

For the month ended (dd/mm/yyyy):

## Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges and C                       | Clearing Limited                      |                               |   |
|---|---------------------------------------|-------------------------------|---|
| Name of Issuer C                                    | China Optoelectronics H               | olding Group Co., L           | imited                                    |
|   | February 2016                         |                               |   |
| I. Movements in Authorised Shar                     | re Capital                            |                               |   |
| 1. Ordinary Shares                                  |                                       |                               |   |
| (1) Stock code : <u>1332</u>                        | Description:                          | Ordinary Shares               |   |
|   | No. of ordinary<br>shares             | Par value<br>(State currency) | Authorised share capital (State currency) |
| Balance at close of preceding mo                    | nth 10,000,000,000                    | HK\$0.01                      | HK\$100,000,000.00                        |
| Increase/(decrease)                                 | Nil                                   | _                             | Nil                                       |
|   |                                       |                               |   |
| Balance at close of the month                       | 10,000,000,000                        | HK\$0.01                      | HK\$100,000,000.00                        |
| Balance at close of the month  (2) Stock code : N/A |                                       | HK\$0.01                      | HK\$100,000,000.00                        |
|   |                                       | Par value (State currency)    | Authorised share capital (State currency) |
|   | Description :  No. of ordinary shares | Par value                     | Authorised share capital                  |
| (2) Stock code: N/A                                 | Description :  No. of ordinary shares | Par value                     | Authorised share capital                  |

31/01/2016

| 2. Preference Shares                |                                |                                  |   |
|-------------------------------------|--------------------------------|----------------------------------|---|
| Stock code : N/A Desc               | eription:                      |                                  |   |
|                                     | No. of preference shares       | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Balance at close of preceding month |                                |                                  |   |
| Increase/(decrease)                 |                                |                                  |   |
| Balance at close of the month       |                                |                                  |   |
| 3. Other Classes of Shares          |                                |                                  |   |
| Stock code: N/A Desc                | cription:                      |                                  |   |
|                                     | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| 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 ordi   | nary shares | No of preference | No. of other classes |
|--|---------------|-------------|------------------|----------------------|
|  | (1)           | (2)         | shares           | of shares            |
| Balance at close of preceding month      | 4,528,628,779 | N/A         | N/A              | N/A                  |
| Increase/ (decrease)<br>during the month | Nil           | N/A         | N/A              | N/A                  |
| Balance at close of the month            | 4,528,628,779 | N/A         | N/A              | N/A                  |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM the month pursuant issued pursuant thereto approval date thereto as at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Share option scheme (adopted on 18/05/2012) Ordinary shares N/A N/AN/A N/A Nil Nil (*Note 1*) shares (*Note 1*) shares (*Note 1*) Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) Nil

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

| Warrants to Issue Shares of the Is | suer which    | are to be Listed                      |          |   |                   |                              |
|------------------------------------|---------------|---------------------------------------|----------|---|-------------------|------------------------------|
|                                    |               |                                       |          |   | No. of new        |                              |
|                                    |               |                                       |          |   | shares of         | No. of new                   |
|                                    |               |                                       |          |   | issuer            | shares of issuer             |
|                                    | Currency      |                                       |          |   | issued during the | which may be issued pursuant |
|                                    | of            | Nominal value at                      | Exercise | ed Nominal value                              | month             | thereto as at                |
| Description of warrants            | nominal       | close of                              | during t |   | pursuant          | close of the                 |
| (Date of expiry - dd/mm/yyyy)      | value         | preceding month                       | month    |   | thereto           | month                        |
| 1. First Warrants with             | ,             | preceding monum                       | 11101111 | 11101141                                      |                   | 111011411                    |
| Mandatory Exercise Rights          | •             |                                       |          |   |                   |                              |
| (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 (Note 1)                  | Ordin         | ary shares                            |          |   |                   |                              |
| Subscription price                 |               | X\$0.56                               |          |   |                   |                              |
| SGM approval date                  |               | · · · · · · · · · · · · · · · · · · · |          |   |                   |                              |
| (if applicable)                    |               |                                       |          |   |                   |                              |
| (dd/mm/yyyy)                       | (24/0         | 06/2015)                              |          |   |                   |                              |
|                                    |               | _                                     |          |   |                   |                              |
| 2. Second Warrants with            |               |                                       |          |   |                   |                              |
| Mandatory Exercise Rights          | •             |                                       |          |   |                   |                              |
| (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)                       | · <del></del> |                                       | -        |   | -                 |                              |
| Stock code (if listed)             |               | N/A                                   |          |   |                   |                              |
| Class of shares                    | <u> </u>      |                                       |          |   |                   |                              |
| issuable (Note 1)                  | Ordin         | ary shares                            |          |   |                   |                              |
| Subscription price                 |               | \$0.608                               |          |   |                   |                              |
| SGM approval date                  |               |                                       |          |   |                   |                              |
| (if applicable)                    |               |                                       |          |   |                   |                              |
| (dd/mm/yyyy)                       | (24/0         | 06/2015)                              |          |   |                   |                              |
|                                    |               |                                       |          |   |                   |                              |
| 3.                                 |               |                                       |          |   |                   |                              |
|                                    | •             |                                       |          |   |                   |                              |
|                                    | •             |                                       |          |   |                   |                              |
| ( / / )                            | -             | <u> </u>                              |          |   |                   | _                            |
| Stock code (if listed)             |               |                                       |          |   |                   |                              |
| Class of shares                    |               |                                       |          |   |                   |                              |
| issuable (Note 1)                  |               |                                       |          |   |                   |                              |
| Subscription price                 |               |                                       |          |   |                   |                              |
| EGM approval date                  |               |                                       |          |   |                   |                              |
| (if applicable)                    |               |                                       |          |   |                   |                              |
| (dd/mm/yyyy)                       | ( /           | / )                                   |          |   |                   |                              |
|                                    | ,             |                                       |          |   |                   |                              |
|                                    |               |                                       | Total B. | (Ordinary shares) Nil                         |                   |                              |
|                                    |               |                                       |          | (Preference shares) $\frac{\overline{N/A}}{}$ |                   | <u> </u>                     |
|                                    |               |                                       |          | (Other class) N/A                             |                   | <u> </u>                     |
|                                    |               |                                       |          |   |                   |                              |

| Class and description           | Currency of amount | Amount at close of preceding | Converted during the | Amount at close of the     | during the<br>month<br>pursuant | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the |
|---------------------------------|--------------------|------------------------------|----------------------|----------------------------|---------------------------------|---|
| Class and description           | outstanding        | month                        | month                | month                      | thereto                         | month   |
| 1. N/A                          |                    |                              |                      |                            |                                 |   |
|                                 |                    |                              |                      |                            |                                 |   |
|                                 |                    |                              |                      |                            |                                 |   |
| Stock code (if listed)          | <del></del>        |                              |                      |                            |                                 |   |
| Class of shares                 |                    |                              |                      |                            |                                 |   |
| issuable (Note 1)               |                    |                              |                      |                            |                                 |   |
| Subscription price              |                    |                              |                      |                            |                                 |   |
| EGM approval date               |                    |                              |                      |                            |                                 |   |
| (if applicable)                 |                    |                              |                      |                            |                                 |   |
| (dd/mm/yyyy)                    | ( / / )            |                              |                      |                            |                                 |   |
| 2.                              |                    |                              |                      |                            |                                 |   |
|                                 |                    |                              |                      |                            |                                 |   |
|                                 | <u> </u>           |                              |                      |                            |                                 |   |
| Stock code (if listed)          | <u> </u>           |                              |                      |                            |                                 | -   |
| Class of shares                 |                    |                              |                      |                            |                                 |   |
| issuable (Note 1)               |                    |                              |                      |                            |                                 |   |
| Subscription price              |                    |                              |                      |                            |                                 |   |
| EGM approval date               |                    |                              |                      |                            |                                 |   |
| (if applicable)                 |                    |                              |                      |                            |                                 |   |
| (dd/mm/yyyy)                    | ( / / )            |                              |                      |                            |                                 |   |
| 3.                              | <del></del>        |                              |                      |                            |                                 |   |
| -                               |                    |                              |                      |                            |                                 |   |
|                                 | <u></u>            |                              |                      |                            |                                 |   |
| Stock code (if listed)          |                    |                              |                      |                            |                                 |   |
| Class of shares                 |                    |                              |                      |                            |                                 |   |
| issuable (Note 1)               |                    |                              |                      |                            |                                 |   |
| Subscription price              |                    |                              |                      |                            |                                 |   |
| EGM approval date               |                    |                              |                      |                            |                                 |   |
| (if applicable)<br>(dd/mm/yyyy) | ( / / )            |                              |                      |                            |                                 |   |
| 4.                              | ( ' ' )            |                              |                      |                            |                                 |   |
|                                 |                    |                              |                      |                            |                                 |   |
|                                 |                    |                              |                      |                            |                                 |   |
|                                 |                    |                              |                      |                            |                                 |   |
| Stock code (if listed)          |                    |                              |                      |                            |                                 |   |
| Class of shares                 |                    |                              |                      |                            |                                 |   |
| issuable (Note 1)               |                    |                              |                      |                            |                                 |   |
| Subscription price              |                    |                              |                      |                            |                                 |   |
| EGM approval date               |                    |                              |                      |                            |                                 |   |
| (if applicable)<br>(dd/mm/yyyy) | ( / / )            |                              |                      |                            |                                 |   |
|                                 | ( , , )            |                              | Total C. (Ordii      | nary shares) N/A           | A                               |   |
|                                 |                    |                              |                      | ence shares) $\frac{N}{N}$ |                                 | _   |
|                                 |                    |                              | (                    | Other class) $\frac{N}{N}$ | 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)

|  | No. of new shares of | No. of new shares of     |
|--|----------------------|--------------------------|
|  | issuer issued during | issuer which may be      |
| Full particulars including EGM approval date (dd/mm/yyyy),             | the month pursuant   | issued pursuant thereto  |
| if applicable, and class of shares issuable:                           | thereto              | as at close of the month |
| 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.   |                      |                          |
|  |                      |                          |
| For further details, please refer to the Company's announcements       |                      |                          |
| dated 30 November 2015, 2 December 2015 and 28 January 2016 and        |                      |                          |
| circular dated 13 January 2016.  |                      |                          |
|  |                      |                          |
| (SGM approval date: 28/01/2016)  |                      |                          |
| Ordinary shares (Note 1)   | Nil                  | 575,063,972              |
|  |                      | , ,                      |
| 2.   |                      |                          |
|  | 1                    |                          |
|  | 1                    |                          |
|  | 1                    |                          |
| shares (Note 1)  | 1                    |                          |
| Sind es (1707e 1)  |                      |                          |
| 3.   |                      |                          |
|  | 1                    |                          |
|  |                      |                          |
|  | 1                    |                          |
| shares (Note 1)  | 1                    |                          |
|  | l                    |                          |
| Total D. (Ordinary shares)   | Nil                  |                          |
|  | N/A                  | -                        |
| (Other class)  |                      | -                        |
| (Other class)  |                      | -                        |
|  |                      |                          |

|    |               | in Issued Share Capital   |  |       |   | No. of new   | No. of new<br>shares of<br>issuer which<br>may be<br>issued |
|----|---------------|---------------------------|--|-------|---|--|---|
|    | Type of Issue |                           |  |       |   | shares of issuer<br>issued during<br>the month<br>pursuant thereto | pursuant<br>thereto as at<br>close of the<br>month          |
|    |               |                           | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 1. | Rights issue  | At price : State currency | Issue and allotment date : (dd/mm/yyyy)    | ( / / | ) |  |   |
|    |               |                           | EGM approval date: (dd/mm/yyyy)            | ( / / | ) | N/A  | N/A   |
|    |               |                           |  |       |   |  |   |
|    |               |                           | Class of shares issuable (Note 1)          |       |   |  |   |
| 2. | Open offer    | At price : State currency | Issue and allotment date : (dd/mm/yyyy)    | ( / / | ) |  |   |
|    |               |                           | EGM approval date: (dd/mm/yyyy)            | ( / / | ) |  |   |
|    |               |                           |  |       |   | N/A  | N/A   |
|    |               |                           | Class of shares issuable (Note 1)          |       |   |  |   |
| 3. | Placing       | At price : State          | Issue and allotment date : (dd/mm/yyyy)    | ( / / | ) |  |   |
|    |               |                           | EGM approval date: (dd/mm/yyyy)            | ( / / | ) | N/A  | N/A   |
|    |               |                           |  |       |   |  |   |
|    |               |                           | Class of shares issuable (Note 1)          |       |   |  |   |
| 4. | Bonus issue   |                           | Issue and allotment date : (dd/mm/yyyy)    | ( / / | ) |  |   |
|    |               |                           | AGM approval date: (dd/mm/yyyy)            | ( / / | ) |  |   |
|    |               |                           |  |       |   | N/A  | N/A   |

For Main Board and GEM listed issuers

|    | Type of Issue        |          |                  |   |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------------|----------|------------------|---|-------|---|--|--|
|    |                      |          |                  | Class of shares issuable (Note 1)             | e     |   |  |  |
| 5. | Scrip dividend       | At price | State currency — | Issue and allotment date : (dd/mm/yyyy)       | ( / / | ) |  |  |
|    |                      |          |                  | EGM approval date: (dd/mm/yyyy)               | ( / / | ) |  |  |
|    |                      |          |                  |   |       |   | N/A  | N/A  |
|    | _                    |          |                  | Class of share repurchased ( <i>Note 1</i> )  | s     |   |  |  |
| 6. | Repurchase of shares |          |                  | Cancellation date : (dd/mm/yyyy)              | ( / / | ) |  |  |
|    |                      |          |                  | EGM approval date: (dd/mm/yyyy)               | ( / / | ) | 27/1   | 27/1   |
|    |                      |          |                  |   |       |   | N/A  | N/A  |
|    |                      |          |                  | Class of shares redeemed (Note 1)             | d     |   |  |  |
| 7. | Redemption of shares |          |                  | Redemption date : (dd/mm/yyyy)                | ( / / | ) |  |  |
|    |                      |          |                  | EGM approval date: (dd/mm/yyyy)               | ( / / | ) |  |  |
|    |                      |          |                  |   |       |   | N/A  | N/A  |
|    |                      |          |                  | Class of shares issuable (Note 1)             | e     |   |  |  |
| 8. | Consideration issue  | At price | State currency   | Issue and allotment date : (dd/mm/yyyy)       | ( / / | ) |  |  |
|    |                      |          |                  | EGM approval date: (dd/mm/yyyy)               | ( / / | ) |  |  |
|    |                      |          |                  | , <b>, , , , , , , , , , , , , , , , , , </b> |       |   | N/A  | N/A  |
|    |                      |          |                  |   |       |   |  |  |

|     |                        |             |                    |  | For Maii                                   | п воа | ra ana Gelvi  | l listed issuers  |
|-----|------------------------|-------------|--------------------|--|--|-------|---|---|
|     | Type of Issue          |             |                    |  |  | is    | No. of new<br>shares of<br>ssuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|     |                        |             |                    | Class of shares issuable (Note 1)      |  | _     |   |   |
| 9.  | Capital reorganisation |             |                    | Issue and allotment date: (dd/mm/yyyy) | ( / /                                      | )     |   |   |
|     |                        |             |                    | SGM approval date: (dd/mm/yyyy)        | ( / /                                      |       | N/A   | N/A   |
|     |                        |             |                    | Class of shares issuable (Note 1)      |  | _     |   |   |
| 10. | Other                  | At          | State              | Issue and allotment date: (dd/mm/yyyy) | ( / /                                      | )     |   |   |
|     | (Please specify)       | price :     | currency —         | EGM approval date: (dd/mm/yyyy)        | ( / /                                      | )     |   |   |
|     |                        |             |                    |  |  |       | N/A   | N/A   |
|     |                        |             |                    | (Prefe                                 | linary share<br>erence share<br>(Other cla | es) N | /A  |   |
|     |                        |             |                    |  |  |       |   |   |
| То  | otal increase / (decre | ease) in or | dinary shares dur  | ring the month (i.e. Total of A to     | o E):                                      |       | (1) Nil   |   |
| To  | otal increase / (decre | ease) in pr | reference shares d | uring the month (i.e. Total of A       | 4 to E):                                   |       | $\frac{\text{N/A}}{\text{N/A}}$   |   |
|     |                        |             |                    | ares during the month (i.e. Total      |  | ١٠    | N/A   |   |
|     |                        |             |                    | t figures under II above ("Mov         |  |       |   | pital").)   |

| Remarks (if any):  |
|--|
|  |
|  |
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|  |
|  |
|  |
|  |
| Submitted by: Poon Ho Yee Agnes                                    |
| Title: Managing Director   |
| (Director, Secretary or other duly authorised officer)             |
|  |
|  |
| Notes:   |
| 1. State the class of shares (e.g. ordinary, preference or other). |

If there is insufficient space, please append the prescribed continuation sheet.

2.