



# NewOcean Green Energy Holdings Limited

## ( 新海環保能源集團有限公司 )\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 342)

**NOTICE IS HEREBY GIVEN** that a special general meeting of NewOcean Green Energy Holdings Limited (the “Company”) will be held at 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong at 10:30 a.m. on Thursday, 27 April 2006 for the purpose of considering and, if thought fit, passing the following resolutions respectively as special resolution and ordinary resolution of the Company:

### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from “NewOcean Green Energy Holdings Limited” to “NewOcean Energy Holdings Limited” and that the Chinese name adopted by the Company for identification purpose be changed from “新海環保能源集團有限公司” to “新海能源集團有限公司”.”

### **ORDINARY RESOLUTION**

2. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of HK\$0.10 each (“Shares”) in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), the refreshment of the scheme mandate limit under paragraph 8.01(b) of the Company’s share option scheme adopted on 18th June, 2003 (the “Share Option Scheme”) be and is hereby approved provided that (i) the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10 per cent of the number of Shares in issue as at the date of passing this resolution (the “Refreshed Limit”) and (ii) options previously granted under the Share Option Scheme and any other share option scheme of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) shall not be counted for the purpose of calculating of the Refreshed Limit and that the directors of the Company be and are hereby authorised, from time to time, to offer or grant options pursuant to the Share Option Scheme subject to the Refreshed Limit and to exercise any power of the Company to allot and issue Shares upon the exercise of any such options.”

By Order of the Board of  
**NewOcean Green Energy Holdings Limited**  
**Wu Hong Cho**  
*Company Secretary*

Hong Kong, 3 April, 2006

#### *Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his stead. A proxy need not be a member of the Company but must be present in person to represent the member.

2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power of attorney must be deposited at the Company's branch share registrar at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjourned thereof.
3. Where there are joint holders of a share, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.

*As at the date of this announcement, the Board of the Company comprises Mr. Shum Siu Hung, Mr. Raymond Chiu Sing Chung, Mr. Lawrence Shum Chun, Mr. Wu Hong Cho and Mr. Cen Ziniu, being the executive Directors, Mr. Anthony Cheung Kwan Hung, Mr. Michael Frederick Young Wing Chun, Mr. Joseph Ma Man Hoi and Mr. Benedict Chan Yuk Wai, being the independent non-executive Directors.*

*\* for identification purposes only*