

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

**Notice is hereby given** that the Annual General Meeting of Shareholders of NewOcean Green Energy Holdings Limited ("the Company") will be held at 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong on Friday, June 16, 2006 at 11:00 a.m. ("Annual General Meeting") for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended December 31, 2005.
2. To declare a final dividend.
3. To re-elect a director retiring by annual rotation pursuant to the provision of the bye-laws of the Company, namely Mr. Wu Hong Cho, to re-elect a director appointed by the Board to fill a casual vacancy, namely Mr. Ma Man Hoi, Joseph, to re-elect a director appointed by the Board as an additional director, namely Mr. Chan Yuk Wai, Benedict, and to authorize the Board to fix their remuneration. (All the retiring directors, being eligible, offer themselves for re-election.)
4. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.

### AS SPECIAL BUSINESS

5. To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

**"THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements or options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

**茲通告**新海環保能源集團有限公司(「本公司」)謹訂於2006年6月16日(星期五)上午11時正假座香港灣仔謝斐道393號新時代中心20樓舉行股東週年大會(「股東週年大會」)，以討論下列事項：

1. 省覽截至2005年12月31日止12個月之經審核財務報表、董事會報告及核數師報告。
2. 宣佈派發末期股息。
3. 重選根據本公司細則規定須每年輪任告退之董事為胡匡佐先生、在年度中獲委任以填補董事會臨時空缺之馬文海先生，及獲委任為新董事之陳旭煒先生，並授權董事會釐定彼等之酬金。(所有退任董事合符資格願膺選連任董事。)
4. 重新委任核數師並授權董事會釐定其酬金。

### 特別事項

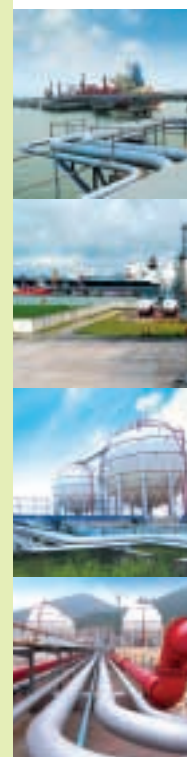
5. 考慮並酌情通過下列決議案為普通決議案：

**[動議：**

- (a) 在本決議案下列規定之限制下，一般及無條件批准本公司董事在有關期間(定義見下文)內行使本公司所有權力，以配發、發行並處置本公司股本中之額外股份，並作出或授予將會或可能須行使此等權力之售股建議、協議或購股權(包括債券、票據、認股權證、債權證及可轉換為本公司股份之證券)；



- |   |   |
|---|---|
| <p>(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;</p>  | <p>(b) 在上文(a)段之批准須授權本公司董事可在有關期間內作出或授予將會或可能須於有關期間終止後行使此等權力之售股建議、協議及購股權(包括債券、票據、認股權證、債券證及可轉換為本公司股份之證券)；</p>   |
| <p>(c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) an issue of shares pursuant to any existing specific authority, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into shares of the Company; (iii) any employee share option scheme or similar arrangement for the time being adopted by the Company; and (iv) an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and</p> | <p>(c) 本公司董事依據上文(a)段之批准以配發或同意有條件或無條件配發(不論是否依據購股權或其他方式)之本公司股本面值總額不得超過於本決議案通過之日期之本公司已發行股本面值總額百分之二十，惟就：(i)供股(定義見下文)；(ii)因任何現有特定權力(包括行使根據本公司所發行之任何認股權證或任何債券、票據、債權證或可轉換為本公司股份之證券之條款之認購或轉換權利)而發行之股份；(iii)根據本公司當時採納之任何僱員購股權計劃或類似安排；及(iv)根據本公司公司細則之規定以發行股份之方式代替全部或部份本公司股份之股息則除外；及</p> |
| <p>(d) for the purpose of this resolution:</p> <p>“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or</p> <p>(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and</p>  | <p>(d) 就本決議案而言：</p> <p>「有關期間」乃指由本決議案通過之日期至下列三項之最早日期止之期間：</p> <p>(i) 本公司下屆股東週年大會結束；</p> <p>(ii) 依照本公司之公司細則或百慕達任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或</p> <p>(iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案所給予之授權；及</p>   |



Notice of Annual General Meeting (Con't)  
股東週年大會通告(續)

“Rights Issue” means an offer of shares open for a period fixed by the director of the Company made to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of, any recognised regulatory body or any stock exchange in or in any territory outside, Hong Kong).”

6. To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange, or of any other Recognised Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the shares of HK\$0.10 each in the issued share capital of the Company at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

「供股」乃指本公司董事指定之期間向於指定記錄日期名列本公司股東名冊之股份持有人按其當時所持該等股份之比例發售股份(惟本公司董事有權在必須或權宜之情況下就零碎股權或香港以外任何認可地區之法律限制或責任或任何認可管制機構或任何證券交易所之規定而取消若干股東在此方面之權利或另作安排)。

6. 考慮並酌情通過下列決議案為普通決議案：

「動議：

- (a) 在下文(b)段之限制下，一般及無條件批准本公司董事在有關期間(定義見下文)內行使本公司所有權力，在香港聯合交易所有限公司(「聯交所」)或本公司股份可能上市並受香港證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所(「認可證券交易所」)購回本公司股本中之股份，惟須遵守所有適用法例、規則及規例，以及聯交所證券上市規則或任何其他認可證券交易所之規定；
- (b) 本公司依據上文(a)段之批准獲授權購回之股份面值總額，不得超過於本決議案通過之日期之本公司股本中每股面值0.10港元之已發行股份面值總額百分之十；及



(c) for the purposes of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

7. To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

**"THAT:**

subject to the passing of Ordinary Resolution No. 5 and Ordinary Resolution No. 6 as set out in the notice convening this meeting (the "Notice"), the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to Ordinary Resolution No. 5 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. 6 set out in the Notice."

8. To transact any other business.

By Order of the Board of  
**NewOcean Green Energy Holdings Limited**  
**Wu Hong Cho**  
Company Secretary

Hong Kong, April 7, 2006

(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日期至下列三項之最早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司之公司細則或百慕達任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案所給予之授權。」

7. 考慮並酌情通過下列決議案為普通決議案：

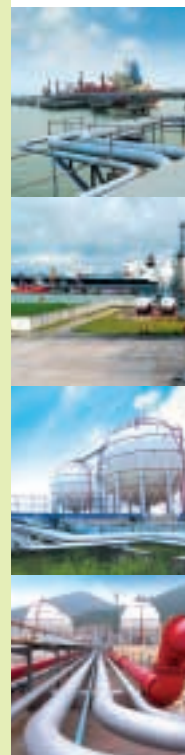
**「動議：**

待召開本大會通告（「通告」）第5項及第6項普通決議案獲得通過後，擴大依據通告載列之第5項普通決議案授予本公司董事行使本公司權力以配發、發行並處置本公司額外股份之一般授權，擴大之數額為本公司依據及自從本公司獲授根據通告載列之第6項普通決議案授予本公司購回股份之一般授權由本公司購回本公司股本中之股份面值總額。」

8. 處理任何其他事項。

承董事會命  
**新海環保能源集團有限公司**  
公司秘書  
**胡匡佐**

香港，2006年4月7日



## Notice of Annual General Meeting (Con't)

### 股東週年大會通告(續)

#### Notes:

1. In respect of Ordinary Resolutions No. 5 to No. 7 the directors wish to state that they have no immediate plans to purchase any existing shares or to issue any shares or warrants.
2. In relation to the directors proposed to be appointed and the directors proposed to be re-elected at the Annual General Meeting, their biographical and other details as required under Chapter 13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited are provided in the section headed "Directors' Report" in the Company's 2005 annual report.
3. 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.
4. 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 share registrar of the Company, Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.

#### 附註：

1. 就第5至7項普通決議案而言，董事謹此聲明，彼等現時並無計劃購回任何現有股份或發行任何股份或認股權證。
2. 建議於股東週年大會上委任及膺選連任之董事，其履歷及其他資料按香港聯合交易所有限公司證券上市規則第13章規定已載於本公司2005年年報內「董事會報告」一節。
3. 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。
4. 委任代表表格連同已簽署之授權文件(如有)或經由公證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秘書商業服務有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓，方為有效。

