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## **CHINA OCEAN SHIPBUILDING INDUSTRY GROUP LIMITED**

**中海船舶重工集團有限公司**

*(Incorporated in the Bermuda with limited liability)*

**(Stock code: 00651)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of China Ocean Shipbuilding Industry Group Limited (the “**Company**”) will be held at Units 1702-03, 17/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 21 October 2014, Tuesday, at 10:00 a.m., to consider and, if thought fit, pass the following ordinary resolution (with or without modifications):

#### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the conditional subscription agreement dated 30 July 2014 (the “**Subscription Agreement**”) (a copy of which is marked “A” now produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company and Asia Pacific Resources Development Investment Limited in respect of the issue of 1,200,000,000 new shares (“**Subscription Shares**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfilment of the conditions precedent set out in the Subscription Agreement, the allotment and issue of the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;
- (c) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (“**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement, such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;

- (d) any one or more of the Directors be and are hereby authorised to do all such other acts and take all such other actions on behalf of the Company, including but not limited to the signing or execution of all such other documents under seal (where applicable) as he/she/they may consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the exercise or enforcement of any of the Company's rights under the Subscription Agreement and to make and agree to such variation of the terms of the Subscription Agreement as any such Director(s) may consider to be appropriate and in the interests of the Company and the Shareholders as a whole.”

By order of the Board  
**CHAU On Ta Yuen**  
*Chairman*

Hong Kong, 3 October 2014

*Notes:*

1. A member of the Company who is holder of two or more shares, and who is entitled to attend and vote at the meeting, is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the SGM is enclosed with the notice of the SGM. In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged at the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment of the meeting.
3. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the above resolution will be voted by way of poll. As at the date of this notice, none of shareholders of the Company are required to abstain from voting in respect of the above ordinary resolution above.

*As at the date of this notice, the Board comprises (i) executive Directors namely CHAU On Ta Yuen, LI Ming, ZHANG Shi Hong, WANG San Long, TSE Kwing Chuen and CHEN Hong and (ii) independent non-executive Directors namely XIANG Siying, HU Bai He and XIANG Ying.*