

CHINA FIBER OPTIC NETWORK SYSTEM GROUP LTD.

中國光纖網絡系統集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3777)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION

Pursuant to Article 16.4 of the Articles of Association of China Fiber Optic Network System Group Ltd. (the “**Company**”):

“No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement in accordance with Rule 2.07C of the Listing Rules or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after the publication of the notice of meeting;
- include in the announcement or supplementary circular the particulars of such person proposed to be elected as a director required under Rule 13.51(2) of the Listing Rules;
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days (as defined in the Listing Rules) to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

- 3.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Written Notice**”) to the Company’s principal place of business in Hong Kong at Office Suite 2001, 20/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.
- 3.2 The Written Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information.
- 3.3 The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven days prior to the date of such general meeting.
- 3.4 In order to ensure the Company’s shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company without adjourning the general meeting, shareholders are urged to submit and lodge the Written Notice as early as practicable preferably at least 15 business days prior to the date of the general meeting appointed for such election.

Notes: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

Hong Kong, 30 March 2012