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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>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of NewOcean Energy Holdings Limited (the “Company”) will be held at 23/F., The Sun’s Group Centre, 200 Gloucester Road, Wanchai, Hong Kong on Friday, 27 May 2016 at 11:00 a.m. (“AGM”) for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2015.
2. To declare a final dividend.
3. (a) To re-elect directors retiring by annual rotation pursuant to the provision of the Bye-laws of the Company, namely Mr. Chiu Sing Chung, Raymond and Mr. Wang Jian.

(b) To authorize the board of directors to fix the directors’ remuneration.
4. To re-elect a director retiring by annual rotation pursuant to the provision of the Bye-laws of the Company, namely Dr. Xu Mingshe, who has served the Company as independent non-executive director more than 9 years.
5. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the board of directors to fix their remuneration.

* for identification purposes only

SPECIAL BUSINESS

To consider, and if though fit, to pass each of the following resolutions as an ordinary resolution of the Company:

6. “**THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements or options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and option (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) an issue of shares pursuant to any existing specific authority, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into shares of the Company; (iii) any employee share option scheme or similar arrangement for the time being adopted by the Company; and (iv) an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the company or any applicable law of Bermuda to be held; or

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of, any recognized regulatory body or any stock exchange in or in any territory outside, Hong Kong).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other exchange on which the shares of the company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and the requirements of the Listing Rules on the Stock Exchange, or of any other Recognised Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the shares of HK\$0.10 each in the issued share capital of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. **“THAT:**

subject to the passing of Ordinary Resolution No. 6 and Ordinary Resolution No. 7 as set out in the notice convening this meeting (the “Notice”), the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to Ordinary Resolution No. 6 set out in the Notice be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with Ordinary Resolution No. 7 set out in the Notice.”

By Order of the Board
Cheung Man Kin
Company Secretary

Hong Kong, 22 April 2016

Notes:

1. **FINAL DIVIDEND AND CLOSURE OF BOOKS:**

The Board has recommended for shareholders’ approval at the AGM a final dividend of HK2.5 cents per share to be paid to shareholders on the Register of Members of the Company on 6 June 2016.

The Register of Members will be closed on 26 May 2016 for the purpose of ascertaining shareholder’s entitlement to attend and vote at the AGM. In order to qualify for attendance and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrars, Trico Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 25 May 2016.

In addition, the Register of Members will be closed from 2 June 2016 to 6 June 2016, both days inclusive, for the purpose of ascertaining shareholders’ entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrars, Trico Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 June 2016.

2. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged at the Company’s branch share registrars, Trico Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road, Hong Kong not less than 48 hours before the time appointed for the AGM or any adjournment thereon.

4. Where there are joint holders of a share, any one of such holders may vote at the AGM, 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 AGM 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.
5. The Chinese translation of this notice is for reference only, and in case of any inconsistency the English versions shall prevail.
6. Reference to times and dates in this notice are to Hong Kong times and dates.
7. A circular containing further information on the proposals in this notice regarding (i) the re-election of retiring directors and (ii) general mandates to issue and repurchase shares of the Company will be sent to shareholders on the date of publication of this notice.

As at the date of this notice, 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.