



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)

Proxy Form for the Annual General Meeting

to be held on Tuesday, June 16, 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** or ^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the annual 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, June 16, 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 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).

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAINED ^(Note 4)
1.	" THAT (i) the continuing connected transactions contemplated under the purchase framework agreement entered into between Prysmian S.p.A. and the Company on March 31, 2020, 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 Prysmian S.p.A. and the Company on March 31, 2020, 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."			
2.	" THAT the continuing connected transactions contemplated under the supplemental framework agreement entered into between China Huaxin Post and Telecom Technologies Co., Ltd (中國華信郵電科技有限公司) and the Company on March 31, 2020, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked "C", and the proposed revised annual cap be and is 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."			
3.	" THAT the continuing connected transactions contemplated under the supplemental framework agreement entered into between Nokia Shanghai Bell Co., Ltd (上海諾基亞貝爾股份有限公司) and the Company on March 31, 2020, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked "D", and the proposed revised annual cap be and is 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."			
4.	To approve the report of the Board for the year 2019.			
5.	To approve the report of the Board of Supervisors for the year 2019.			
6.	To approve the 2019 annual report of the Company.			

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>	ABSTAINED <i>(Note 4)</i>
7.	To approve the final financial report for the year 2019.			
8.	To approve the proposed profit distribution plan for the year 2019.			
9.	To approve the re-appointment of KPMG Huazhen LLP as independent auditors of the Company for the year 2020.			
10.	To approve the purchase of liability insurance for the Directors, Supervisors and senior management.			
SPECIAL RESOLUTIONS				
11.	To consider and approve the proposal in relation to the proposed mandate for issue of debt financing instruments and relevant authorization.			
12.	To consider and approve the proposal in relation to the amendments to the Articles of Association.			
13.	To consider and approve the proposal in relation to the amendments to the procedural rules for the general meeting of the Company.			
14.	To consider and approve the proposal in relation to the amendments to the procedural rules for the Board meeting.			
15.	To consider and approve the proposal in relation to the amendments to the procedural rules for the Board of Supervisors meeting.			

Dated this _____ day of _____ 2020

Signed *(Note 5)* _____

Notes:

- 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 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 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 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 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 Monday, June 15, 2020) 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- 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.
- References to time and dates in this form are to Hong Kong time and dates.

* *For identification purposes only*