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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>

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

On 1 August 2013 the Company entered into the Facility Agreement for a term loan facility divided into two tranches: (a) an aggregate amount of US\$60,000,000 (equivalent to HK\$466,800,000) and (b) an aggregate amount of HK\$156,000,000 (together the “Facility”) for the purpose of financing the general working capital requirements of the Group. The loan to be made to the Company upon utilization of the Facility will be repayable in instalments, with the last instalment falling due 36 months from the date of the utilization.

Under the Facility Agreement, in the event the Shum Family cease to beneficially own 30% of the entire issued share capital of the Company, or cease to have control over the Company, the facility available to the Company will be cancelled and all outstanding amounts will then become immediately due and payable.

As at the date of this announcement, the Shum Family together hold approximately 39.10% in aggregate of the issued share capital of the Company.

The Company will continue to comply with its disclosure obligations under the Listing Rules for so long as such obligations remain in respect of the Facility Agreement.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Company”	NewOcean Energy Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Facility Agreement”	the facility agreement dated 1 August 2013 in respect of a term loan facility divided into two tranches (a) an aggregate amount of US\$60,000,000 (equivalent to HK\$466,800,000) and (b) an aggregate amount of HK\$156,000,000 made available to the Company as borrower and DBS Bank Ltd., Hang Seng Bank Limited, The Hongkong and Shanghai Banking Corporation Limited and Standard Chartered Bank (Hong Kong) Limited as mandated lead arrangers and Standard Chartered Bank (Hong Kong) Limited as agent
“Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange
“Shum Family”	certain family members and relatives of Mr. Shum Siu Hung, chairman of the Company as set out in the Facility Agreement. Members of the Shum Family include Ms. Tong Shiu Ming, spouse of Mr. Shum Siu Hung, Mr. Shum Chun, Lawrence, managing director of the Company and a director and substantial shareholder of Uniocean, Mr. Shum Ho, Neo, a substantial shareholder of Uniocean, and Mr. Cen Ziniu, an executive director of the Company. Mr. Shum Chun, Lawrence and Mr. Shum Ho, Neo, are sons of Mr. Shum Siu Hung and Ms. Tong Shiu Ming. Mr. Shum Siu Hung and Mr. Shum Chun, Lawrence personally hold approximately 2.38% and 3.64% of the issued share capital of the Company respectively and together with Uniocean are deemed the controlling shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Uniocean”	Uniocean Investments Limited, a company incorporated in the British Virgin Island, a controlling shareholder of the Company holding approximately 39.10% of the issued share capital of the Company. Uniocean is owned as to 70% by Mr. Shum Siu Hung, 15% by Mr. Shum Chun, Lawrence and 15% by Mr. Shum Ho, Neo

“US\$” the lawful currency of the United States of America for the time being

“HK\$” the lawful currency of Hong Kong for the time being

By order of the Board
NewOcean Energy Holdings Limited
Shum Siu Hung
Chairman

Hong Kong, 1 August 2013

As at the date of this announcement, the Board of the Company comprises Mr. Shum Siu Hung, Mr. Shum Chun, Lawrence, Mr. Cen Ziniu, Mr. Chiu Sing Chung, Raymond, Mr. Siu Ka Fai, Brian, and Mr. Wang Jian, being the executive directors, Mr. Cheung Kwan Hung, Anthony, Mr. Chan Yuk Wai, Benedict and Dr. Xu Mingshe, being the independent non-executive directors.

** for identification purposes only*