



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: [•])

(the “Company”)

Procedures for Shareholders to Nominate a Person to Stand for Election as Director

Subject to the applicable laws and rules, including the Company Law of the People's Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Company's articles of association (“**Articles of Association**”), as amended from time to time, shareholders of the Company (“**Shareholders**”, and each a “**Shareholder**”) may put forward proposals in general meetings to nominate a person to stand for election as a director of the Company (“**Director**”).

Articles 81, 83 and 99 of the Articles of Association provide that:-

- (a) the election of directors shall be approved at general meeting by ordinary resolutions;
- (b) a person may be nominated by the Board, the Board of Supervisors, and a Shareholder who holds 10% or more (or by Shareholders severally or jointly holding 10% or more) of the total number of the shares of the Company carrying voting rights to stand for election as a Director by proposing resolutions to the Company in writing; and
- (c) a written notice of the intention to nominate a person to stand for election as Director and a written notice of such candidate regarding his/her willingness to accept the nomination must be given to the Company seven days prior to the convening of a general meeting. Such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and end no later than seven days prior to the general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be duly lodged at the registered office of the Company for the attention of the Company Secretary:

- (a) a notice of intention to propose such a resolution at the general meeting, duly signed by the Shareholder with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification and confirmation by the Company's share registrar according to its records; and

* For identification purpose only

- (b) a notice executed by the nominated candidate of his/her willingness to be appointed together with (i) that candidate's information, as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out under the heading "Required information of the candidate nominated by Shareholders" below, and (ii) the candidate's written consent to the publication of his/her personal data.

In order to ensure that other Shareholders would have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their nominations as early as practicable in advance of the relevant general meeting and, in any case, not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which the Stock Exchange is open for business of dealing in securities) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the dispatch of a supplementary circular to Shareholders in compliance with the applicable requirements under the Listing Rules.

In the event that any such nomination is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant meeting so as to give Shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.

Required information of the candidate nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate:

- (a) full name and age;
- (b) positions held with the Company and/or other members of group of companies of the Company (if any);
- (c) experience including (i) directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability and integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;

- (g) interests in shares within the meaning of Part XV of the Securities Future Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect that there is no information to be disclosed pursuant to any of such requirements nor are there any other matters relating to that nominated candidate's standing for election as a Director that should be brought to shareholders' attention; and
- (i) contact details.

This Procedure is written in English. If there is any discrepancy between the English version and the Chinese version, the English version shall prevail.

[•] 2014