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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON MAY 23, 2016**

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2016 AGM.

The board of directors (the “**Directors**” and the “**Board**”, respectively) of China Fiber Optic Network System Group Ltd. (the “**Company**”) is pleased to announce that all the proposed ordinary resolutions as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated April 18, 2016 (the “**AGM Notice**” and the “**Proposed Resolutions**”, respectively) were duly passed by the holders of the Company’s ordinary shares (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Monday, May 23, 2016 (the “**2016 AGM**”).

As at the date of the 2016 AGM, there were 2,144,491,200 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2016 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the 2016 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2016 AGM. None of the Shareholders have stated in the Company’s circular dated April 18, 2016 (the “**Circular**”) their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2016 AGM.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2016 AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the 2016 AGM are set out as follows:

| Ordinary Resolutions |   | Number of Votes<br>(Approximate %) <sup>(Note)</sup> |                        |
|----------------------|---|--|------------------------|
|                      |   | For  | Against                |
| 1                    | To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company and its subsidiaries for the year ended December 31, 2015; | 774,156,797<br>(100.00%)                             | 0<br>(0.00%)           |
| 2.A.                 | To re-elect the following retiring Directors:   |  |                        |
|                      | (i) Mr. Meng Yuxiao as an executive director of the Company (the “ED”);   | 774,156,797<br>(100.00%)                             | 0<br>(0.00%)           |
|                      | (ii) Mr. Deng Xuejun as an ED;  | 774,156,797<br>(100.00%)                             | 0<br>(0.00%)           |
|                      | (iii) Mr. Shi Cuiming as an independent non-executive director of the Company (the “INED”); and   | 772,012,797<br>(99.72%)                              | 2,144,000<br>(0.28%)   |
|                      | (iv) Dr. Lui Pan as an INED;  | 774,156,797<br>(100.00%)                             | 0<br>(0.00%)           |
| 2.B.                 | To authorize the Board to fix the remuneration of the Directors;  | 774,136,397<br>(100.00%)                             | 0<br>(0.00%)           |
| 3                    | To re-appoint HLB Hodgson Impey Cheng Limited as independent auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration;                         | 774,156,797<br>(100.00%)                             | 0<br>(0.00%)           |
| 4                    | To grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares*;   | 685,143,559<br>(88.83%)                              | 86,149,238<br>(11.17%) |
| 5                    | To grant a general mandate to the Directors to repurchase Shares*;  | 774,156,797<br>(100.00%)                             | 0<br>(0.00%)           |
| 6                    | To authorise the Directors to issue and allot additional Shares representing those repurchased by the Company*; and   | 691,679,559<br>(89.35%)                              | 82,477,238<br>(10.65%) |
| 7                    | To refresh the scheme mandate limit of the share option scheme of the Company to 10% of the aggregate number of the Shares in issue as at the date of the 2016 AGM*.                        | 685,633,159<br>(88.89%)                              | 85,659,638<br>(11.11%) |

\* For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

*Note:* The number of votes and approximate percentage of voting Shares as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2016 AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company.

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

Hong Kong, May 23, 2016

As at the date of this announcement, the Directors are:

*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