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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>

CLARIFICATION ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING AND CIRCULAR

Reference is made to the notice of annual general meeting (“**Notice of AGM**”) of NewOcean Energy Holdings Limited (the “**Company**”) dated 8 April 2014 and the circular dated the same date relating to the Notice of AGM, Re-election of Directors, Proposed General Mandates to Issue New Shares and to Repurchase Shares (the “**Circular**”). The Company noted certain clerical mistakes in the Notice of AGM and the Circular and wishes to make the following clarifications:

1. On page 10 of the Circular, the first sentence of the first paragraph under “General Mandate to Repurchase Shares” should read as follow with the change duly underlined:

“The Ordinary Resolution set out under item 7 of the notice of the AGM will be proposed at the AGM for the purpose of renewing the general mandate granted to the Directors to repurchase the Company’s Shares. Under the Repurchase Mandate, the aggregate nominal amount of Shares repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the Ordinary Resolution.”

2. On page 4 of the Notice of AGM and page 17 of the Circular, the resolution numbers appearing in the text of Ordinary Resolution No. 8 should read as follow with the changes duly underlined:

“THAT:

subject to the passing of Ordinary Resolution No. 6 and Ordinary Resolution No. 7 as set out in the notice convening this meeting (the “Notice”), the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to Ordinary Resolution No. 6 set out in the Notice be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with Ordinary Resolution No. 7 set out in the Notice.”

There is no change in the content and information contained in the Notice of AGM and the Circular save for the aforementioned correction of clerical error, and the Notice of AGM remains in full force and effect.

By Order of the Board

Shum Siu Hung

Chairman

Hong Kong, 25 April 2014

At the date of this announcement, the Board 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 purpose only*