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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 JUNE 2016; AND (2) RETIREMENT OF DIRECTOR AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

Reference is made to the circular (the “Circular”) of China Opto Holdings Limited (the “Company”) dated 28 April 2016. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board announces that all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

Details of the poll results of the AGM are set out below:

| Ordinary Resolutions | | Number of Votes (Approximate %) | |
|----------------------|--|------------------------------------|----------------------|
| | | For | Against |
| 1. | To receive and consider the audited financial statements and the reports of the Directors and the independent auditors for the year ended 31 December 2015 | 2,359,703,792 (100.0000%) | 0 (0.0000%) |
| 2. | (a) To re-elect Dr. Lam How Mun Peter as a non-executive Director | 2,359,541,265 (99.9931%) | 162,527 (0.0069%) |
| | (b) To authorise the Board to fix the remuneration of the Directors | 2,359,703,792 (100.0000%) | 0 (0.0000%) |

| Ordinary Resolutions | | Number of Votes (Approximate %) | |
|---|---|------------------------------------|----------------------|
| | | For | Against |
| 3. | To re-appoint Messrs. Ernst & Young as independent auditors of the Company and to authorise the Board to fix their remuneration | 2,359,703,792 (100.0000%) | 0 (0.0000%) |
| 4. | To grant a general mandate to Directors to issue additional Shares not exceeding 20% of the existing issued Shares ¹ | 2,358,882,774 (99.9652%) | 821,018 (0.0348%) |
| 5. | To grant a general mandate to Directors to repurchase Shares not exceeding 10% of the existing issued Shares ¹ | 2,359,703,792 (100.0000%) | 0 (0.0000%) |
| 6. | To extend the general mandate granted to Directors to issue Shares by the number of Shares repurchased ¹ | 2,358,882,774 (99.9652%) | 821,018 (0.0348%) |
| 7. | To approve the refreshment of the scheme mandate limit to grant options under the Company's share option scheme ¹ | 2,358,882,774 (99.9652%) | 821,018 (0.0348%) |
| As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions of the Company. | | | |

Notes:

1. The full text of Resolutions 4 to 7 above are set out in the AGM Notice dated 28 April 2016.
2. As at the date of the AGM, a total of 5,103,692,751 Shares were in issue and entitled the holders of which to attend and vote at the AGM.
3. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.
4. Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF DIRECTOR AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

As disclosed in the Circular, Mr. Chan Sze Hung ("Mr. Chan") did not offer himself for re-election as an independent non-executive Director at the AGM due to his personal commitments. Therefore, he retired as an independent non-executive Director with effect from the conclusion of the AGM.

Following Mr. Chan's retirement, he ceased to be the chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee of the Company. Mr. To Shing Chuen, an independent non-executive Director of the Company, has been appointed as the chairman of the Remuneration Committee with effect from the conclusion of the AGM in place of Mr. Chan.

Mr. Chan confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Chan for his valuable contribution to the Company during his tenure of office.

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

Hong Kong, 27 June 2016

As at the date of this announcement, the Board comprised 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. Cheung Wing Ping
Mr. Ha Kee Choy Eugene
Mr. To Shing Chuen