

IN THE HIGH COURT OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 2236 OF 2020

In the Matter of
NEWOCEAN ENERGY HOLDINGS LIMITED

and

In the Matter of
SECTIONS 670, 671, 673 AND 674 OF THE COMPANIES ORDINANCE
(CAP.622 OF THE LAWS OF HONG KONG)

and

IN THE SUPREME COURT OF BERMUDA
(COMMERCIAL COURT)
COMPANIES (WINDING UP)
2020: NO. 439

and

In the Matter of
NEWOCEAN ENERGY HOLDINGS LIMITED

and

In the Matter of
SECTION 99 OF THE COMPANIES ACT 1981

NOTICE OF NOE SCHEME MEETING

Terms used in this Notice have the same meanings as in the Combined Explanatory Statement and the NOE Scheme relating to the proposed scheme of arrangement between NewOcean Energy Holdings Limited and the NOE Scheme Creditors under sections 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and section 99 of the Companies Act 1981.

NOTICE IS HEREBY GIVEN that, by an Order dated 10 December 2020 (Hong Kong time) made by the Hong Kong Court and an Order dated 11 December 2020 (Bermuda time) made by the Bermuda Court (collectively, the “**Orders**”) in the above matter, the Hong Kong Court and the Bermuda Court have separately directed that meetings (the “**NOE Scheme Meeting**”) be convened of the NOE Scheme Creditors for the purpose of considering and, if thought fit, approving (with or without modification or condition approved or imposed by the Courts) the NOE Scheme proposed to be made between NewOcean and the NOE Scheme Creditors pursuant to sections 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and section 99 of the Companies Act 1981.

The NOE Scheme Meeting will be held at 11:00 a.m. (Hong Kong time) on Monday, 18 January 2021 at Room 2203, 22/F, Tower I, Admiralty Centre, 18 Harcourt Road, Hong Kong, with any adjournment as may be appropriate. All NOE Scheme Creditors are entitled (but not obligated) to attend the NOE Scheme Meeting at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy.

By the same Orders, the Courts have appointed Mr. Edward Simon Middleton, or, failing him, Ms. Yeung Ka Man, to act as Chairman of the NOE Scheme Meeting and has directed the Chairman to report the result of the NOE Scheme Meeting to the Courts.

A copy of the NOE Scheme and a copy of the Combined Explanatory Statement required to be furnished pursuant to section 671(3) of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and section 99 of the Companies Act 1981 are incorporated in the Scheme Document of which this Notice forms part. The Scheme Document together with the proxy form and a Notice of Claim for Voting Purposes, have been served personally or posted to the registered or last known addresses of the NOE Scheme Creditors in the books and records of NewOcean. Any NOE Scheme Creditor who either (i) has not yet received the Scheme Document together with the proxy form and a Notice of Claim for Voting Purposes, or (ii) wants additional copies of the Scheme Document together with the proxy form and a Notice of Claim for Voting Purposes, may obtain the same during usual business hours on any day prior to the day appointed for the NOE Scheme Meeting (other than a Saturday, a Sunday or a statutory holiday) at the office of Alvarez & Marsal Asia Limited at Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong.

NOE Scheme Creditors who intend to attend and vote at the NOE Scheme Meeting are requested to sign and return the Notice of Claim for Voting Purposes to the Chairman of the NOE Scheme Meeting together with their proxy form, if applicable, no later than 11:00 a.m. (Hong Kong time) Monday, 11 January 2021 (i.e., five (5) Business Days before the NOE Scheme Meeting).

NOE Scheme Creditors who intend to attend and vote at the NOE Scheme Meeting are requested to sign and return the Notice of Claim for Voting Purposes to the Chairman.

Notices of Claim for Voting Purposes are to be returned to the office of Alvarez & Marsal Asia Limited at Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong for the attention of Mr. Edward Simon Middleton / Ms. Yeung Ka Man, the Chairman of the NOE Scheme Meeting.

The NOE Scheme Creditors may vote in person at the NOE Scheme Meeting or they may appoint another person, whether a NOE Scheme Creditor or not, as their proxy to attend and vote in their stead. A corporate NOE Scheme Creditor may also appoint a representative to attend and vote at the NOE Scheme Meeting. A proxy form for use at the NOE Scheme Meeting is enclosed herewith.

It is requested that forms appointing proxies, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, be lodged at the office of Alvarez & Marsal Asia Limited at Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong for the attention of Mr. Edward Simon Middleton / Ms. Yeung Ka Man, the Chairman of the NOE Scheme Meeting, no later than two (2) Business Days before the NOE Scheme Meeting, that is, not later than 11:00 a.m. (Hong Kong time) on Thursday, 14 January 2021.

Completion and return of the forms appointing proxies will not preclude the NOE Scheme Creditor signing the said form from attending and voting at the NOE Scheme Meeting in person, but in such event the form of proxy will be deemed to have been revoked. Any NOE Scheme Creditor that wishes to attend the NOE Scheme Meeting in person should produce at the NOE Scheme Meeting a duplicate copy of the Notice of Claim for Voting Purposes that was duly completed on their behalf, evidence of personal identity (for example, a passport, driving license or other picture identification) and, in the case of a corporation attending by a duly authorised representative, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

The implementation of the NOE Scheme will be subject to the satisfaction of the conditions set out in Part 1 of the NOE Scheme.

The NOE Scheme will be subject to the subsequent approval of the Courts.

Dated 18 December 2020

Mr. Edward Simon Middleton
Chairman of the NOE Scheme Meeting

IN THE HIGH COURT OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 2237 OF 2020

In the Matter of

SOUND AGENTS LIMITED

and

In the Matter of

SECTIONS 670, 671, 673 AND 674 OF THE COMPANIES ORDINANCE
(CAP. 622 OF THE LAWS OF HONG KONG)

NOTICE OF SA SCHEME MEETING

Terms used in this Notice have the same meanings as in the Combined Explanatory Statement and the SA Scheme relating to the proposed scheme of arrangement between Sound Agents Limited and the SA Scheme Creditors under sections 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

NOTICE IS HEREBY GIVEN that, by an Order dated 10 December 2020 made by the Court in the above matter, the Court has directed that meetings (the “**SA Scheme Meeting**”) be convened of the SA Scheme Creditors for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Court) the SA Scheme proposed to be made between Sound Agents and the SA Scheme Creditors pursuant to sections 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

The SA Scheme Meeting will be held at 11:30 a.m. (Hong Kong time) on Monday, 18 January 2021 at Room 2203, 22/F, Tower I, Admiralty Centre, 18 Harcourt Road, Hong Kong, with any adjournment as may be appropriate. All SA Scheme Creditors are entitled (but not obligated) to attend the SA Scheme Meeting at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy.

By the same Order, the Court has appointed Mr. Edward Simon Middleton, or, failing him, Ms. Yeung Ka Man, to act as Chairman of the SA Scheme Meeting and has directed the Chairman to report the result of the SA Scheme Meeting to the Hong Kong Court.

A copy of the SA Scheme and a copy of the Combined Explanatory Statement required to be furnished pursuant to section 671(3) of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) are incorporated in the Scheme Document of which this Notice forms part. The Scheme Document together with the proxy form and a Notice of Claim for Voting Purposes, have been served personally or posted to the registered or last known addresses of the SA Scheme Creditors in the books and records of Sound Agents. Any SA Scheme Creditor who either (i) has not yet received the Scheme Document together with the proxy form and a Notice of Claim for Voting Purposes, or (ii) wants additional copies of the Scheme Document together with the proxy form and a Notice of Claim for Voting Purposes, may obtain the same during usual business hours on any day prior to the day appointed for the SA Scheme Meeting (other than a Saturday, a Sunday or a statutory holiday) at the office of Alvarez & Marsal Asia Limited at Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong.

SA Scheme Creditors who intend to attend and vote at the SA Scheme Meeting are requested to sign and return the Notice of Claim for Voting Purposes to the Chairman of the SA Scheme Meeting together with their proxy form, if applicable, no later than 11:00 a.m. (Hong Kong time) Monday, 11 January 2021 (i.e., five (5) business days before the SA Scheme Meeting).

SA Scheme Creditors who intend to attend and vote at the SA Scheme Meeting are requested to sign and return the Notice of Claim for Voting Purposes to the Chairman.

Notices of Claim for Voting Purposes are to be returned to the office of Alvarez & Marsal Asia Limited at Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong for the attention of Mr. Edward Simon Middleton / Ms. Yeung Ka Man, the Chairman of the SA Scheme Meeting.

The SA Scheme Creditors may vote in person at the SA Scheme Meeting or they may appoint another person, whether a SA Scheme Creditor or not, as their proxy to attend and vote in their stead. A corporate SA Scheme Creditor may also appoint a representative to attend and vote at the SA Scheme Meeting. A proxy form for use at the SA Scheme Meeting is enclosed herewith.

It is requested that forms appointing proxies, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, be lodged at the office of Alvarez & Marsal Asia Limited at Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong for the attention of Mr. Edward Simon Middleton / Ms. Yeung Ka Man, the Chairman of the SA Scheme Meeting, no later than two (2) business days before the SA Scheme Meeting, that is, not later than 11:00 a.m. (Hong Kong time) on Thursday, 14 January 2021.

Completion and return of the forms appointing proxies will not preclude the SA Scheme Creditor signing the said form from attending and voting at the SA Scheme Meeting in person, but in such event the form of proxy will be deemed to have been revoked. Any SA Scheme Creditor that wishes to attend the SA Scheme Meeting in person should produce at the SA Scheme Meeting a duplicate copy of the Notice of Claim for Voting Purposes that was duly completed on their behalf, evidence of personal identity (for example, a passport, driving license or other picture identification) and, in the case of a corporation attending by a duly authorised representative, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

The implementation of the SA Scheme will be subject to the satisfaction of the conditions set out in Part 1 of the SA Scheme.

The SA Scheme will be subject to the subsequent approval of the Hong Kong Court.

Dated 18 December 2020

Mr. Edward Simon Middleton
Chairman of the SA Scheme Meeting