中 国 光 电

China Optoelectronics Holding Group Co., Limited

中 國 光 電 控 股 集 團 有 限 公 司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

Form of Proxy
for use at the Special General Meeting (the "Meeting") to be held on 15 March 2016 (or any adjournment thereof)

I/We [1] ______________________________

of ______________________________

being the registered holder(s) of [2] ______________________________ shares of HK$0.01 each ("**Shares**") in the capital of China Optoelectronics Holding Group Co., Limited (the "**Company**") HEREBY APPOINT [3] the Chairman of the Meeting or ______________________________

of ______________________________

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held on Tuesday, 15 March 2016 at 10:00 a.m. at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong (or any adjournment thereof) in respect of the resolution as set out in the notice convening the Meeting as hereunder indicated:

SPECIAL RESOLUTION [4]	FOR [5]	AGAINST [5]
To approve the change of the English name of the Company from "China Optoelectronics Holding Group Co., Limited" to "China Opto Holdings Limited" and to adopt a new Chinese name "中國新進控股有限公司" as the secondary name of the Company to replace "中國光電控股集團有限公司"		

Dated this ____________ day of ____________ 2016 Signature(s) [6]: ______________________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **Any alternation made to this form of proxy must be initialled by the person who signs it.**
4. The full text of the Resolution is set out in the notice of the Meeting.
5. Please indicate with a "✓" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such 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 holding the Meeting or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to have been revoked.