

**NewOcean Energy Holdings Limited**  
**(新海能源集團有限公司) \***  
(the “Company”)  
(Incorporated in Bermuda with limited liability)

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**PROCEDURE FOR SHAREHOLDERS TO PROPOSE  
A PERSON FOR ELECTION AS A DIRECTOR**

Pursuant to bye-law 88 of the Company’s Bye-laws (“Bye-laws”), a holder of shares of the Company (“Shareholder”) may propose a person (the “Candidate”) for election as a director at a general meeting of the Company if:

- (a) the Shareholder is duly qualified to attend and vote at the general meeting at which the appointment of the Candidate is sought;
- (b) the Candidate is a person other than the proposing Shareholder, a person already recommended by the board for election as a director at the general meeting, or a director retiring at the general meeting;
- (c) a notice of the intention to propose the Candidate for election signed by the proposing Shareholder is lodged with the Company in accordance with the procedure set out below; and
- (d) a notice signed by the Candidate of his willingness to be elected as director is lodged with the Company in accordance with the procedure set out below.

All notices required to be lodged by the proposing Shareholder and the Candidate must be submitted at the Principal Office of the Company at 20<sup>th</sup> Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong during the period commencing on the day immediately following the date of dispatch of the notice of the general meeting and ending seven (7) days prior to the date of the general meeting.

Notices lodged by the proposing Shareholder and the Candidate under this procedure must, at the time of submission, be accompanied by the following:

- (a) full name, age and contact details of the Candidate;
- (b) information of the Candidate as required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (c) information on the current profession or employment of the Candidate and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of pertaining to the ability or integrity of the Candidate;
- (d) a declaration made by the Candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor are there any other matters relating to the Candidate that

should be brought to the attention of the shareholders of the Company; and

- (e) a written consent signed by the Candidate authorising the publication of his/her personal data by the Company.

**PLEASE NOTE THAT** for any nomination by a Shareholder to be effective, the proposing Shareholder must attend the general meeting in person (or in the case of a corporate shareholder, represented by its duly appointed representative) and propose the resolution to appoint the Candidate from the floor.

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NewOcean Energy Holdings Limited  
30 March 2012

*\*for identification purpose only*