



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Optoelectronics Holding Group Co., Limited

Date Submitted 5 January 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1332</u>	Description : <u>Ordinary Shares</u>		
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000.00</u>
(2) Stock code : <u>N/A</u>	Description : _____		
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month (*State currency*): HK\$100,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>3,594,149,825</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>934,478,954</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>4,528,628,779</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme (adopted on 18/05/2012)						
Ordinary shares (Note 1)	<u>359,414,982</u>	<u>359,414,982</u>	<u>Nil</u>	<u>Nil</u>	<u>359,414,982</u>	<u>Nil</u>
2.						
(/ /) shares (Note 1)						
3.						
(/ /) shares (Note 1)						
			Total A. (Ordinary shares)		<u>359,414,982</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)					<u>HK\$93,447,895.32</u>	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. First Warrants with						
<u>Mandatory Exercise Rights</u> (as defined in the circular dated 9 June 2015)	HK\$	161,017,908.80	Nil	161,017,908.80	Nil	287,531,980
(24/06/2017)						
Stock code (if listed)		N/A				
Class of shares issuable (<i>Note 1</i>)		Ordinary shares				
Subscription price		HK\$0.56				
SGM approval date (if applicable) (dd/mm/yyyy)		(24/06/2015)				
2. Second Warrants with						
<u>Mandatory Exercise Rights</u> (as defined in the circular dated 9 June 2015)	HK\$	174,819,451.136	Nil	174,819,451.136	Nil	287,531,992
(24/06/2017)						
Stock code (if listed)		N/A				
Class of shares issuable (<i>Note 1</i>)		Ordinary shares				
Subscription price		HK\$0.608				
SGM approval date (if applicable) (dd/mm/yyyy)		(24/06/2015)				
3.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total B.	(Ordinary shares) Nil	
					(Preference shares) N/A	
					(Other class) N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. On 2 December 2015 (after trading hours), the Company entered into the Subscription and Cancellation Agreement with the Subscriber, pursuant to which (i) the Company and the Subscriber agreed to terminate the First Warrants Deed of Variations and the Second Warrants Deed of Variations with immediate effect; (ii) the Subscriber conditionally agreed to subscribe for the 575,063,972 Subscription Shares under Specific Mandate at the Subscription Price of HK\$0.16 each; and (iii) the Company conditionally agreed to cancel the whole of the First Warrants and the Second Warrants, upon and in accordance with the terms of the Subscription and Cancellation Agreement.</p> <p>For further details, please refer to the Company's announcements dated 30 November 2015 and 2 December 2015.</p> <p>(SGM: to be confirmed) Ordinary shares (Note 1)</p>	Nil	575,063,972
<p>2. _____</p> <p>_____</p> <p>(/ /) shares (Note 1)</p>		
<p>3. _____</p> <p>_____</p> <p>(/ /) shares (Note 1)</p>		
<p>Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____</p>	<p>Nil N/A N/A</p>	

Other Movements in Issued Share Capital

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u> <u>N/A</u>
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u> <u>N/A</u>
3. Placing	At price : HKD <u>0.16</u>	Class of shares issuable <u>Ordinary</u> (Note 1) Issue and allotment date : (11/12/2015) (dd/mm/yyyy) AGM approval date: (18/05/2015) (dd/mm/yyyy)	<u>575,063,972</u> <u>N/A</u>
4. Bonus issue		Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) AGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u> <u>N/A</u>

Type of Issue	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ N/A N/A
6. Repurchase of shares	Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ N/A N/A
7. Redemption of shares	Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ N/A N/A
8. Consideration issue At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ N/A N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date: (/ /) (dd/mm/yyyy) SGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
Total E. (Ordinary shares) <u>575,063,972</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>			

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>934,478,954</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

