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中國光纖網絡系統集團有限公司

CHINA FIBER OPTIC NETWORK SYSTEM GROUP LTD.

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3777)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of China Fiber Optic Network System Group Ltd. (the “**Company**”) will be held at The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong on Wednesday, January 27, 2016 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** Ernst & Young be and is hereby removed as independent auditors of the Company with immediate effect.”
2. “**THAT** subject to the passing of ordinary resolution no. 1 as contained in the notice convening this meeting, HLB Hodgson Impey Cheng Limited be and is hereby appointed as the independent auditors of the Company in place of Ernst & Young following its removal, and HLB Hodgson Impey Cheng Limited shall hold office until the conclusion of the forthcoming annual general meeting of the Company and that the board of directors of the Company be and is hereby authorized to fix their remuneration.”

By Order of the Board
China Fiber Optic Network System Group Ltd.
Zhao Bing
Chairman and Executive Director

Hong Kong, January 12, 2016

Notes:

1. A resolution at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the respective websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. A member of the Company (the “**Member**”) entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for the holding of the Meeting or its adjournment (as the case may be). Completion and return of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and in such event, the form of proxy shall be deemed to be revoked.
4. For the purpose of determining Members who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, January 26, 2016 to Wednesday, January 27, 2016 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, January 25, 2016.
5.
 - (a) Subject to paragraph (b) below, if a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 6:00 p.m. on the date of the Meeting, the Meeting will be postponed and Members will be informed of the date, time and venue of the postponed Meeting by a supplemental notice posted on the respective websites of the Company and The Stock Exchange of Hong Kong Limited.
 - (b) If a black rainstorm warning signal is lowered or cancelled 3 hours before the time appointed for holding the Meeting and where conditions permit, the Meeting will be held as scheduled.
 - (c) The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
6. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

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As at the date of this Notice, the Board comprises the following Directors:

Executive Directors:

Mr. Zhao Bing (*Chairman*)
Mr. Meng Yuxiao
Mr. Deng Xuejun
Mr. Hung, Randy King Kuen
Mr. Xia Ni

Independent Non-Executive Directors:

Mr. Shi Cuiming
Dr. Ma Kwai Yuen
Dr. Lui Pan
Dr. Xu Wanqiang
Prof. Jiang Desheng