



China Optoelectronics Holding Group Co., Limited

中國光電控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

Form of Proxy for use at the Special General Meeting (the "Meeting") to be held on 28 January 2016 (or any adjournment thereof)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares
of HK\$0.01 each ("Shares") in the capital of China Optoelectronics Holding Group Co., Limited (the "Company") HEREBY APPOINT ³
the Chairman of the Meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held on Thursday, 28 January 2016 at 10:00 a.m.
at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong (or any adjournment thereof) in respect of the resolutions as
set out in the notice convening the Meeting as hereunder indicated:

ORDINARY RESOLUTIONS ⁵		FOR ⁴	AGAINST ⁴
1.	To approve, confirm and ratify the Subscription and Cancellation Agreement (as defined in the circular of the Company dated 13 January 2016 ("Circular")) and all the transactions contemplated thereunder and the subscription of the Subscription Shares (as defined in the Circular) and the cancellation of the First Warrants (as defined in the Circular) and the Second Warrants (as defined in the Circular); and to authorize any directors of the Company to exercise all powers and take all steps as may be deemed in their opinion to be desirable, necessary or expedient in connection with the implementation of the Subscription and Cancellation Agreement and the transactions contemplated thereunder.		
2.	To re-elect Mr. Lo Yuen Wa Peter as an executive director of the Company.		
3.	To re-elect Mr. Cheung Wing Ping as an independent non-executive director of the Company.		
4.	To re-elect Mr. Man Wai Chuen as an independent non-executive director of the Company.		
5.	To re-elect Ms. Lin Ying as an executive director of the Company.		

Dated this _____ day of _____ 2016 Signature ⁶: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **Any alternation made to this form of proxy must be initialed by the person who signs it.**
4. Please indicate with a "✓" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion. 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.
5. The full text of the Resolutions is set out in the notice of the Meeting.
6. The 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.
7. In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.