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## **JUTAL OFFSHORE OIL SERVICES LIMITED**

**巨濤海洋石油服務有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 3303)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of the shareholders of Jutal Offshore Oil Services Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 26 May 2017 at the meeting room of the Company on 10th Floor, Chiwan Petroleum Building, Shekou, Shenzhen, the People’s Republic of China for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$15,000,000 divided into 1,500,000,000 shares of HK\$0.01 each (each a “**Share**”) to HK\$40,000,000 divided into 4,000,000,000 Shares of HK\$0.01 each by the creation of an additional 2,500,000,000 Shares of HK0.01 each (the “**Increase in Authorised Share Capital**”); and
- (b) any director(s) of the Company be and is hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable to implement and/or effect the Increase in Authorised Share Capital.”

2. **“THAT**, subject to and conditional on the passing of ordinary resolution no. 1,
- (a) the subscription agreement (the **“Subscription Agreement”**) dated 15 March 2017 entered into among (i) the Company, (ii) Sanju Environmental Protection (Hong Kong) Limited, (the **“Subscriber A”**) and (iii) Golden Talent (HK) Technology Co., Limited (the **“Subscriber B”**, together with Subscriber A, the **“Subscribers”**) in relation to the subscription (the **“Subscription”**) of an aggregate of 803,562,111 new shares of the Company (the **“Subscription Shares”**) at the subscription price of HK\$1.20 each (a copy of the Subscription Agreement is tabled at the Meeting and marked “A” and initiated by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
  - (b) the director(s) of the Company (the **“Director(s)”**) be and are hereby granted a Specific Mandate to exercise the powers of the Company and authorised to allot and issue the Subscription Shares to the Subscribers pursuant to the Subscription Agreement, such Subscription Shares shall rank equally in all respects among themselves and with all fully paid Shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;
  - (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.
3. **“THAT**, subject to the passing of ordinary resolutions no. 2, and subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director) and any conditions that may be imposed thereon, the waiver of the obligation on the part of the Subscribers to make a mandatory general offer to shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by them which might otherwise arise as a result of the Subscribers subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Code on Takeovers and Mergers (the **“Whitewash Waiver”**) be and is hereby approved, and that any one or

more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

By order of the Board  
**Jutal Offshore Oil Services Limited**  
**Cao Yunsheng**  
*Executive Director*

Hong Kong, 11 May 2017

*As at the date of this announcement, the executive Directors are Mr. Wang Lishan (Chairman), Mr. Cao Yunsheng, Mr. Tang Hui and Mr. Li Jing; and the independent non-executive Directors are Mr. Su Yang, Mr. Xiang Qiang and Mr. Qi Daqing.*

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were 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.
3. The Register of Members will be closed from 24 May 2017 to 26 May 2017 (both days inclusive). In order to be qualified for attending to vote during the Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. 23 May 2017.
4. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the appointed time for holding the meeting or any adjourned meeting.
5. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.