

TO BE VALID, THE WHOLE OF THIS DOCUMENT MUST BE RETURNED
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Provisional Allotment Letter No.
暫定配額通知書編號

IMPORTANT
重要提示

THIS PROVISIONAL ALLOTMENT LETTER IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 2 OCTOBER 2008.
本暫定配額通知書具有價值，但不可轉讓，並僅供下文名列之合資格股東使用。申請最遲須於二零零八年十月二日（星期四）下午四時正前遞交。

IF YOU ARE IN ANY DOUBT ABOUT THIS PROVISIONAL ALLOTMENT LETTER, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.
閣下對本暫定配額通知書如有任何疑問，應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

DEALINGS IN THE SHARES OF THE COMPANY MAY BE SETTLED THROUGH THE CENTRAL CLEARING AND SETTLEMENT SYSTEM ("CCASS") AND YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER FOR DETAILS OF THESE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.
本公司股份之買賣可透過中央結算及交收系統（「中央結算系統」）進行交收，而閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及有關安排對閣下之權利及權益構成之影響。

A COPY OF THIS PROVISIONAL ALLOTMENT LETTER, TOGETHER WITH A COPY OF THE PROSPECTUS OF NEWOCEAN ENERGY HOLDINGS LIMITED ("THE COMPANY") DATED TUESDAY, 16 SEPTEMBER 2008 (THE "PROSPECTUS"), A COPY OF THE FORM OF APPLICATION FOR EXCESS OFFER SHARES (THE "EXCESS APPLICATION FORM"), AND THE WRITTEN CONSENT BY TRICOR SECRETARIES LIMITED HAVE BEEN REGISTERED WITH THE REGISTRARS OF COMPANIES IN HONG KONG PURSUANT TO SECTION 342C OF THE COMPANIES ORDINANCE. THE REGISTRARS OF COMPANIES IN HONG KONG AND THE SECURITIES AND FUTURES COMMISSION OF HONG KONG TAKE NO RESPONSIBILITY AS TO THE CONTENTS OF THESE DOCUMENTS.
本暫定配額通知書，連同新海能源集團有限公司（「本公司」）於二零零八年九月十六日（星期二）刊發之章程（「章程」）副本、額外發售股份申請表格（「額外申請表格」）及卓佳秘書商務有限公司發出之同意書已根據公司條例第342C條之規定送呈香港公司註冊處登記。香港公司註冊處及香港證券及期貨事務監察委員會對本文件之內容概不負責。

THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE") AND THE HONG KONG SECURITIES CLEARING COMPANY LIMITED ("HKSCC") TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROVISIONAL ALLOTMENT LETTER, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROVISIONAL ALLOTMENT LETTER.
香港聯合交易所有限公司（「聯交所」）及香港中央結算有限公司（「香港結算」）對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

SUBJECT TO THE GRANTING OF LISTING OF, AND PERMISSION TO DEAL IN, THE OFFER SHARES ON THE STOCK EXCHANGE, THE OFFER SHARES WILL BE ACCEPTED AS ELIGIBLE SECURITIES BY HKSCC FOR DEPOSIT, CLEARANCE AND SETTLEMENT IN CCASS WITH EFFECT FROM THE COMMENCEMENT DATE OF DEALINGS IN THE OFFER SHARES ON THE STOCK EXCHANGE OR SUCH OTHER DATE AS DETERMINED BY HKSCC. SETTLEMENT OF TRANSACTIONS BETWEEN PARTICIPANTS OF THE STOCK EXCHANGE ON ANY TRADING DAY IS REQUIRED TO TAKE PLACE IN CCASS ON THE SECOND TRADING DAY THEREAFTER. ALL ACTIVITIES UNDER CCASS ARE SUBJECT TO THE GENERAL RULES OF CCASS AND CCASS OPERATIONAL PROCEDURES IN EFFECT FROM TIME TO TIME.
待發售股份獲准於聯交所上市及買賣後，發售股份將獲香港結算接納為合資格證券，自發售股份開始於聯交所買賣當日或香港結算釐定之該等其他日期起，可於中央結算系統寄存、結算及交收。聯交所參與者於任何交易日進行之交易，必須於其後第二個交易日在中央結算系統進行交收。於中央結算系統進行之所有活動均須遵守不時有效之《中央結算系統一般規則》及《中央結算系統運作程序規則》。

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS UNLESS THE CONTEXT OTHERWISE REQUIRES.
除文義另有所指外，本通知書內所採用之詞彙與章程所界定者具有相同涵義。

Branch Share Registrar in Hong Kong: Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
Head office and principal place of business in Hong Kong: 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong.
香港總辦事處及主要營業地點：香港灣仔謝斐道393號新時代中心20樓



NewOcean Energy Holdings Limited
(新海能源集團有限公司)*
(Incorporated in Bermuda with limited liability)
(Stock Code: 342)
(於百慕達註冊成立之有限公司)
(股份代號:342)

OPEN OFFER OF 481,676,687 OFFER SHARES AT HK\$0.30 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE FOR EVERY SHARE HELD ON THE RECORD DATE

公開發售481,676,687股發售股份每股發售股份之認購價為港幣0.30元
基準為於記錄日期每持有一股股份獲發一股發售股份
BY NO LATER THAN 4:00 P.M. ON THURSDAY,
2 OCTOBER 2008
不遲於二零零八年十月二日（星期四）下午四時正遞交

香港股份過戶登記分處：
卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

Registered office:
註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM11
Bermuda
Tuesday, 16 September
2008
二零零八年九月十六日
(星期二)

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of Qualifying Shareholder(s) 合資格股東姓名及地址

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Box A
甲欄
Number of Shares registered in your name on Tuesday, 16 September 2008
於二零零八年九月十六日（星期二）登記於閣下名下之股份數目

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Box B
乙欄
Number of Offer Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m., on Thursday, 2 October 2008
暫定配發予閣下之發售股份數目，股款最遲須於二零零八年十月二日（星期四）下午四時正接納時繳足

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Box C
丙欄
Total subscription monies payable by the applicant
申請人應繳認購股款總額

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Box D
丁欄
Number of Offer Shares applied for
申請認購之發售股份數目

Application can only be made by the registered Qualifying Shareholder(s) named above.
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.30)

認購申請僅可由上述已登記之合資格股東作出。
請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額（以申請認購之發售股份數目乘以0.30港元計算）

You are entitled to apply for any number of Offer Shares which is equal to or less than your provisional allotment shown in Box B above by filling in this Provisional Allotment Letter. Subject to as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one Offer Share for every Share held on Tuesday, 16 September 2008.

If you wish to apply for such number of Offer Shares which is more than your provisional allotment shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares.

If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Provisional Allotment Letter and/or the Excess Application Form, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares and/or the excess Offer Shares applied for with the Company's branch share registrar, Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong. All remittance(s) for application of Offer Shares under provisional allotment must be in Hong Kong dollars and made payable to "NewOcean Energy Holdings Limited - Open Offer" and crossed "Account Payee Only" and comply with the procedures set out overleaf.

閣下有權透過填寫本暫定配額通知書申請認購相等或於或少於上文乙欄所列閣下獲暫定配發之發售股份數目。在章程所述之規限下，上述配額乃向名列於本公司股東名冊並為合資格股東之股東作出，基準為按於二零零八年九月十六日（星期二）所持有一股股份獲發一股發售股份。

倘閣下擬申請認購之發售股份數目多於上文乙欄所列閣下獲暫定配發之發售股份數目（即額外發售股份），則閣下亦須另行填寫額外申請表格，並連同就額外發售股份涉及之全數應繳款項之個別股款一併交回。

倘閣下欲申請認購任何發售股份及／或額外發售股份，請填妥及簽署本暫定配額通知書及／或額外申請表格，並將表格連同申請認購發售股份及／或額外發售股份涉及之全數應繳款項之足額股款，交回本公司之股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有申請認購暫定配額項下之發售股份股款必須為港元款項，並須註明抬頭人為「NewOcean Energy Holdings Limited - Open Offer」及以「只准入抬頭人賬戶」方式劃線開出，並須符合頁頁所載手續。

* For identification purpose only
* 僅供識別



NewOcean Energy Holdings Limited

(新海能源集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 342)

(於百慕達註冊成立之有限公司)

(股份代號: 342)

To: NewOcean Energy Holdings Limited

致: 新海能源集團有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of shares in NewOcean Energy Holdings Limited (the "Company"), enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.30 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated Tuesday, 16 September 2008 and subject to the Memorandum of Association and Articles of Association of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列新海能源集團有限公司(「貴公司」)股份之登記持有人,現申請認購乙欄(或倘已填妥丁欄,則丁欄)指定之發售股份數目,並附上按每股發售股份0.30港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此根據於二零零八年九月十六日(星期二)刊發之章程所載之條款及條件,以及貴公司之組織大綱及公司細則,接納有關數目之發售股份,而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊,作為上述有關數目或較少數目之發售股份之持有人,並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已細閱背頁所載各項條件及申請手續,並同意全部遵守。

Please insert contact telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint shareholder(s) must sign)

合資格股東簽署

(所有聯名股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date _____ 2008

日期: 二零零八年 _____ 月 _____ 日

Details to be filled in by qualifying shareholder(s):

請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購之發售股份數目 (即丁欄或(如未有填妥)乙欄所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額(即丁欄或(如未有填妥)丙欄所列明之總額)	Name of bank on which cheque/ banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "NewOcean Energy Holdings Limited — Open Offer" (see the section headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「NewOcean Energy Holdings Limited — Open Offer」為抬頭人劃線開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for a number of Offer Shares which is less than or equal to an applicant's provisional allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. 假設公開發售之條件獲達成,認購發售股份數目少於或相等於申請人獲暫定配發之股份數目之有效申請將獲全數接納。倘上欄內並無填上數目,則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款,則閣下將被視作申請認購已收股款所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。

* For identification purpose only

* 僅供識別



NewOcean Energy Holdings Limited

(新海能源集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 342)

CONDITIONS

1. No Non-qualifying Shareholder is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Provisional Allotment Letter and/or the Excess Application Form will constitute an instruction and authority by the applicant(s) to Tricor Secretaries Limited or person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Provisional Allotment Letter and/or the Excess Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares and/or excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares and/or excess Offer Shares which they have applied for subject to the Memorandum of Association and Articles of Association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares and/or excess Offer Shares which does/do not comply with the procedures set out herein.

Completion and return of the Provisional Allotment Letter and/or the Excess Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with.

Actions (including registration or filing under any applicable legislation of any jurisdiction other than Hong Kong, if applicable) have been taken to permit the offering of the Offer Shares or the distribution of the Prospectus, the Provisional Allotment Letter and/or the Excess Application Form in any jurisdiction other than Hong Kong.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your provisional allotment set out in Box B by filling in this Provisional Allotment Letter.

To apply for such number of Offer Shares which is less than your provisional allotment, enter in Box D of this Provisional Allotment Letter the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.30). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Provisional Allotment Letter, this number should be inserted in Box D of this Provisional Allotment Letter. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your provisional allotment set out in Box B of this Provisional Allotment Letter, i.e. the excess Offer Shares, you should use the separate Excess Application Form and enter in the appropriate space provided in the Excess Application Form the number of excess Offer Shares for which you wish to apply and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.30). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Share inserted, the subscriber(s) will be deemed to have applied for such lesser number of excess Offer Shares of which full payment has been received.

This Provisional Allotment Letter and/or the Excess Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar, Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Thursday, 2 October 2008. **All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a bank in Hong Kong, made payable to "NewOcean Energy Holdings Limited — Open Offer" for Offer Shares under provisional allotment and made payable to "NewOcean Energy Holdings Limited — Excess Application" for excess Offer Shares and crossed "ACCOUNT PAYEE ONLY".** Unless this Provisional Allotment Letter and/or the Excess Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Provisional Allotment Letter and/or the appropriate remittance shown in the Excess Application Form has/have been received by 4:00 p.m. on Thursday, 2 October 2008, your right to apply for the Offer Shares and/or excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Monday, 13 October 2008 at your own risk.

* For identification purpose only