



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)

FORM OF PROXY FOR USE IN CONNECTION WITH THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JANUARY 27, 2016 OR AT ITS ADJOURNMENT

I/We, (note 1) _____
of (note 1) _____
being the registered holder(s) of _____ (note 2) ordinary shares of US\$0.001 each in the capital of China Fiber Optic Network System Group Ltd. (the “Company” and the “Shares”, respectively), **HEREBY APPOINT** the Chairman of the extraordinary general meeting of the Company (the “Meeting”) (note 3) or _____
of _____
as my/our proxy to act for me/us at the Meeting to be held at The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong at 4:30 p.m. on Wednesday, January 27, 2016 or its adjournment, and at such Meeting (or its adjournment) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the Meeting (the “Notice”) as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
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 the 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.		

Dated this _____ day of January, 2016 Signature (note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the Chairman of the extraordinary general meeting of the Company (the “Meeting”)” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed herein together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of 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 48 hours before the time appointed for holding the Meeting or its adjournment.
7. In case of joint registered 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 personally or by proxy, that one of the said holders so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.