



NewOcean Energy Holdings Limited
(新海能源集團有限公司)*
(Incorporated in Bermuda with limited liability)
(In Liquidation)
(Stock Code: 342)

**Form of Proxy for use at the First Meeting of Contributories to be held on
 Wednesday, 12 October 2022 at 3:00 p.m. (Hong Kong time) (the “Meeting”) (or any adjournment thereof)**

I/We ^(note 1) _____
 of _____
 being the registered holder(s) of ^(note 2) _____
 shares of HK\$ 0.10 each (the “Shares”) in the share capital of NewOcean Energy Holdings Limited (In Liquidation) (the “Company”), hereby
 appoint the Chairman of the Meeting or ^(note 3) _____
 of _____
 as my/our proxy ^(note 4) to attend and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at Level 35,
 Oxford House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on Wednesday, 12 October 2022 at 3:00 p.m. (Hong Kong time) for
 the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice (the “Notice”) convening the Meeting
 and at the Meeting, or at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolutions and,
 if no such indication is given, as my/our proxy thinks fit.

The full text of the proposed resolutions appears in the circular of the Company dated 3 October 2022 (the “Circular”). Unless otherwise
 stated, capitalised terms used in this form of proxy shall have the same meanings as those defined in the Circular.

ORDINARY RESOLUTIONS ^(note 6)		FOR ^(note 5)	AGAINST ^(note 5)
(1)	an application be made to the Bermudian Court to appoint the Joint Provisional Liquidators, namely Mr Kenneth Fung and Mr Roderick John Sutton, both of FTI Consulting (Hong Kong) Limited, and Mr Edward Alexander Niles Whittaker of R&H Services Limited as the Joint Liquidators.		
	OR: That _____ be appointed as liquidator(s) (insert name(s) of nominees).		
(2)	an application be made to the Bermudian Court for the appointment of a committee of inspection to act with liquidator(s) of the Company in the winding-up of the business of the Company.		
(3)	the committee of inspection be composed of no less than two and no more than five persons and in the event that more than five persons being nominated to the committee of inspection, the five persons receiving the greatest proportion in value voting in favour of their nomination shall be appointed to the committee of inspection.		
(4)	_____ (name) be nominated to be a member of the committee of inspection.		

Signed this _____ day of _____ 2022.

Shareholder’s signature ^(notes 7 & 8) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your names(s)
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the duly appointed chairman of the Meeting will be set as your proxy.**
- A proxy need not be the chairman of the Meeting. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of the person appointed as proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.**
- Separate resolutions are proposed for each of the substantially separate issues. The full text of these resolutions appear in the Notice.

* For identification purposes only

7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
8. Where there are joint registered holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
9. A proxy need not be a member of the Company.
10. **In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.**
11. Any alteration made to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Secretaries Limited at the above address.

The person appointed proxy may be the provisional liquidator or such other person as you may approve, and the proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used. You may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters: -

- (a) For or against the appointment or continuance in office of any specified person as liquidator or as member of the committee of inspection; and
- (b) on all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.

If the appointor is a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm" If the appointor is a corporation, then the proxy form must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that the officer is so authorised must be stated.

Certificate to be signed by person other than contributory filling up the above proxy.

*I/We _____ (Name) of
 _____ (Address), being a
 _____¹ hereby certify that all insertions in the above proxy

are in my own handwriting and have been made by me at the request of the above-named contributory and in his presence, before he attached his signature or mark thereto.

Signature _____

Name _____

Date _____

¹ Here, state whether clerk or manager in the regular employment of the contributory or the attorney employed by him in connection with the matter or a commissioner to administer oaths in the Supreme Court of Bermuda.