



Notice is hereby given that the Annual General Meeting of Shareholders of NewOcean Green Energy Holdings Limited (“the Company”) will be held at 8A BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on June 18, 2003 (Wednesday) at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the fifteen months ended December 31, 2002.
2. To re-elect directors retiring by annual rotation pursuant to the provisions of the Bye-laws of the Company, namely Shum Siu Hung, Shum Siu Mau and Cen Ziniu, and authorize the board of directors to fix their remuneration. (It was noted that Shum Siu Hung does not offer himself for re-election as director at the forthcoming annual general meeting but, on recommendation of the board of directors, agreed to accept the appointment as an Associate Chairman of the Company after his retirement as director. Shum Siu Mau and Cen Ziniu, being eligible, offer themselves for re-election as directors.)
3. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

By Order of the Board
Mak Yuk Ling, Ada
Company Secretary

Hong Kong, April 16, 2003

茲通告新海環保能源集團有限公司(「本公司」)謹訂於2003年6月18日(星期三)上午11時假座香港灣仔告士打道56號東亞銀行港灣中心8A舉行股東週年大會，以討論下列事項：

1. 省覽截至2002年12月31日止15個月之經審核財務報表、董事會報告及核數師報告。
2. 重選根據本公司細則規定須每年輪席告退之董事，計有岑少雄、岑少謀及岑子牛，並授權董事會釐定其酬金。(知悉岑少雄不擬於應屆股東週年大會重選連任董事但按董事會推選願於退任董事後接受出任本公司之聯席主席；岑少謀及岑子牛合符資格願膺選連任董事。)
3. 重新委任核數師並授權董事會釐定其酬金。

承董事會命
公司秘書
麥玉玲

香港，2003年4月16日



Notice of Annual General Meeting 股東週年大會通告

Notes:—

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form of proxy in respect of the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged at the branch share registrar of the Company, Secretaries Limited at G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
4. Where there are joint registered holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

附註：

- (a) 凡有權出席此次大會並可於會上投票之股東，均有權委任一名或多名代表出席及於投票時代其投票。受委代表毋須為本公司股東但必須親自出席代表該股東。
- (b) 隨附大會代表委任表格。不論閣下是否親自出席大會，均請按表內印附之指示填妥並交回代表委任表格。
- (c) 代表委任表格連同已簽署之授權文件(如有)或經由公証人簽署證明之授權書或授權文件副本，必須於大會或其任何續會指定舉行時間48小時前送達本公司股份過戶登記處分處，秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
- (d) 如屬本公司股份聯名登記持有人，則任何一位人士均可就該等股份於大會上投票(不論親身或委派代表)，猶如彼等為唯一有權投票者。惟倘超過一位有關之聯名持有人親自或委派代表出席大會，則出席者中只有在股東名冊內排名首位者方有權就該等股份投票。