by not less than two-thirds of the Directors; the Board resolutions in respect of guarantee matters within the scope of authority of the Board shall, in addition to being passed by more than one half of the Directors, require the affirmative vote of not less than two-thirds of all the Directors attending the Board meeting; the Board resolutions in respect of other matters may be passed by more than one half of the Directors. The Board shall perform its duties in accordance with laws, administrative regulations, the Articles of Association and Shareholder’s resolution.</p>	<p>Article 135 The Board shall report to the General Meeting and exercises the following powers:</p> <p>.....</p> <p>The Board resolutions in respect of the matters specified in the preceding subsection shall be passed by more than one half of the Directors; Board resolutions in respect of sub-clauses (6), (7) and (13) of the preceding sub- section and in respect of guarantee matters within the scope of authority of the Board shall also require the affirmative vote of not less than two-thirds of all the Directors attending the Board meeting.</p>

No.	Existing articles	Articles after amendment
5	<p>Article 141 At least two (2) meetings of the Board shall be convened every year by the Chairman, notice of the meeting shall be served, on all of the Directors and of the Supervisors and the president, at least fourteen (14) days before the date of the meeting.</p> <p>.....</p>	<p>Article 141 At least four (4) meetings of the Board shall be convened every year by the Chairman, notice of the meeting shall be served, on all of the Directors and of the Supervisors and the president, at least fourteen (14) days before the date of the meeting.</p> <p>.....</p>
6	<p>Article 190 The contract for emoluments entered into between the Company and its Directors or Supervisors should provide that in the event of a takeover of the Company, the Directors and Supervisors shall, subject to the prior approval of the Shareholders in General Meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company means:</p> <p>.....</p>	<p>Article 190 The contract for emoluments entered into between the Company and its Directors or Supervisors should provide that in the event of a takeover of the Company, the Directors and Supervisors shall, subject to the prior approval of the Shareholders in General Meeting, have the right to receive compensation or other payment for loss of office or retirement, such compensation shall be made in accordance with the principle of fairness, and shall not damage the legitimate rights and interests of the Company and shall not carry out the transfer of benefits. A takeover of the Company means:</p> <p>.....</p>
7		<p>Article 240 Requirements otherwise mandatorily stipulated on the relevant matters stipulated in the Articles of Association by the applicable laws, administrative regulations, laws or the securities regulatory authorities of the place where the Shares are listed shall apply.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE GENERAL MEETING

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

No.	Existing articles	Articles after amendment
1	<p>Article 8 All the shareholders of the Company shall be entitled to attend the annual general meetings and extraordinary general meetings. Holders of different classes of shares are class shareholders. Holders of domestic shares (hereinafter referred to as the “Holders of A Shares”) and holders of overseas listed foreign shares (hereinafter referred to as the “Holders of H Shares”) are deemed as different classes of shareholders, in addition to other class shareholders. Any variation or abrogation of the rights of any class shareholders as proposed by the Company may only be adopted after the approval by a special resolution at a general meeting and the approval by a general meeting of class shareholders in accordance with the provisions of the Articles of Association.</p>	<p>Article 8 All the shareholders of the Company shall be entitled to attend the annual general meetings and extraordinary general meetings. Holders of different classes of shares are class shareholders. Holders of domestic shares (hereinafter referred to as the “Holders of A Shares”) and holders of overseas listed foreign shares (hereinafter referred to as the “Holders of H Shares”) are deemed as different classes of shareholders, in addition to other class shareholders. Any variation or abrogation of the rights of any class shareholders as proposed by the Company may only be adopted after the approval by a special resolution at a general meeting and the approval by a general meeting of class shareholders in accordance with the provisions of the Articles of Association.</p> <p>If changes in domestic and foreign laws and regulations and the listing rules of the place where the shares of the Company are listed and the decisions made by domestic and foreign regulatory authorities in accordance with the law lead to any mandatory variation or mandatory abrogation of the rights of any class of shareholders, no approval from the general meeting or class meeting of shareholders is required.</p>
2	<p>Article 36 After the convener of a meeting have issued the notice of a general meeting, such meeting shall not be postponed or cancelled without any proper reason nor shall any proposal listed in the notice be removed. In case of postponing or cancellation, the convener of the meeting shall publish a notice at least two working days before the original date of the general meeting and state the relevant reasons therein.</p>	<p>Article 36 After the convener of a meeting have issued the notice of a general meeting, such meeting shall not be postponed or cancelled without any proper reason nor shall any proposal listed in the notice be removed without any proper reason. If it is necessary to postpone or cancel the general meeting or cancel any proposal due to special reasons, the convener of the meeting shall publish a notice at least two working days before the original date of the general meeting and state the relevant reasons therein and announce the postponed date of the meeting.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD MEETING

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

No.	Existing articles	Articles after amendment
1	<p>Article 4 Any matter to be submitted by the Board to the general meeting for approval as required by the laws, administrative rules, regulations of the competent government department(s) or the Articles of Association shall first be considered and resolved on by the Board.</p> <p>The Board shall review the interim proposals put forward by shareholders individually or jointly holding 3% or more of the total number of the shares of the Company carrying voting rights for deliberation at general meetings and decide whether such proposals shall be submitted to the general meeting for consideration.</p>	<p>Article 4 Any matter to be submitted by the Board to the general meeting for approval as required by the laws, administrative rules, regulations of the competent government department(s) or the Articles of Association shall first be considered and resolved on by the Board.</p>
2	<p>Article 13 Regular Meetings:</p> <p>The Board shall convene at least one regular meeting in both the first half and the second half of each year. Such meetings include without limitation:</p> <p>.....</p>	<p>Article 13 Regular Meetings:</p> <p>The Board shall convene at least four regular meetings annually, once every quarter. Such meetings include without limitation:</p> <p>.....</p>
3	<p>Article 27 Voting of Proposals</p> <p>.....</p> <p>Matters set out in paragraphs (6), (7) and (13) of Article 2 hereof shall require the affirmative vote of two-thirds or more of the directors; guarantee matters within the scope of authority of the Board shall, in addition to being passed by more than one half of the Directors, require the affirmative vote of not less than two-thirds of all the Directors attending the Board meeting; all other proposals considered by the Board may be adopted by the majority vote of the directors.</p> <p>Voting at the Board meetings may take the form of either a show of hands or ballot. Each director shall be entitled to one vote.</p>	<p>Article 27 Voting of Proposals</p> <p>.....</p> <p>Matters set out in Article 2 hereof shall be passed by more than one half of the Directors; resolutions in respect of sub-clauses (6), (7) and (13) in Article 2 hereof and in respect of guarantee matters within the scope of authority of the Board shall also require the affirmative vote of not less than two-thirds of all the Directors attending the Board meeting.</p> <p>Voting at the Board meetings may take the form of either a show of hands or ballot. Each director shall be entitled to one vote.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE PROCEDURAL RULES FOR THE BOARD OF SUPERVISORS MEETING

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

No.	Existing article	Article after amendment
1	<p>Article 35 If any resolution adopted by the board of supervisors involves a request for the convening of an interim meeting of the board of directors or an extraordinary general meeting or the submission of an ad hoc motion to the annual general meeting of the shareholders, then the board of supervisors shall within the prescribed time submit to the board of directors written proposals setting out the agenda and full details of the proposals and shall ensure that the content of such proposals complies with laws, and regulations and the articles of association of the Company.</p>	<p>Article 35 If any resolution adopted by the board of supervisors involves a request for the convening of an interim meeting of the board of directors or an extraordinary general meeting, then the board of supervisors shall within the prescribed time submit to the board of directors written proposals setting out the agenda and full details of the proposals and shall ensure that the content of such proposals complies with laws, and regulations and the articles of association of the Company.</p>