



Smart Link Better Life.

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 FRIDAY, JANUARY 17, 2020**

I/We^(Note 1) _____

of _____

being the registered holder(s) of _____^(Note 2) H 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**

of^(Note 3) _____

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 Friday, January 17, 2020 at 1:30 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the supplemental notice convening the Meeting, and to vote 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 supplemental circular of the Company dated December 31, 2019.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAINED ^(Note 4)
7.	To consider and approve the following proposed annual caps and continuing connected transactions/2020 to 2022 annual transaction amounts for the related party transactions to be carried out in the ordinary and usual course of business:			
	7.01 the proposed annual caps for the continuing connected transactions contemplated under the Optical Fibre Technology Cooperation Agreement for the three years ending December 31, 2020, 2021 and 2022 be and are hereby approved and confirmed, and the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in his/her/their opinion may be necessary, desirable or expedient to implement and/or give effect to such proposed annual caps;			
	7.02 (i) the continuing connected transactions contemplated under the purchase framework agreement entered into between Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. (長飛光纖光纜(上海)有限公司) and the Company on December 20, 2019, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked "A", and the proposed annual caps be and are hereby generally and unconditionally approved and the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in his/her/their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions; and (ii) the continuing connected transactions contemplated under the sales framework agreement entered into between Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. (長飛光纖光纜(上海)有限公司) and the Company on December 20, 2019, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked "B", and the proposed annual caps be and are hereby generally and unconditionally approved and the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in his/her/their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions;			
	7.03 the estimates of the 2020 to 2022 annual transaction amounts for the related party transactions to be carried out in the ordinary and usual course of business as set out in Appendix I to the supplemental circular of the Company dated December 31, 2019 be and are hereby approved, and that the board of directors of the Company (the "Board") or such persons as authorized by the Board, be authorized to enter into specific business agreements with the related parties from time to time during the years 2020 to 2022 within the limits of the estimates on the transaction amounts, for each transaction contemplated under this proposal during the ordinary and usual course of business.			
8.	To consider and approve the 2020 annual external guarantee amount as set out in Appendix II to the supplemental circular of the Company dated December 31, 2019, and that the Board or such person as authorized by the Board, be authorized to handle the specific matters in relation to the external guarantee, including adjusting specific guarantee amount and signing relevant legal documents in accordance with actual business needs within the limit of the 2020 annual external guarantee amount contemplated under this proposal.			

Dated this _____ day of _____ 20____

Signed^(Note 5) _____

Notes:

Important: You should first read the circular and the supplemental circular of the Company dated December 2, 2019 and December 31, 2019, respectively before appointing a proxy.

1. Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this supplemental proxy relates. If no number is inserted, this supplemental form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. 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.
4. **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 FROM VOTING ON THE RESOLUTION, PLEASE TICK THE BOX MARKED "ABSTAINED"**. If no direction is given, the proxy will be entitled to vote or abstain from voting 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 convening the Meeting dated December 31, 2019. The shares abstained will not be counted in the calculation of the required majority.
5. 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.
6. 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).
7. 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 by hand or by post not less than 24 hours before the time fixed for holding the Meeting (i.e. not later than 1:30 p.m. on Thursday, January 16, 2020) 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
8. 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.
9. This proxy form is the supplemental proxy form for the purpose of the supplemental resolutions set out in the supplemental notice convening the Meeting dated December 31, 2019 and only serves as a supplement to the proxy form issued by the Company along with the circular of the Company dated December 2, 2019 (the "**Original Proxy Form**") for the Meeting.
10. 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 2, 2019. 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 resolutions set out in the supplemental notice convening the Meeting dated December 31, 2019. 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 and special resolutions set out in the notice convening the Meeting dated December 2, 2019.
11. 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.
12. References to time and dates in this form are to Hong Kong time and dates.

* *For identification purposes only*