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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 (the “**Meeting**”) of China Ocean Shipbuilding Industry Group Limited (the “**Company**”) will be held at Unit 1103,11/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 25 June 2010 at 11:00 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 10:00 a.m. on the same day, if later) for the purpose of considering and, if thought fit, passing with or without amendments the following resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the entry into of the Extension Letters (as defined in the circular to the shareholders of the Company dated 9 June 2010 (the “**Circular**”)), a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for identification purpose, and the transactions contemplated thereunder and the Proposed Amendments (as defined in the Circular) be and are hereby confirmed, approved, authorised and ratified in all respect;
- (b) the directors be and are hereby authorised to allot and issue any or all the Conversion Shares (as defined in the Circular) that may be required to be issued upon conversion of the Outstanding Convertible Notes (as defined in the Circular); and
- (c) any one director of the Company or any two directors of the Company, if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the matters contemplated in the Extension Letters and the transactions contemplated thereunder or otherwise in relation to the Extension Letters and the matters and the transactions contemplated thereunder.”

By order of the Board

**China Ocean Shipbuilding Industry Group Limited**

**Chau On Ta Yuen**

*Chairman*

Hong Kong, 9 June 2010

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
Unit 1103, 11/F.  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the Bye-laws, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date hereof, (i) the executive directors of the Company are Mr. Chau On Ta Yuen, Mr. Li Ming, Mr. Zhang Shi Hong and Mr. Wang San Long; and (ii) the independent non-executive directors of the Company are Mr. Zhang Xi Ping, Ms. Xiang Siying, Mr. Hu Bai He and Ms. Xiang Ying.