



# 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 Tuesday, May 23, 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 extraordinary general meeting (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, May 23,  
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 notice convening  
the Meeting, 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 circular of the Company dated  
April 6, 2017.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAINED <sup>(Note 4)</sup>
1.	To consider and approve the appointment of KPMG Huazhen (Special General Partnership) as the Company's auditor for the A Share Offering and to consider and approve the grant of the authorization to the Board to determine the remuneration of KPMG Huazhen (Special General Partnership).			
2.	To consider and approve the appointment of Commerce & Finance Law Offices as the Company's legal advisor for the A Share Offering and to consider and approve the grant of the authorization to the Board to determine the remuneration of Commerce & Finance Law Offices.			
3.	To consider and approve the report on the use of previously raised funds as set out in Appendix IV to the circular of the Company dated April 6, 2017.			
4.	To consider and adopt the Administrative Measures on the Use of Proceeds as set out in Appendix XV to the circular of the Company dated April 6, 2017.			
5.	To consider and adopt the Administrative Regulations on Related Parties Transactions as set out in Appendix XV to the circular of the Company dated April 6, 2017.			
6.	To consider and adopt the Administrative Measures on the Provision of External Guarantees as set out in Appendix XV to the circular of the Company dated April 6, 2017.			
7.	To consider and adopt the Administrative Regulations on External Investment as set out in Appendix XV to the circular of the Company dated April 6, 2017.			

\* For identification purposes only

8.	To consider and adopt the Working Rules for Independent Directors as set out in Appendix XV to the circular of the Company dated April 6, 2017.			
<b>SPECIAL RESOLUTIONS</b>		<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>	<b>ABSTAINED</b> <sup>(Note 4)</sup>
9.	<p><b>“THAT</b> each of the following proposed items in respect of the plan for the proposed A Share Offering, details of which are set out in the circular of the Company dated April 6, 2017, be and are hereby individually approved:</p> <p>(1) Class of shares;</p> <p>(2) Par value of shares;</p> <p>(3) Number of shares to be issued;</p> <p>(4) Target subscribers;</p> <p>(5) Method of issuance;</p> <p>(6) Pricing methodology;</p> <p>(7) Form of underwriting;</p> <p>(8) Place of listing;</p> <p>(9) Use of proceeds;</p> <p>(10) Conversion of the Company; and</p> <p>(11) Effective period of the resolution.”</p>			
10.	<p><b>“THAT:</b></p> <p>(a) the board of directors of the Company (the <b>“Board”</b>) be authorized to deal with, in its absolute discretion, all matters in relation to the A Share Offering, including but not limited to:</p> <p>(1) in accordance with the plan for the A Share Offering as considered and approved by the Shareholders in general meeting and pursuant to the relevant requirements of PRC laws, administrative regulations, departmental rules, normative documents and securities regulatory authorities of the PRC and the actual circumstances, implement the plan for the A Share Offering, including but not limited to, determining the offering date, the target subscribers, offer size, pricing methodology, offer price, ratio of online to offline placement, application methods for subscriptions and other matters relating to the A Share Offering;</p> <p>(2) handle all application matters in relation to the A Share Offering, including but not limited to dealing with the relevant government agencies, regulatory authorities, stock exchanges and securities registration and settlement institutions for relevant vetting, registration, filing and approval procedures;</p> <p>(3) prepare, sign, execute, modify, supplement and submit any agreements, contracts and necessary documents in relation to the A Share Offering, including but not limited to the letter of intent in relation to the A Share Offering, prospectus, agreement with the sponsor(s), underwriting agreement, listing agreement and various announcements, shareholder notices and various explanatory circulars or letters of undertaking required by regulatory authorities;</p> <p>(4) adjust the plan for the Investment Projects and the proposed use of proceeds, in accordance with any comments from regulatory authorities during the application and vetting process of the proposed A Share Offering and the actual circumstances of the Company, including but not limited to, the adjustment of the investment progress and investment allocation ratios, and the signing of material agreements or contracts during the construction process of the Investment Projects;</p>			

SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAINED <sup>(Note 4)</sup>
	<p>(5) determine and engage relevant intermediaries, determine their remuneration and sign relevant agreements or contracts, such as the agreement with the sponsor(s) and underwriting agreement;</p> <p>(6) determine the designated account for the deposit of proceeds raised prior to the A Share Offering if necessary;</p> <p>(7) handle the relevant procedures in relation to the transfer of state-owned shares in accordance with relevant laws and regulations;</p> <p>(8) upon the completion of the A Share Offering, amend the relevant provisions of the Company's articles of association according to the outcome of the A Share Offering and deal with the registration of the relevant amendments with industry and commerce authorities;</p> <p>(9) upon the completion of the A Share Offering, handle matters relating to the listing of the shares issued under the A Share Offering on the stock exchange and the lock up of relevant shares;</p> <p>(10) where securities regulatory authorities prescribe new requirements in regulations or policies governing initial public offerings and listings, the Board be authorized to adjust the plan for the A Share Offering accordingly; and</p> <p>(11) in accordance with relevant laws, regulations, departmental rules, regulatory documents, relevant provisions of the Company's articles of association and the contents of the resolutions passed by Shareholders, determine and deal with all other matters in relation to the A Share Offering;</p> <p>(b) upon the passing of the resolution to grant the aforesaid authorization at the general meetings of the Company, the chairman of the Board or any executive Director be authorized to sign any legal documents in relation to the A Share Offering, including but not limited to the letter of intent in relation to the A Share Offering, the prospectus, letters of undertaking, agreement(s) with the sponsor(s), the underwriting agreement, the listing agreement, engagement or appointment letters of various intermediaries, and various announcements and shareholder notices.</p> <p>The above authorization shall be valid for 12 months from the date of the passing of such resolution at an extraordinary general meeting, a Domestic Share class meeting and an H Share class meeting."</p>			
11.	To consider and approve the proposed use of proceeds from the A Share Offering as set out in the circular of the Company dated April 6, 2017 and the feasibility analysis as set out in Appendix II thereto.			
12.	To consider and approve the proposal on the dilution of immediate return as a result of the A Share Offering, remedial measures and undertakings by relevant parties as set out in Appendix III to the circular of the Company dated April 6, 2017.			
13.	To consider and approve the price stabilization plan for the A Shares within the three years after the A Share Offering and listing of the A Shares as set out in Appendix V to the circular of the Company dated April 6, 2017.			
14.	To consider and approve the dividend return plan for shareholders for the three years after the A Share Offering (2017-2019) as set out in Appendix VI to the circular of the Company dated April 6, 2017.			
15.	To consider and approve the distribution plan for accumulated profits before the A Share Offering as set out in the circular of the Company dated April 6, 2017.			
16.	To consider and approve the relevant undertakings to be included in the prospectus in connection with the A Share Offering and the relevant restrictive measures as set out in Appendix VII to the circular of the Company dated April 6, 2017.			

SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAINED <sup>(Note 4)</sup>
17.	To consider and approve the Articles of Association (Draft) (where the full set of the amended Articles of Association and the proposed amendments to the Articles of Association are set out in Appendix VIII and Appendix IX to the circular of the Company dated April 6, 2017, respectively).			
18.	To consider and approve the proposed amendments to the Procedural Rules for the General Meeting as set out in Appendix XI to the circular of the Company dated April 6, 2017.			
19.	To consider and approve the proposed amendments to the Procedural Rules for the Board as set out in Appendix XIII to the circular of the Company dated April 6, 2017.			
20.	To consider and adopt the Procedural Rules for the Board of Supervisors as set out in Appendix XIV to the circular of the Company dated April 6, 2017.			

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

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

*Notes:*

*Important: You should first read the circular of the Company dated April 6, 2017 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 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 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 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 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 (no matter present 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 later than 10:00 a.m. (Hong Kong time) on Monday, May 22, 2017. 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.