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China Opto Holdings Limited

中國新進控股有限公司

(Incorporated in Bermuda with limited liability)

Website: www.chinaopto.com.hk

(Stock Code: 1332)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China Opto Holdings Limited (the “**Company**”) will be held at 7/F, China United Centre, 28 Marble Road, North Point, Hong Kong, on Friday, 8 July 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:-

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional subscription agreement (the “**Subscription Agreement**”) dated 30 March 2016 and entered into between the Company and Win Wind Capital Limited (“**Win Wind**”) (a copy of which is produced to the Meeting marked as “A” and signed by the chairman of the Meeting for the purpose of identification) in relation to (i) the subscription by the Company of 13,600,000 shares of no par value each in the share capital of Win Wind; (ii) the subscription by Win Wind of 2,040,000,000 shares (the “**CO Subscription Shares**”) of HK\$0.01 each in the share capital of the Company; and (iii) the redemption of the whole of the principal amount of HK\$150 million of the 2% per annum convertible redeemable note together with all accrued interests thereon by Win Wind, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue and allotment of the CO Subscription Shares to Win Wind or as it may direct at a subscription price of HK\$0.20 per CO Subscription Share in accordance with the terms and conditions in the Subscription Agreement be and is hereby approved; and

- (c) any one or more directors of the Company be and are hereby authorised to do all things and acts and sign all documents which he may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Subscription Agreement and the transactions contemplated thereunder including but not limited to the issue and allotment of the CO Subscription Shares, and to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the board of directors of the Company, necessary, appropriate or desirable and in the interest of the Company and its shareholders as a whole.”

By order of the Board
China Opto Holdings Limited
Lam How Mun Peter
Chairman

Hong Kong, 22 June 2016

Notes:

1. A member who is entitled to attend and vote at the 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 Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member from attending the 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 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*)
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