



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)

Proxy Form for the Extraordinary General Meeting to be held on Monday, October 19, 2015

I/We ^(Note 1) _____
of _____

being the registered holder(s) of _____ ^(Note 2) H shares/ domestic shares of RMB1.00 each in the share capital of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (the "Company") hereby appoint the **Chairman of the Meeting** or ^(Note 3) _____

of _____
as my/our proxy to attend and act for me/us at the second extraordinary general meeting for the year 2015 (the "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 Monday, October 19, 2015 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice convening the Meeting, and voting on behalf of me/us under my/our name as indicated below ^(Note 4) in respect of the resolutions to be proposed at the Meeting and any of its adjournment ^(Note 4).

Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated September 2, 2015.

	SPECIAL RESOLUTIONS	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAINED <i>(Note 4)</i>
1.	To consider and approve the Proposed 2015 Core Employees Stock Ownership Scheme of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (長飛光纖光纜股份有限公司) as set out in Appendix I to the circular of the Company dated September 2, 2015.			
2.	To consider and approve each of the following items in respect of the plan of non-public issuance of Domestic Shares and H Shares, details of which are set out in Appendix II to the circular of the Company dated September 2, 2015:			
	(1) Class and par value of Shares to be issued			
	(2) Method of issuance and Timing of issuance			
	(3) Target subscribers and method of subscription			
	(4) Price determination date and principles of issuance and pricing			
	(5) Number of Shares to be issued			
	(6) Lock-up period			
	(7) Place of listing			
	(8) Use of proceeds			
	(9) Cumulative retained earnings before the Private Placement			
	(10) Delegation under the Private Placement			
	(11) Effective period of the resolution(s)			
3.	To consider and approve the General Mandate: "THAT: (1) Subject to the conditions set out in paragraph (2) below, the Board is granted with the general mandate to authorize, allot, issue, grant and/or otherwise deal with the H Shares, securities convertible into the H Shares, share options, warrants or other securities with rights to subscribe for or convert to the H Shares during the Relevant Period (as defined below). (2) The aggregate number of the H Shares, securities convertible into the H Shares, share options, warrants or other securities with rights to subscribe for or convert to the H Shares proposed to be authorized, allotted, issued, granted and/or otherwise deal with by the Board (of which, the securities shall be issued on the basis of the number of H Shares which such securities can be converted into) shall not be more than 20% of the H Shares in issue as at the date of the passing of this special resolution.			

SPECIAL RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAINED <i>(Note 4)</i>
	<p>(3) For the purpose of this resolution, "Relevant Period" means the period from the date of the special resolution becoming effective until the earlier of:</p> <p>(a) the conclusion of the next annual general meeting of the Company;</p> <p>(b) the expiration of 12 months following the date of passing of this resolution at the EGM; or</p> <p>(c) the date on which the general mandate granted to the Board as set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.</p> <p>(4) the Board be and is hereby authorised to deal with matters relating to the change in the registered capital of the Company to reflect the number of Shares to be issued by the Company pursuant to this special resolution, to make such appropriate and necessary amendments to the provisions of the articles of association of the Company relating to the shareholding structure after the issuance of H Shares and the registered capital (if applicable) as they think fit and necessary, to fulfil relevant approval, registration and filing procedures pursuant to domestic and foreign legal requirements and to take any other action and complete any formality required to effect the issuance of H Shares pursuant to this special resolution."</p>			
ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAINED <i>(Note 4)</i>
4.	To consider and approve the Connected H Share Subscription, the H Share Subscription Agreements and the transactions contemplated thereunder, details of which are set out in the circular of the Company dated September 2, 2015.			
5.	To consider and approve the Connected Domestic Share Subscription, the LP Unit Subscription Agreements and the transactions contemplated thereunder, details of which are set out in the circular of the Company dated September 2, 2015.			

Dated this _____ day of _____ 2015

Signed *(Note 5)* _____

Notes:

Important: You should first read the circular of the Company dated September 2, 2015 before appointing a proxy.

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the type and number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "**the Chairman of the Meeting** or" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Company who is entitled to attend and vote at the Meeting convened by the aforementioned notice, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Company. Any changes to this proxy form should be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN IN THE RESOLUTION, TICK THE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. The shares abstained will not be counted in the calculation of the required majority.
- This proxy form must be signed by you, or your attorney duly authorized in writing or, if you are a corporation, must either be executed under the common seal or under the hand of a director or duly authorized attorney(s). If this proxy form is signed by an attorney of a shareholder, the power of attorney or other authorization document (if any) under which it is signed must be notarized.
- In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Company in respect of such share (in person or by proxy) shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this proxy form together with the power of attorney or other authorization document (if any) must be deposited at the H share registrar of the Company for holder of H shares or the Company's Board of Directors' Office for holder of domestic shares by hand or by post not less than 24 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude shareholders from attending and voting in person at the Meeting if he/she so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked. The H share registrar of the Company is Tricor Investor Services Limited, whose address is at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. The Company's Board of Directors' Office is located at No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC (Postal code: 430073).
- On a poll, every shareholder 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.

* For identification purposes only