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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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 28 JANUARY 2016**

Reference is made to the circular (the “Circular”) of China Optoelectronics Holding Group Co., Limited (the “Company”) dated 13 January 2016. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board announces that all resolutions, save for resolutions nos. 4 and 5, set out in the notice of the SGM, were duly passed by the Shareholders at the SGM held on 28 January 2016 by way of poll.

Details of the poll results of the SGM are set out below:

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
1.	To approve, confirm and ratify the Subscription and Cancellation Agreement and all the transactions contemplated thereunder and the subscription of the Subscription Shares and the cancellation of the First Warrants and the Second Warrants; and to authorize any Directors 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	2,193,510,395 (73.09%)	807,720,000 (26.91%)
2.	To re-elect Mr. Lo Yuen Wa Peter as an executive Director of the Company	3,001,230,395 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
3.	To re-elect Mr. Cheung Wing Ping as an independent non-executive Director of the Company	3,001,199,848 (99.99%)	30,547 (0.01%)
4.	To re-elect Mr. Man Wai Chuen as an independent non-executive Director of the Company	834,962,438 (27.82%)	2,166,267,957 (72.18%)
5.	To re-elect Ms. Lin Ying as an executive Director of the Company	834,962,438 (27.82%)	2,166,267,957 (72.18%)
<p>As more than 50% of the votes were cast in favour of the above resolutions nos. 1 to 3, these resolutions were duly passed as ordinary resolutions of the Company.</p> <p>As less than 50% of the votes were cast in favour of the above resolutions nos. 4 and 5, these resolutions were not passed as ordinary resolutions of the Company.</p>			

Notes:

1. The full text of the proposed resolutions was set out in the notice of the SGM dated 13 January 2016.
2. As at the date of the SGM, a total of 4,528,628,779 Shares were in issue. As stated in the Circular, any Warrants Beneficial Owners who own Shares were required to abstain from voting in favour of the above resolution no. 1 at the SGM. To the best knowledge of the Company, none of the Warrants Beneficial Owners holds any Shares as at the date of the SGM. As such, no Shareholders are required to abstain from voting in favour of the above resolution no. 1 at the SGM.
3. Save as disclosed herein, there were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the SGM.
4. Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the SGM.

RETIREMENT OF DIRECTORS

Given that the re-election of Mr. Man Wai Chuen ("Mr. Man") as an independent non-executive Director and the re-election of Ms. Lin Ying ("Ms. Lin") as an executive Director as set out in the above resolutions nos. 4 and 5 were not passed by the Shareholders as ordinary resolutions in the SGM, Mr. Man and Ms. Lin retired as an independent non-executive Director and an executive Director with effect from the conclusion of the SGM respectively. Mr. Man also ceased to be member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company upon the conclusion of the SGM.

The Board is not aware of any disagreement with Mr. Man and Ms. Lin and any matter relating to their retirement that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Man and Ms. Lin for their valuable contribution to the Company during their tenure of office.

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

Hong Kong, 28 January 2016

As at the date of this announcement, the Board comprised the following Directors:-

Executive Directors

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

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. To Shing Chuen