

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/12/2013

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | NewOcean Energy Holdings Limited |
|----------------|----------------------------------|
| Date Submitted | 3 January 2014                   |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares                  |                        |                                  |   |
|-------------------------------------|------------------------|----------------------------------|---|
| (1) Stock code : <u>342</u> Descrip | otion : <u>NewOcea</u> | n Energy – Or                    | dinary Shares                                   |
|                                     | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month | 20,000,000,000         | HK\$0.10                         | HK\$2,000,000,000                               |
| Increase/(decrease)                 | Nil                    |                                  | Nil   |
| Balance at close of the month       | 20,000,000,000         | HK\$0.10                         | HK\$2,000,000,000                               |
| (2) Stock code : <u>N/A</u> Descrip | ption :                |                                  | N/A   |
|                                     | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month | N/A                    | N/A                              | N/A   |
| Increase/(decrease)                 | N/A                    |                                  | N/A   |
| Balance at close of the month       | N/A                    | N/A                              | N/A   |

## 2. Preference Shares

| Stock code : <u>N/A</u> Descr       | iption :                 |                                  | N/A   |
|-------------------------------------|--------------------------|----------------------------------|---|
|                                     | No. of preference shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month | N/A                      | N/A                              | N/A   |
| Increase/(decrease)                 | N/A                      |                                  | N/A   |
| Balance at close of the month       | N/A                      | <u>N/A</u>                       | N/A   |

## 3. Other Classes of Shares

| Stock code : <u>N/A</u> Descri      | ption :                        |                                  | N/A   |
|-------------------------------------|--------------------------------|----------------------------------|---|
|                                     | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month | N/A                            | N/A                              | N/A   |
| Increase/(decrease)                 | N/A                            |                                  | N/A_  |
| Balance at close of the month       | N/A                            | N/A                              | N/A_  |

Total authorised share capital at the end of the month (*State* HK\$2,000,000,000

## II. Movements in Issued Share Capital

|  | No. of ordi   | nary shares | No of preference | No. of other classes |
|--|---------------|-------------|------------------|----------------------|
|  | (1)           | (2)         | shares           | of shares            |
| Balance at close of preceding month      | 1,483,398,216 | N/A         | N/A              | N/A                  |
| Increase/ (decrease)<br>during the month |               | N/A         | N/A              | <u>N/A</u>           |
| Balance at close of the month            | 1,483,398,216 | N/A         | N/A              | N/A                  |

III. Details of Movements in Issued Share Capital

| Share Options (under<br>Particulars of share<br>option scheme |               |                   |                |              | No. of new shares of issuer issued during | No. of new shares of issuer which may be |
|---|---------------|-------------------|----------------|--------------|---|--|
| including EGM   |               |                   |                |              | the month pursuant                        | issued pursuant thereto                  |
| approval date   |               | Movement duri     | ng the month   |              | thereto                                   | as at close of the month                 |
| (dd/mm/yyyy) and -  |               | Wovement dur      | ing the month  |              |   |  |
| class of shares   |               |                   |                |              |   |  |
| issuable  | Granted       | Exercised         | Cancelled      | Lapsed       |   |  |
| 1. N/A  |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
| ( / / )   |               |                   |                |              |   |  |
| shares  |               |                   |                |              |   |  |
| (Note 1)  |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
| 2. N/A  |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
| ( / / )   |               |                   |                |              |   |  |
| shares  |               |                   |                |              |   |  |
| (Note 1)  |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
| 3. N/A  |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
|   |               |                   |                |              |   |  |
| ( / / )   |               |                   |                |              |   |  |
| shares  |               |                   |                |              |   |  |
| (Note 1)  |               |                   |                |              |   |  |
|   |               | Та                | otal A. (Ordir | nary shares) | N/A                                       |  |
|   |               | -                 |                | ence shares) | N/A                                       |  |
|   |               |                   |                | Other class) | N/A                                       |  |
|   |               |                   | (              | Suici class) | IWA                                       |  |
| Total funds raised due  | ing the month | from everaise a   | f              |              |   |  |
| Total funds raised dur<br>options (State currence             |               | findin exercise ( | 1              |              |   |  |

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)   | Currency of Nominal value a<br>nominal close of<br>value preceding mont | during the at close of the                                       |     |
|--|---|--|-----|
| <u>1. N/A</u>  |   |  |     |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable) |   |  |     |
| (dd/mm/yyyy)   | ( / / )   | _  |     |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )   |   |  |     |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3.   | ( / / )   | _  |     |
| <u> </u>   |   |  |     |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price   |   |  |     |
| EGM approval date (if applicable)  | ( / / )   | _  |     |
|  |   |  |     |
| Class of shares<br>issuable ( <i>Note 1</i> )  |   | _  |     |
| EGM approval date<br>(if applicable)   | ( / / )   | _  |     |
|  | То  | tal B. (Ordinary shares)<br>(Preference shares)<br>(Other class) | N/A |

| Convertibles (i.e. Convertible in  | nto Shorea of the l | laguar which are to                      |                                  | For Main Board                     | and GEM liste  | d issuers  |
|--|---------------------|--|----------------------------------|------------------------------------|--|--|
| Class and description  |                     | Amount at close<br>of preceding<br>month | Converted<br>during the<br>month | Amount at<br>close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 1. N/A   |                     |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)) | ( / / )             |  |                                  |                                    |  |  |
| (dd/illil/yyyy))<br>2.   | ( / / )             |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
| Stock code (if listed)   |                     |  |                                  |                                    |  |  |
| issuable (Note 1)  |                     |  |                                  |                                    |  |  |
| Subscription price   |                     |  |                                  |                                    |  |  |
| EGM approval date (if applicable)  |                     |  |                                  |                                    |  |  |
| (dd/mm/yyyy)   | ( / / )             |  |                                  |                                    |  |  |
| 3.   |                     |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
| Stock code (if listed)   |                     |  |                                  |                                    |  |  |
| Class of shares  |                     |  |                                  |                                    |  |  |
| issuable ( <i>Note 1</i> )<br>Subscription price   |                     |  |                                  |                                    |  |  |
| EGM approval date  |                     |  |                                  |                                    |  |  |
| (if applicable)  |                     |  |                                  |                                    |  |  |
| (dd/mm/yyyy)4.   | ( / / )             |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
|  |                     |  |                                  |                                    |  |  |
| 0. 1. 1. /0// *  |                     |  |                                  |                                    |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )  |                     |  |                                  |                                    |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)   |                     |  |                                  |                                    |  |  |
| (dd/mm/yyyy)   | ( / / )             |  | Fotal C (Ordin                   | nary shares)                       | N/A  |  |
|  |                     |  |                                  | ence shares)                       | N/A  | -  |
|  |                     |  | (                                | Other class)                       | N/A  | -  |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Evil portionlars including ECM approval data (dd/mm/suum)   | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|---|---|--|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: |   | as at close of the month   |
| 1. N/A  |   |  |
|   |   |  |
|   |   |  |
|   | -   |  |
| shares (Note 1)   |   |  |
| 2.  |   |  |
| <i>L</i>  | -   |  |
|   | -   |  |
|   |   |  |
| shares (Note 1)   |   |  |
|   |   |  |
| 3   |   |  |
|   | -   |  |
|   | -   |  |
| shares (Note 1)   |   |  |
|   |   |  |
| Total D. (Ordinary shares)  | N/A   |  |
| (Preference shares)   | N/A   |  |
| (Other class)   | N/A   |  |
|   |   |  |

| Oth | ner Movements in l | Issued Share Capital |   |                              |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----|--------------------|----------------------|---|------------------------------|---|--|---|
| 1.  | Rights issue       | At price : State     | Class of shares issuable <i>(Note 1)</i><br>Issue and allotment   | <u>N/A</u>                   | ) |  |   |
|     |                    | At price . currency  | date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy)   | ( / /                        | ) |  |   |
| 2.  | Open offer         | At price : State     | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) | <u>N/A</u><br>( / /<br>( / / |   |  | . <u> </u>  |
| 3.  | Placing            | At price : State     | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) | <u>N/A</u><br>( / /<br>( / / | ) |  |   |
| 4.  | Bonus issue        |                      | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) |                              | ) |  |   |

|    | Type of Issue                            | F  | For | Main I     | <u>30a</u> | rd and GEM lis<br>No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | ted issuers<br>No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|--|--|-----|------------|------------|--|--|
|    |  | Class of shares issuable ( <i>Note 1</i> ) |     | <u>N/A</u> |            |  |  |
| 5. | Scrip dividend At price : State currency | Issue and allotment<br>date : (dd/mm/yyyy) | (   | / /        | )          |  |  |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | (   | / /        | )          |  |  |
|    |  |  |     |            |            |  |  |
|    |  | Class of shares<br>repurchased (Note 1)    |     | <u>N/A</u> |            |  |  |
| 6. | Repurchase of shares                     | Cancellation date :<br>(dd/mm/yyyy)        | (   | / /        | )          |  |  |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | (   | / /        | )          |  |  |
|    |  |  |     |            |            |  |  |
|    |  | Class of shares redeemed ( <i>Note 1</i> ) |     | <u>N/A</u> |            |  |  |
| 7. | Redemption of shares                     | Redemption date :<br>(dd/mm/yyyy)          | (   |            | )          |  |  |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | (   | / /        | )          |  |  |
|    |  |  |     |            |            |  |  |
|    |  | Class of shares issuable ( <i>Note 1</i> ) |     | <u>N/A</u> |            |  |  |
| 8. | Consideration issue At price : State     | Issue and allotment<br>date : (dd/mm/yyyy) | (   | / /        | )          |  |  |
|    |  | EGM approval date:<br>(dd/mm/yyyy)         | (   | / /        | )          |  |  |
|    |  |  |     |            |            |  |  |
|    |  |  |     |            |            |  |  |

|                           |                                    | For Main Board and GEM listed issuers  |
|---------------------------|------------------------------------|--|
| Type of Issue             |                                    | No. of new Shares of Share |
|                           |                                    | Class of shares issuable $\underline{N/A}$<br>( <i>Note 1</i> )  |
| Capital reorganisation    |                                    | Issue and allotment ( / / )<br>date : (dd/mm/yyyy)   |
|                           |                                    | EGM approval date: ( / / )<br>(dd/mm/yyyy)   |
|                           |                                    |  |
|                           |                                    | Class of shares issuable $\underline{N/A}$<br>(Note 1)   |
| Other<br>(Please specify) | At price : State                   | Issue and allotment     ( / / )     date : (dd/mm/yyyy)  |
|                           |                                    | EGM approval date: ( / / )<br>(dd/mm/yyyy)   |
|                           |                                    | Total E.(Ordinary shares)N/A(Preference shares)N/A(Other class)N/A   |
|                           | Capital<br>reorganisation<br>Other | Capital<br>reorganisation<br>Other At arises State   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) |  | Nil |
|--|-----|--|-----|
|  | (2) |  | Nil |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     |  | Nil |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     |  | Nil |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |  |     |

| Remarks | (if | any): |
|---------|-----|-------|
|---------|-----|-------|

N/A

Submitted by: Cheung Man Kin

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.