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NewOcean Energy Holdings Limited

(新海能源集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 342)

Website: <http://www.newoceanhk.com>

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

On 15 October 2014 Sound Agents entered into the Facility Agreement for a syndication loan facility of US\$105,000,000 (equivalent to approximately HK\$816,900,000) for the purpose of financing the general working capital requirements of the Group and the refinancing of any existing indebtedness of any member of the Group. The interest rate of the syndication loan is London Interbank Offered Rate plus 2.70% per annum. The loan to be made to Sound Agents upon utilisation of the facility will be repayable in three instalments, 10% of the utilised amount is repayable on the date which falls 24 months after the date of first drawdown, 15% of the utilised amount is repayable on the date which falls 30 months after the first drawdown and the remaining 75% of the utilised amount is repayable on the date which falls 36 months from the date of first drawdown. Under the Facility Agreement, in the event the Shum Family cease to remain as the single largest shareholder and maintains less than 30% shareholding of the Company, the facility available to Sound Agents will be cancelled and all outstanding amounts will then become immediately due and payable.

As at the date of this announcement, the Shum Family together hold approximately 39.70% in aggregate of the issued share capital of the Company.

The Company will continue to comply with its disclosure obligations under the Listing Rules for so long as such obligations remain in respect of the Facility Agreement.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Company”	NewOcean Energy Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Facility Agreement”	the facility agreement dated 15 October 2014 in respect of a syndication loan facility of US\$105,000,000 (equivalent to approximately HK\$816,900,000) made available to Sound Agents as borrower and Deutsche Bank AG, Offshore Banking Branch as coordinator, Deutsche Bank AG, Singapore Branch, Taiwan Cooperative Bank, Ltd., Hong Kong Branch and Taishin International Bank Co., Ltd. as mandated lead arrangers, Deutsche Bank AG, Singapore Branch, Taiwan Cooperative Bank, Ltd., Hong Kong Branch, Taishin International Bank Co., Ltd., E. Sun Commercial Bank Ltd., Offshore Banking Unit, Chang Hwa Commercial Bank, Ltd., Hong Kong Branch and Taiwan Business Bank, Hong Kong Branch as original lenders and Taiwan Cooperative Bank, Ltd., Hong Kong Branch as agent
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange
“Shum Family”	certain family members and relatives of Mr. Shum Siu Hung, chairman of the Company as set out in the Facility Agreement. Members of the Shum Family include Ms. Tong Shiu Ming, spouse of Mr. Shum Siu Hung, Mr. Shum Chun, Lawrence, managing director of the Company and a director and substantial shareholder of Uniocean, Mr. Shum Ho, Neo, a substantial shareholder of Uniocean, and Mr. Cen Ziniu, an executive director of the Company. Mr. Shum Chun, Lawrence and Mr. Shum Ho, Neo, are sons of Mr. Shum Siu Hung and Ms. Tong Shiu Ming. Mr. Cen Ziniu is a cousin of Mr. Shum Siu Hung. Mr. Shum Siu Hung and Mr. Shum Chun, Lawrence personally hold approximately 2.66% and 3.89% of the issued share capital of the Company respectively and together with Uniocean are deemed the controlling shareholders of the Company

“Sound Agents”	Sound Agents Limited, a company incorporated in Hong Kong, a wholly owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Uniocean”	Uniocean Investments Limited, a company incorporated in the British Virgin Island, a controlling shareholder of the Company holding approximately 33.15% of the issued share capital of the Company. Uniocean is owned as to 70% by Mr. Shum Siu Hung, 15% by Mr. Shum Chun, Lawrence and 15% by Mr. Shum Ho, Neo
“US\$”	the lawful currency of the United States of America for the time being
“HK\$”	the lawful currency of Hong Kong for the time being

By order of the Board
NewOcean Energy Holdings Limited
Shum Siu Hung
Chairman

Hong Kong, 15 October 2014

As at the date of this announcement, the Board of the Company comprises Mr. Shum Siu Hung, Mr. Shum Chun, Lawrence, Mr. Cen Ziniu, Mr. Chiu Sing Chung, Raymond, Mr. Siu Ka Fai, Brian, and Mr. Wang Jian, being the executive directors, Mr. Cheung Kwan Hung, Anthony, Mr. Chan Yuk Wai, Benedict and Dr. Xu Mingshe, being the independent non-executive directors.

** for identification purposes only*