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China Optoelectronics Holding Group Co., Limited

中國光電控股集團有限公司

(Incorporated in Bermuda with limited liability)

Website: www.chnoe.com

(Stock Code: 1332)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Optoelectronics Holding Group Co., Limited (the “**Company**”) will be held at 7/F, China United Centre, 28 Marble Road, North Point, Hong Kong, on Thursday, 28 January 2016 at 10:00 a.m. for the purpose of considering and, if though fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company: –

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional subscription and cancellation agreement (the “**Subscription and Cancellation Agreement**”) dated 2 December 2015 and entered into between the Company and Freeman Securities Limited (the “**Subscriber**”) (a copy of which is produced to the SGM marked “A” and signed by the chairman of the SGM for purpose of identification) in relation to, among others, the subscription by the Subscriber of 575,063,972 new shares of the Company (the “**Subscription Shares**”) at the subscription price of HK\$0.16 per Subscription Share and the cancellation of (i) the 287,531,980 unlisted warrants (the “**First Warrants**”) with mandatory exercise rights issued by the Company on 25 June 2015 entitling the holder thereof to subscribe for an aggregate of 287,531,980 shares of the Company at the initial subscription price of HK\$0.56; and (ii) the 287,531,992 unlisted warrants (the “**Second Warrants**”) with mandatory exercise rights issued by the Company on 25 June 2015 entitling the holder thereof to subscribe for an aggregate of 287,531,992 shares of the Company at the initial subscription price of HK\$0.608 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares and fulfillment of other conditions set out in the Subscription and Cancellation Agreement, the issue and allotment of the Subscription Shares to the Subscriber and the cancellation of the First Warrants and the Second Warrants pursuant to the terms of the Subscription and Cancellation Agreement be and are hereby approved, confirmed and ratified; and

- (c) any directors of the Company (the “**Directors**”) be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Subscription and Cancellation Agreement and in relation to the issue and allotment of the Subscription Shares and the cancellation of the First Warrants and the Second Warrants, including but not limited to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”
2. “**THAT** Mr. Lo Yuen Wa Peter be re-elected as an executive director of the Company.”
 3. “**THAT** Mr. Cheung Wing Ping be re-elected as an independent non-executive director of the Company.”
 4. “**THAT** Mr. Man Wai Chuen be re-elected as an independent non-executive director of the Company.”
 5. “**THAT** Ms. Lin Ying be re-elected as an executive director of the Company.”

By order of the Board
China Optoelectronics Holding Group Co., Limited
Lam How Mun Peter
Chairman

Hong Kong, 13 January 2016

Notes:

1. A member who is entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies or a duly authorised corporate representative to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 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 the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member from attending the special general meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.
3. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the special general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

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

Executive Directors

Ms. Poon Ho Yee Agnes (*Managing Director*)

Ms. Lin Ying

Mr. Lo Yuen Wa Peter

Ms. Sun Dixie Hui

Non-executive Director

Dr. Lam How Mun Peter (*Chairman*)

Independent Non-executive Directors

Mr. Chan Sze Hung

Mr. Cheung Wing Ping

Mr. Ha Kee Choy Eugene

Mr. Man Wai Chuen

Mr. To Shing Chuen