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SSP  **南海石油**
SOUTH SEA PETROLEUM HOLDINGS LIMITED
南海石油控股有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 076)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of South Sea Petroleum Holdings Limited (the “Company”) will be held at 11:00 a.m. on Tuesday, 8 November 2011 at 21/F., The Center, 99 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

SPECIAL RESOLUTION

“**THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Reduced Shares (as defined below) and (ii) the Capital Reduction (as defined below) becoming effective on the registration by the Registrar of Companies in Hong Kong of a copy of resolution passed by the holders of the shares of the Company, a copy of the minutes containing the particulars required under section 61A of the Companies Ordinance (Laws of Hong Kong, Chapter 32) (the “Companies Ordinance”) and a statement in the prescribed form signed by an officer of the Company certifying that the relevant conditions under the Companies Ordinance have been satisfied:

- (i) the authorised share capital of the Company be reduced from US\$500,000,000 divided into 1,000,000,000 existing shares of US\$0.500 each (the “Existing Shares”) to US\$1,000,000 divided into 1,000,000,000 reduced shares of US\$0.001 each (the “Reduced Shares”) and that such reduction be effected by cancelling share capital paid up or credited as paid up to the extent of US\$0.499 per Existing Share upon each of the shares in issue and by reducing the nominal value of all the issued and unissued Existing Shares in the share capital of the Company from US\$0.500 to US\$0.001 per Reduced Share (the “Capital Reduction”);
- (ii) subject to the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the share premium account of the Company;
- (iii) all of the Reduced Shares resulting from the Capital Reduction shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the Company’s articles of association; and
- (iv) the directors of the Company (the “Directors”) be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction and the application of credit arising from the Capital Reduction.”

ORDINARY RESOLUTION

“**THAT** conditional upon the Capital Reduction referred to in the special resolution set out in the notice convening this meeting becoming effective, the authorised share capital of the

Company be increased from US\$1,000,000 (divided into 1,000,000,000 Reduced Shares of US\$0.001 each) to US\$500,000,000 (divided into 500,000,000,000 Reduced Shares of US\$0.001 each) by the creation of 499,000,000,000 unissued Reduced Shares of US\$0.001 each, and that each such Reduced Share, upon issue, shall rank pari passu in all respects with the existing Reduced Shares (the “Increase in the Authorised Capital”) and that the Directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable, or expedient in connection with the implementation of the Increase in the Authorised Capital.”

By Order of the Board
SOUTH SEA PETROLEUM HOLDINGS LIMITED
Vivian Lam
Company Secretary

Hong Kong, 12 October 2011

Unit 6605, 66/F.,
The Center
99 Queen’s Road Central
Hong Kong

Notes:

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) Where there are joint holders of any share of the Company, any one of such joint 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 joint holders be present at the meeting personally or by proxy, that one of the said persons 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.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney or authority, must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting.
- (iv) The register of members of the Company will be closed from Friday, 4 November, 2011 to Tuesday, 8 November, 2011, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the meeting, all completed transfer forms of shares (together with the relevant share certificates) must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 3 November, 2011.

As at the date of this announcement, the board of Directors comprises of Mr. Guan Xinmin, Ms. Lee Sin Pyung and Ms. Zhang Xue being executive Directors, Mr. Lu Ren Jie, Mr. Chai Woon Chew and Mr. Ho Choi Chiu being independent non-executive Directors.