
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Optoelectronics Holding Group Co., Limited**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

(Stock Code: 1332)

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of China Optoelectronics Holding Group Co., Limited to be held at 7/F, China United Centre, 28 Marble Road, North Point, Hong Kong on 15 March 2016 at 10:00 a.m. is set out on page 5 of this circular. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of China Optoelectronics Holding Group Co., Limited in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event 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 you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

22 February 2016

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Company”	China Optoelectronics Holding Group Co., Limited, a company incorporated in Bermuda with limited liability, the Shares of which are currently listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Name Change”	the proposed 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”
“SGM”	the special general meeting of the Company to be held on 15 March 2016 at 10:00 a.m. for the Shareholders to consider and if thought fit to approve the Proposed Name Change
“Share(s)”	the share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



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)

Executive Directors:

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

Mr. Lo Yuen Wa Peter

Ms. Sun Dixie Hui

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Non-executive Director:

Dr. Lam How Mun Peter (*Chairman*)

*Head office and principal place of
business in Hong Kong:*

7th Floor, China United Centre

28 Marble Road

North Point

Hong Kong

Independent Non-executive Directors:

Mr. Chan Sze Hung

Mr. Cheung Wing Ping

Mr. Ha Kee Choy Eugene

Mr. To Shing Chuen

22 February 2016

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 17 February 2016 in relation to the Proposed Name Change.

The purpose of this circular is to provide you with the information relating to: (i) the Proposed Name Change; and (ii) the notice of SGM in respect of the above matter.

2. PROPOSED NAME CHANGE

The Board proposes to change 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”.

LETTER FROM THE BOARD

The Proposed Name Change is subject to (i) approval of the Shareholders by way of a special resolution at the SGM; and (ii) approval of the Registrar of Companies in Bermuda. Subject to satisfaction of the conditions set out above, the Proposed Name Change will take effect from the date on which the Registrar of Companies in Bermuda enters the Company's new English name and new secondary name on the register maintained by the Registrar of Companies in Bermuda. The Company will then comply with the necessary filing procedures in Hong Kong.

Reasons for the Proposed Name Change

Despite the lapse of the major transaction as announced by the Company on 29 October 2015, the Company's strategy has not changed. The Board believes that the new English and Chinese names of the Company will provide the Group with a new corporate identity and will better reflect the Group's vision and its macro commercial direction.

Therefore, the Board considers that the Proposed Name Change is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Effects of the Proposed Name Change

The Proposed Name Change will not, by itself, affect any of the rights of the Shareholders. Save for the change of stock short name to be announced by the Company, the trading arrangements for the Shares on the Stock Exchange will not be affected. All existing share certificates of the Company in issue bearing the Company's existing name shall continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates under the new name of the Company.

Further announcement(s) will be made by the Company regarding results of the SGM, the effective date of the Proposed Name Change and the change of the stock short name for trading of the Shares on the Stock Exchange.

3. SGM

Notice of SGM is set out on page 5 of this circular and the SGM will be held at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Tuesday, 15 March 2016 at 10:00 a.m. in which a special resolution will be proposed to approve the Proposed Name Change.

A form of proxy for use at the SGM is enclosed herein. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire.

LETTER FROM THE BOARD

4. LISTING RULES REQUIREMENT

According to the Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the resolution put to the vote at the SGM will be taken by way of poll.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the Proposed Name Change and accordingly, no Shareholders are required to abstain from voting on the special resolution to be proposed at the SGM.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Board considers that the Proposed Name Change is in the interests of the Company and its Shareholders as a whole and therefore recommends the Shareholders to vote in favor of the resolution to be proposed at the SGM.

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

NOTICE OF SGM



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Optoelectronics Holding Group Co., Limited (the “**Company**”) will be held at 7/F, China United Centre, 28 Marble Road, North Point, Hong Kong, on Tuesday, 15 March 2016 at 10:00 a.m. for the purpose of considering and, if though fit, passing with or without modification, the following resolution as a special resolution of the Company:–

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be and is hereby changed from “China Optoelectronics Holding Group Co., Limited” to “China Opto Holdings Limited” and the Chinese name “中國新進控股有限公司” be adopted as the secondary name of the Company to replace “中國光電控股集團有限公司”; and that the directors of the Company be and are hereby authorized to do all such acts and things and to execute all such documents as they consider necessary or expedient to give effect to such change of name.”

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

Hong Kong, 22 February 2016

Notes:

1. A member who is entitled to attend and vote at the special general 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. A form of proxy for use at the special general meeting is enclosed. 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 special general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member from attending the special general 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 special general 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.