



NewOcean Energy Holdings Limited

(新海能源集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 342)

Special General Meeting PROXY FORM

Form for use by shareholders at the Special General Meeting (“Meeting”)
to be held on Monday, 20 December, 2010 at 11:00 a.m.

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ shares of HK\$0.10 each in the capital of NewOcean Energy Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____ of _____ to act as my/our proxy (note c) at the Meeting of the Company to be held at 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong on Monday, 20 December, 2010 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

ORDINARY RESOLUTION (Note j)	FOR (Note d)	AGAINST (Note d)
To approve, confirm and ratify the Framework Agreement as more particularly described in the circular to shareholders dated 2 December, 2010 and the performance of all transactions contemplated thereunder; without affecting the generality of the foregoing, to approve the exercise by the Second Purchaser of all its right, discretion and termination in respect of the option granted under the Framework Agreement to purchase 95% of the registered and paid up capital of 聯新能源發展有限公司 (Lianxin Energy Development Company Limited); and to authorize the directors of the Company to do all acts and things which they may consider necessary, desirable or expedient to implement, to give effect to or otherwise in connection with the Framework Agreement.		

Dated this _____ day of _____

Shareholder’s signature _____ (notes e to i)

Notes:

- (a) Full name(s) and the address(es) of the registered holder (in case of joint holding, all joint holders) to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If any proxy other than the chairman of the Meeting is preferred, strike out the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided.
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (e) In the case of joint holding, this form of proxy may be signed by any joint holder. If, however, more than one joint holder is present at the Meeting, whether in person or by proxy, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the name stands first on the register of members of the Company.
- (f) This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
- (g) To be valid, this 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 such power or authority must be deposited at the share registrar of the Company, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- (h) **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (i) Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- (j) The description of the resolution is by way of summary only. The full text of the resolution is set out on the notice convening the Meeting.

* for identification purpose only