



## **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 SPECIAL GENERAL MEETING**

#### **ORDINARY RESOLUTION**

**NOTICE IS HEREBY GIVEN** that an special general meeting of the shareholders of NewOcean Energy Holdings Limited (the “Company”) will be held at 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong on Tuesday, 21 August, 2007 at 11:00 a.m.. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) the entering into of an agreement (the “Supplemental Agreement”) dated 1 July 2007 between Qingxin NewOcean Transportation Company Limited and Mr. Hu Shifa (a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification) relating to transactions between Qingxin NewOcean Transportation Company Limited and Mr. Hu Shifa as described in a circular to shareholders of the Company dated 2 August 2007 (a copy of which has been produced to the meeting marked “B” and initialled by the Chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified and the performance of all transactions contemplated under the Supplemental Agreement by the Company be and is hereby approved; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Supplemental Agreement.”

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

Hong Kong, 2 August 2007

\* *for identification purposes only*

*Principal place of business:*

20th Floor, Times Tower, 393 Jaffe Road,  
Wanchai, Hong Kong

*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 in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form of proxy in respect of the meeting is enclosed. If you do not intend to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
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 share registrar of the Company, Secretaries Limited at 26th Floor., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
4. Where there are joint registered holders of a share of the Company, 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 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 member of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The printed version of this notice is contained in the circular to of the Company dated 2 August 2007 referred to in the Ordinary Resolution and despatched to shareholders of the Company.

*As of the date of this statement, the executive directors of the Company are Mr. Shum Siu Hung (Chairman), Mr. Chiu Sing Chung, Raymond, Mr. Shum Chun, Lawrence, Mr. Cen Ziniu, the non-executive director is Mr. Wu Hong Cho and the independent non-executive directors are Mr. Cheung Kwan Hung, Anthony, Mr. Chan Yuk Wai, Benedict and Dr. Xu Mingshe.*