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## **CHINA OCEAN SHIPBUILDING INDUSTRY GROUP LIMITED**

**中海船舶重工集團有限公司**

*(Incorporated in the Bermuda with limited liability)*

**(Stock code: 00651)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of China Ocean Shipbuilding Industry Group Limited (the “Company”) will be held at Units 1702-03,17/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 9 May 2014, Friday, at 10:00 a.m., to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the amendment deed dated 25 March 2014 (the “Amendment Deed”) (a copy of which is marked “A” and initialled by the chairman of the meeting for the purpose of identification has been produced to the Meeting) entered into between the Company and the Noteholders (as defined in the circular of the Company dated 14 April 2014 (the “Circular”)) to amend certain terms and conditions of the convertible notes (the “Convertible Notes”) issued by the Company on 16 April 2008, the outstanding aggregate principal amount of which is HK\$225,000,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfilment of the conditions precedent set out in the Amendment Deed, the allotment and issue of new shares of the Company up to the maximum number which may be required to be issued on conversion in full of the conversion rights under the Convertible Notes as amended by the Amendment Deed be and is hereby approved; and

- (c) any one or more of the directors of the Company (the “Directors”) be and are hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary or desirable for the purpose of giving effect to the Amendment Deed and completing the transactions contemplated by Amendment Deed with such changes as any such Director(s) may consider necessary, desirable or expedient.”

By order of the Board  
**CHAU On Ta Yuen**  
*Chairman*

Hong Kong, 14 April 2014

*Notes:*

1. A member of the Company who is holder of two or more shares, and who is entitled to attend and vote at the meeting, is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the SGM is enclosed to the notice of the SGM. In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged at the Company’s Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the above resolutions will be voted by way of poll.

*As at the date of this announcement, the Board comprises CHAU On Ta Yuen, LI Ming, ZHANG Shi Hong and WANG San Long as executive Directors, and XIANG Siying, HU Bai He and XIANG Ying as independent non-executive Directors.*