



# 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 Proxy Form for the Extraordinary General Meeting to be held on Tuesday, January 24, 2017

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> 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 <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the first extraordinary general meeting for the year 2017 (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 Tuesday, January 24, 2017 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 supplemental notice dated January 9, 2017, and voting on behalf of me/us under my/our name as indicated below <sup>(Note 4)</sup> in respect of the resolutions to be proposed at the Meeting and any of its adjournment <sup>(Note 4)</sup>.

Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the supplemental circular of the Company dated January 9, 2017.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAINED <sup>(Note 4)</sup>
<b>Re-election or Election and Appointment of Directors</b>				
5.	To consider and approve the re-election and appointment of Mr. Frank Franciscus Dorjee as an executive Director of the Company and to consider and approve Mr. Frank Franciscus Dorjee's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
6.	To consider and approve the election and appointment of Mr. Zhuang Dan as an executive Director of the Company and to consider and approve Mr. Zhuang Dan's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
7.	To consider and approve the re-election and appointment of Mr. Ma Jie as a non-executive Director of the Company and to consider and approve Mr. Ma Jie's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
8.	To consider and approve the re-election and appointment of Mr. Yao Jingming as a non-executive Director of the Company and to consider and approve Mr. Yao Jingming's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
9.	To consider and approve the re-election and appointment of Mr. Philippe Claude Vanhille as a non-executive Director of the Company and to consider and approve Mr. Philippe Claude Vanhille's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
10.	To consider and approve the election and appointment of Mr. Pier Francesco Facchini as a non-executive Director of the Company and to consider and approve Mr. Pier Francesco Facchini's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
11.	To consider and approve the re-election and appointment of Mr. Xiong Xiangfeng as a non-executive Director of the Company and to consider and approve Mr. Xiong Xiangfeng's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
12.	To consider and approve the re-election and appointment of Ms. Zheng Huili as a non-executive Director of the Company and to consider and approve Ms. Zheng Huili's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
13.	To consider and approve the re-election and appointment of Dr. Ngai Wai Fung as an independent non-executive Director of the Company and to consider and approve Dr. Ngai Wai Fung's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
14.	To consider and approve the re-election and appointment of Dr. Ip Sik On Simon as an independent non-executive Director of the Company and to consider and approve Dr. Ip Sik On Simon's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
15.	To consider and approve the re-election and appointment of Mr. Li Ping as an independent non-executive Director of the Company and to consider and approve Mr. Li Ping's director's fee of RMB380,000 per annum (after all taxes have been deducted).			
16.	To consider and approve the re-election and appointment of Dr. Li Zhuo as an independent non-executive Director of the Company and to consider and approve Dr. Li Zhuo's director's fee of RMB380,000 per annum (after all taxes have been deducted).			

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAINED <sup>(Note 4)</sup>
<b>Re-election and Appointment of Independent Supervisors</b>				
17.	To consider and approve the re-election and appointment of Mr. Liu Deming as an independent Supervisor of the Company and to consider and approve Mr. Liu Deming's remuneration of RMB150,000 per annum (after all taxes have been deducted).			
18.	To consider and approve the re-election and appointment of Ms. Li Chang'ai as an independent Supervisor of the Company and to consider and approve Ms. Li Chang'ai's remuneration of RMB150,000 per annum (after all taxes have been deducted).			
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAINED <sup>(Note 4)</sup>
19.	<b>"THAT:</b>			
(a)	each of the following proposed items in respect of the proposed registration and issuance of the Short to Medium-Term Debt Financing Instruments, details of which are set out in the supplemental circular of the Company dated January 9, 2017, be and are hereby individually approved:			
	(i) Issuing entity, size and method of issuance			
	(ii) Types of debt financing instruments			
	(iii) Term of debt financing instruments			
	(iv) Interest rate of debt financing instruments			
	(v) Use of proceeds			
	(vi) Issue price			
	(vii) Target subscribers			
	(viii) Listing of debt financing instruments			
	(ix) Safeguard measures for repayment of the debt financing instruments			
	(x) Validity period of resolutions;			
(b)	<p>the board of directors of the Company (the <b>"Board"</b>) be authorized, and the Board be authorized to further authorize the working group authorized by the Board for the purpose of the registration and issuance of the Short to Medium-Term Debt Financing Instruments (the <b>"Authorized Committee"</b>) to, in accordance with the requirements of relevant laws and regulations and the opinions and advice of regulatory authorities, pursuant to the framework and principles considered and approved at the EGM and based on the principle of acting in the best interests of the Company, to have the absolute authority to handle all matters in relation to the registration and issuance of the Short to Medium-Term Debt Financing Instruments, including but not limited to:</p> <p>(1) in accordance with applicable laws, regulations and relevant requirements of regulatory authorities as well as the resolution passed at the EGM and by the Board, and based on the actual conditions of the Company and relevant debt markets, formulating and adjusting the specific issuance plans for the registration and issuance of the Short to Medium-Term Debt Financing Instruments, including but not limited to, the determination and/or revision of the type, quantity, par value, issue price, interest rate or its method of determination, place of issue, timing of issue, term, whether to issue in the form of multi-tranche issuances and the number of issue tranches, rating arrangement, issue time, target subscribers, method of issue, particular use of proceeds, underwriting arrangements, arrangements for repayment of principal and interest and disclosure of relevant information of each actual issuance of debt financing instrument, being all matters relating to the issuance;</p> <p>(2) determining the appointment of intermediaries, executing, implementing, revising and completing all agreements and documents relating to the registration and issuance of the Short to Medium-Term Debt Financing Instruments, and disclosing (if applicable) the relevant information in accordance with relevant laws and regulations and the listing rules of the exchange(s) on which the Company's securities will be listed;</p> <p>(3) selecting and appointing management trustee(s) and clearance/settlement manager(s) for the registration and issuance of the Short to Medium-Term Debt Financing Instruments, executing the trust management agreement(s) and clearance/settlement management agreement(s) (if applicable);</p>			

SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAINED <sup>(Note 4)</sup>
	<p>(4) undertaking all applications and filings as well as listing matters with regard to the registration and issuance of the Short to Medium-Term Debt Financing Instruments, including but not limited to, the execution, preparation, revision and submission of the application and filing materials for the registration and issuance and listing of the Short to Medium-Term Debt Financing Instruments as required by relevant regulatory authorities, and if applicable, signing the relevant application and filing documents and other legal documents;</p> <p>(5) making relevant adjustments to matters relating to the registration and issuance of the Short to Medium-Term Debt Financing Instruments in accordance with the advice or policy changes of regulatory authorities or change in market conditions, or determining whether to continue to proceed with all or part of the work in respect of the registration and issuance of the Short to Medium-Term Debt Financing Instruments in accordance with actual conditions, except for matters which, pursuant to the relevant laws, regulations and the Articles, approval is to be sought afresh from the Shareholders at a general meeting; and</p> <p>(6) handling other relevant matters in relation to the registration and issuance of the Short to Medium-Term Debt Financing Instruments.</p> <p>The above-mentioned authorization shall remain valid from the date on which the resolution to consider and approve the registration and issuance of the Short to Medium-Term Debt Financing Instruments is considered and approved by the Shareholders at the EGM to the date as of which all relevant authorization matters in relation to the issuance of the Short to Medium-Term Debt Financing Instruments have been duly completed.”</p>			

Dated this \_\_\_\_\_ day of January 2017

Signed <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

**Important:** You should first read the circular and the supplemental circular of the Company dated December 9, 2016 and January 9, 2017, respectively, before appointing a proxy.

- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK CAPITALS**.
- Please insert the type and number of shares registered in your name(s) to which this supplemental 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, please 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 supplemental notice, you are entitled to appoint one or more proxies to attend, speak and vote on your behalf. A proxy need not be a shareholder of the Company. Any changes to this supplemental 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, PLEASE TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN IN THE RESOLUTION, PLEASE 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 supplemental notice of the Meeting dated January 9, 2017. The shares abstained will not be counted in the calculation of the required majority.
- This supplemental 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 supplemental 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 supplemental 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 supplemental 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.
- This proxy form is the supplemental proxy form for the purpose of the supplemental resolutions set out in the supplemental notice of the Meeting dated January 9, 2017 and only serves as a supplement to the proxy form issued by the Company along with the circular of the Company dated December 9, 2016 (the “**Original Proxy Form**”) for the Meeting.
- This supplemental proxy form will not affect the validity of any proxy form duly completed and delivered by you in respect of the resolutions set out in the notice of the Meeting dated December 9, 2016. If you have validly appointed a proxy to attend and act for you at the Meeting but do not duly complete and deliver this supplemental proxy form, your proxy will be entitled to vote at his discretion on the ordinary resolutions and special resolutions set out in the supplemental notice of the Meeting dated January 9, 2017. If you do not duly complete and deliver the Original Proxy Form for the Meeting but have duly completed and delivered this supplemental proxy form and validly appointed a proxy to attend and act for you at the Meeting, your proxy will be entitled to vote at his discretion on the ordinary resolutions set out in the notice of the Meeting dated December 9, 2016.
- If the proxy being appointed to attend the Meeting under this supplemental proxy form is different from the proxy appointed under the Original Proxy Form and both proxies attended the Meeting, the proxy validly appointed under the Original Proxy Form shall be designated to vote at the Meeting.

\* For identification purposes only