

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 supplemental circular together with the accompanying supplemental 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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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)

**PROPOSED ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of the AGM dated April 24, 2015.

A supplemental notice of AGM, which will be held as originally scheduled at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Tuesday, June 9, 2015 at 10:00 a.m., is set out on pages 7 to 8 of this supplemental circular.

A supplemental proxy form for the AGM is enclosed with this supplemental circular. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying supplemental proxy form in accordance with the instructions printed thereon. The supplemental proxy form should be returned to the Company's H share registrar, Tricor Investor Services Limited, for holder of H Shares and to 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 appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the supplemental 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.

* For identification purposes only

May 15, 2015

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DEFINITIONS

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

“AGM”	the annual general meeting for the year 2014 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 Tuesday, June 9, 2015 at 10:00 a.m., or any adjournment thereof
“Board”	the board of directors of the Company
“China Huaxin”	China Huaxin Post and Telecommunication Economy Development Center (中國華信郵電經濟開發中心), an entity incorporated in the PRC, one of the substantial shareholders 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 H Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Domestic Shares”	ordinary shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	Domestic Shares and/or H Shares
“Shareholder(s)”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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. WEN Huiguo (*Chairman*)
Mr. Frank Franciscus DORJEE

Non-executive Directors:

Mr. MA Jie
Mr. SUN Jiming
Mr. Philippe Claude Vanhille
Mr. YEUNG Kwok Ki Anthony
Mr. XIONG Xiangfeng
Ms. ZHENG Huili

Independent Non-executive Directors:

Mr. NGAI Wai Fung
Mr. IP Sik On Simon
Mr. LI Ping
Mr. LI Zhuo

Registered Office:

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

Principal Place of Business in Hong Kong:

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

May 15, 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

References are made to the circular of the Company ("**Original Circular**") and the notice of AGM ("**Original Notice**") dated April 24, 2015, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for approval by Shareholders. This supplemental circular should be read together with the Original Circular.

On May 13, 2015, China Huaxin, in its capacity as a shareholder holding 28.12% of the total issued share capital of the Company, submitted to the Board a written proposal nominating Mr. Yao Jingming as non-executive Director. Such proposal has been

LETTER FROM THE BOARD

considered and approved at the meetings of the Nomination and Remuneration Committee of the Board and the Board held on May 13, 2015 and May 14, 2015, respectively. Pursuant to the relevant laws, regulations and the articles of association of the Company, an ordinary resolution for approving the election of Mr. Yao Jingming as a non-executive Director will be proposed at the AGM.

The purpose of this supplemental circular is to set out the supplemental notice of the AGM and to provide you with details regarding the resolution mentioned above. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and the Original Notice.

2. PROPOSED ELECTION OF DIRECTOR

Reference is made to the announcement and the circular of the Company dated March 27, 2015 and April 24, 2015, respectively, in relation to, among other things, the resignation of Mr. Yao Jingming as a supervisor of the Company which took effect on March 27, 2015. Mr. Yao Jingming submitted his resignation as a supervisor of the Company due to changes in work arrangement. Upon being nominated by China Huaxin as a Director, Mr. Yao Jingming rearranged his work commitment and at the same time when China Huaxin submitted the nomination proposal to the Company, Mr. Yao also served to the Company with a written notice duly executed indicating his willingness to be nominated as a Director. Since the number of supervisors will fall below the number provided by the articles of association of the Company upon the resignations of Mr. Yao Jingming and Ms. Yao Jiaxuan, therefore, Mr. Yao Jingming has been performing, and will continue to perform, his duty as a supervisor until the date when the proposed appointment of the new supervisors are approved by the Shareholders. The election of Mr. Yao Jingming, if approved by the Shareholders at the AGM, will be subject to the appointment of Mr. Liu Deming and Ms. Li Chang'ai as supervisors of the Company.

The biographical details of Mr. Yao Jingming are set out below:

Mr. Yao Jingming (姚井明), age 50, was appointed as a supervisor of the Company on December 19, 2013. He has been responsible for supervising the performance of duties by the Directors and senior management at the Company. Mr. Yao has resigned from the position as supervisor of the Company and such resignation was approved by the board of the supervisors of the Company on March 27, 2015. Mr. Yao was nominated as a candidate for the post of non-executive Director by China Huaxin on May 13, 2015. Mr. Yao has nearly 30 years of management experience in the communications industry. Mr. Yao has been serving as the deputy general manager of China Huaxin, the substantial shareholder of the Company, where he is in charge of technology, strategy and international mergers and acquisitions since February 2013. He also holds positions in two subsidiaries of China Huaxin, including serving as a director of Shanghai Fortune Communications Technology Development Co., Ltd. (上海富欣通信技術發展有限公司) since December 2012 and the general manager and a director of Shanghai Sincere Technology Co., Ltd. (上海信輝科技有限公司) since July 2013. Prior to these positions, from July 1986 to January 2013, Mr. Yao held various positions in Alcatel-Lucent Shanghai Bell Co., Ltd., a subsidiary of China Huaxin, including consecutively serving as a software engineer, the software development manager, the manager of technology development department and the

LETTER FROM THE BOARD

manager of customer service department from July 1986 to September 2000, the general manager of the switching network division primarily responsible for marketing, products management and research and development from October 2000 to June 2002, the vice president of the company primarily responsible for operation and daily management of the voice network division from July 2002 to December 2003, the executive vice president of the company from January 2004 to January 2013, during which period, he was in charge of the management and operation of the fixed communication network group, the cable network group and the communications network group from January 2004 to January 2009, in charge of solutions and market from January 2009 to March 2010, in charge of quality and reform from April 2010 to February 2011, and in charge of international business from February 2011 to January 2013. Mr. Yao obtained his bachelor's degree in computer science from Shanghai Jiaotong University (上海交通大學) in June 1986, an executive master of business administration from China Europe International Business School (中歐國際工商學院) in April 2001, and a doctorate in business administration from the Hong Kong Polytechnic University in October 2008.

The term of office of Mr. Yao Jingming shall commence on the date when the resolution on his appointment is approved at the AGM and end on the expiry of the term of the first session of the Board. The Company will enter into a service contract with Mr. Yao Jingming upon the approval of his appointment at the AGM. If the election of Mr. Yao is approved by the Shareholders at the AGM, the Board proposed that Mr. Yao shall be entitled to receive the remuneration of RMB380,000 per annum for serving as the non-executive Director. Such remuneration is payable on a time pro-rata basis for any non-full year's service. The amount of the remuneration is determined by the Nomination and Remuneration Committee of the Board with reference to the salaries paid by comparable companies, time commitment and responsibilities of Mr. Yao and performance of the Company.

Except as stated above, Mr. Yao Jingming has not held any directorship or supervisor position in any other listed companies at present nor in the past three years nor taken up any positions in the Company and any group members of the Company. Furthermore, Mr. Yao Jingming does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company and he does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no other information relating to the proposed election of Mr. Yao Jingming that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

3. AGM

A supplemental notice convening the AGM to be held as originally scheduled at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC on Tuesday, June 9, 2015 at 10:00 a.m. is set out on pages 7 to 8 of this supplemental circular.

LETTER FROM THE BOARD

A supplemental proxy form in respect of the ordinary resolution to consider and approve the aforementioned appointment of non-executive Director is enclosed with this supplemental circular. The proxy form issued by the Company along with the circular of the Company dated April 24, 2015 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Company or the Company’s Board of Directors’ Office.

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and the supplemental proxy form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.

4. RECOMMENDATION

The Board considers that the proposed election of the Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant ordinary resolution to be proposed at the AGM.

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
Wen Huiguo
Chairman

* For identification purposes only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING
FOR THE YEAR 2014**

References are made to the circular of Yangtze Optical Fibre and Cable Joint Stock Limited Company* (the “**Company**”) and the notice of annual general meeting for the year 2014 of the Company (the “**AGM**”) dated April 24, 2015 (the “**Original Notice**”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled on Tuesday, June 9, 2015 at 10:00 a.m. at Multi-Media Meeting Room, 201# Building, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, PRC for the purposes of considering and if thought fit, passing the following resolution, which was submitted by China Huaxin Post and Telecommunication Economy Development Center (being a shareholder holding 28.12% of the total issued share capital of the Company), in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTION

10. To consider and elect Mr. Yao Jingming as a non-executive director of the Company and to consider and approve Mr. Yao Jingming’s remuneration of RMB380,000 per annum.

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
Wen Huiguo
Chairman

Wuhan, PRC, May 15, 2015

Notes:

- (1) Details of the resolution is set out in the supplemental circular of the Company dated May 15, 2015 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of AGM, capitalised terms used in this supplemental notice of AGM shall have the same meanings as those defined in the Supplemental Circular.

* *For identification purposes only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolution numbered 10 mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the circular of the Company dated April 24, 2015 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Company or the Company’s Board of Directors’ Office.
- (3) If you intend to appoint a proxy to attend the AGM, you are requested to complete the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon. To be valid, the Supplemental 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 for holder of H Shares and to the Company’s Board of Directors’ Office for holders of domestic shares of the Company by hand or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Supplemental 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 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).
- (4) Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.
- (5) Please refer to the Original Notice for details in respect of other resolutions to be considered at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.