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

### **中海船舶重工集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 00651)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting 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 23 February 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without amendments) as special resolution of the Company:

### **SPECIAL RESOLUTION**

**“THAT**

- (a) subject to the approval of the Registrar of Companies in the Bermuda, the English name of the Company be changed from “China Ocean Shipbuilding Industry Group Limited” to “China Ocean Industry Group Limited” and the Chinese name “中海重工集團有限公司” be registered as the secondary name of the Company to replace “中海船舶重工集團有限公司”, which was adopted for identification purpose only, and the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, consider necessary or expedient in connection with the implementation of or giving effect to any of the foregoing and the transactions contemplated thereunder;
- (b) any one of the directors of the Company (the “**Directors**”) or the company secretary of the Company be and is hereby authorized to do all such acts and things and execute all documents that they consider necessary or expedient to give effect to the change of the Company name and adoption of secondary name and to attend to any necessary registration;

(c) and/or filing for and on behalf of the Company.”

By order of the board  
**China Ocean Shipbuilding Industry Group Limited**  
**Li Ming**  
*Chairman*

Hong Kong, 29 January 2016

*Notes:*

- (1) Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (3) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote. Completion and delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any share, any one of such joint holders may vote either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

*As at the date of this announcement, the Board of the Company comprises four executive directors, namely, Mr. Li Ming, Mr. Zhang Shi Hong, Mr. Wang San Long and Mr. Liu Jin; one non-executive director, namely, Mr. Chau On Ta Yuen; and three independent non-executive directors, namely, Ms. Xiang Siying, Mr. Hu Bai He and Ms. Xiang Ying.*