
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SkyOcean International Holdings Limited, you should at once hand this circular and the accompanying form of proxy and the 2015 Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SKYOCEAN INTERNATIONAL HOLDINGS LIMITED

天洋國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 593)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of SkyOcean International Holdings Limited (the “Company”) to be held at Plaza 1-2, Lower lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting or any adjournment thereof if they so wish.

29 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	annual general meeting of the Company to be held at Plaza 1-2, Lower lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m. or any adjournment thereof
“Board”	board of Directors
“Bye-laws”	bye-laws of the Company
“Company”	SkyOcean International Holdings Limited, a company incorporated in Bermuda with limited liability, with its securities listed on the main board of the Stock Exchange (Stock Code: 593)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Share Buy-backs Code”	Hong Kong Code on Share Buy-backs
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“Warrant(s)”	warrant(s) of the Company entitling the holders thereof to subscribe at any time during the period from 4 March 2011 to 4 March 2016 (both days inclusive) for fully paid Shares at an adjusted subscription price of HK\$4.95 per Share in cash (subject to further adjustments)
“2015 Annual Report”	annual report of the Company for the year ended 31 December 2015
“%”	per cent.

LETTER FROM THE BOARD

SKYOCEAN INTERNATIONAL HOLDINGS LIMITED

天洋國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 593)

Executive Directors:

Zhou Zheng (*Chairman and Chief Executive Officer*)

Liu Li

Yang Hongguang

Chan Tak Kwong

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors:

Li Chak Hung

Meng Xiaosu

Yang Buting

Zhao Daxin

Head Office and

Principal Place of Business:

Unit 1101-12

Sun Hung Kai Centre

30 Harbour Road

Wanchai, Hong Kong

29 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of Directors; and (ii) the granting to the Directors of general mandates to issue and repurchase securities of the Company up to 20% and 10% respectively of the aggregate nominal amount of the Company's securities as at the date of the passing of such resolutions.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of eight (8) Directors, namely Messrs. Zhou Zheng, Liu Li, Yang Hongguang, Chan Tak Kwong, Li Chak Hung, Meng Xiaosu, Yang Buting and Zhao Daxin.

LETTER FROM THE BOARD

Pursuant to Bye-laws 87(1) and (2) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three (3) years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Pursuant to Bye-law 86(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.

Pursuant to Bye-laws 87(1) and (2) of the Bye-laws, Messrs. Chan Tak Kwong, Li Chak Hung and Dr. Meng Xiaosu shall retire from office by rotation at the AGM. All the retiring Directors are eligible and offer themselves for re-election at the AGM.

Bye-law 88 of the Bye-laws provides that no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting, unless no earlier than the day after despatch of the notice of the general meeting appointed for such election and not less than seven (7) days before the date appointed for such general meeting there shall have been lodged at the head office and principal place of business of the Company a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice in writing of his intention to propose such person for election as a Director and the notice in writing executed by the nominee of his willingness to be elected must be validly served at the head office and principal place of business of the Company at Unit 1101-12, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on or before Wednesday, 25 May 2016.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

LETTER FROM THE BOARD

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the annual general meeting of the Company held on 12 June 2015, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to allot, issue or otherwise deal with additional securities of the Company up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at that date (“Existing Issue Mandate”), being 45,080,048 Shares; and (ii) to repurchase Shares and outstanding Warrants up to 10% of the aggregate nominal amount of the share capital and 10% of the outstanding Warrants of the Company in issue as at that date (“Existing Repurchase Mandate”), being 22,540,024 Shares and 1,868,688 units of Warrants.

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate increase the flexibility in dealing of the Company’s affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall continue to be adopted by the Company.

New general mandates to allot, issue or otherwise deal with additional securities of the Company up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution as set out in Resolution No. 4(A) of the notice of AGM will be proposed at the AGM. Subject to the passing of the resolution granting the proposed mandate to issue securities of the Company and on the basis that no further securities are issued or repurchased before the AGM, the Company will be allowed under such mandate to issue a maximum of 52,442,347 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date. In addition, a new general mandate to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution (“Securities Repurchase Mandate”) as set out in Resolution No. 4(B) of the notice of AGM will also be proposed at the AGM. A resolution authorising the extension of the general mandate to the Directors to issue securities of the Company to include the aggregate nominal amount of such securities of the Company repurchased (if any) under the Securities Repurchase Mandate is to be proposed as Resolution No. 4(C) of the notice of AGM at the AGM.

With reference to the proposed new general mandates, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new securities of the Company pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 4(B) to be proposed at the AGM in relation to the proposed Securities Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

The notice of AGM to be held at Plaza 1-2, Lower lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A copy of the 2015 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, inter alia, the re-election of the Directors and the general mandates to issue and repurchase securities of the Company will be proposed at the AGM.

Pursuant to rule 13.39(4) of the Listing Rules and Bye-law 66 of the Bye-laws, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of the AGM will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the grant of general mandates to issue and repurchase securities of the Company, and to add the aggregate nominal amount of securities of the Company that may be repurchased to the aggregate nominal amount of the securities of the Company that may be allotted pursuant to the general mandate to issue securities of the Company are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
SKYOCEAN INTERNATIONAL HOLDINGS LIMITED
Zhou Zheng
Chairman

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

Mr. Chan Tak Kwong

Mr. Chan Tak Kwong, aged 45, was appointed as an Executive Director and Chief Financial Officer of the Company since January 2014 and March 2016 respectively and served as Company Secretary of the Company from January 2014 to January 2016. Mr. Chan also serves as a director of several subsidiaries of the Company. He has more than 20-year experience in financial management, financial audit, group reorganisation, and merger & acquisition. He joined SkyOcean Group Holdings Co., Ltd. (天洋控股集團有限公司) in July 2013 and is currently the financial controller of the operation center. Prior to that, Mr. Chan mainly worked in Ernst & Young and Deloitte Touche Tohmatsu from 1994 to 2013. Mr. Chan holds a Bachelor's Degree in Accountancy from the City University of Hong Kong and is a member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales.

Mr. Chan did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years and he does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Chan has been appointed for a specific term until 5 January 2017, but he will be subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Bye-laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Chan is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Chan does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no other information in relation to Mr. Chan that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Li Chak Hung

Mr. Li Chak Hung, aged 51, was appointed as an Independent Non-Executive Director of the Company in October 2004. He is currently the chairman of the audit committee and remuneration committee and a member of the nomination committee of the Board. He holds a Bachelor's Degree of Business Administration and is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of The Taxation Institute of Hong Kong. He has over 20 years' experience in auditing, accounting and financial management.

Mr. Li was also an independent non-executive director of Alibaba Pictures Group Limited (formerly known as China Vision Media Group Limited) until 27 June 2014. Save as disclosed above, Mr. Li did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Mr. Li has been appointed for a specific term until 31 December 2016, but he will be subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Bye-laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Li is entitled to a director's fee of HK\$145,000 per annum which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Li does not have any relationship with any Director, senior management, substantial or controlling shareholders of the Company. He does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company. Mr. Li has given an annual confirmation of his independence to the Company, has been assessed as independent by the nomination committee of the Board and is considered by the Board to be independent.

Save as disclosed above, there is no other information in relation to Mr. Li that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Dr. Meng Xiaosu

Dr. Meng Xiaosu, aged 66, was appointed as an Independent Non-Executive Director of the Company in March 2014. He is currently a member of each of the audit committee, remuneration committee and nomination committee of the Board. He holds a Ph.D. degree in economics from Peking University and was employed as a part-time professor at various universities, including Peking University, Renmin University of China, Ningbo University and China University of Political Science and Law. Dr. Meng received a special subsidy in recognition of his academic achievement in business administration as "An Outstanding Expert" by the State Council of China in 2005.

Dr. Meng is currently a consultant of China National Real Estate Development Group Corporation ("CRED") (中國房地產開發集團公司理事長), a company established in the PRC, the chairman of Huili Investment Fund Management Company Limited (匯力投資基金管理有限公司董事長), an investment fund management firm established in the PRC specialising in real estate development, and the chairman of the supervisory board of Happy Life Insurance Co., Ltd. (幸福人壽保險股份有限公司監事會主席), an insurance company established in the PRC. Dr. Meng worked in CRED from 1992 to 2006, where he held various positions including general manager, party secretary, president and chairman of the board.

Dr. Meng did not hold any other directorship in any listed public companies in Hong Kong or overseas during the past three years and he does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

Dr. Meng has been appointed for a specific term until 6 March 2017, but he will be subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Bye-laws or any other applicable laws from time to time whereby he shall vacate his office. Dr. Meng is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

As at the Latest Practicable Date, Dr. Meng does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company. Dr. Meng has given an annual confirmation of his independence to the Company, has been assessed as independent by the nomination committee of the Board and is considered by the Board to be independent.

Save as disclosed above, there is no other information in relation to Dr. Meng that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Securities Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$26,221,173.90 divided into 262,211,739 Shares.

Subject to the passing of the resolution granting the proposed mandate to repurchase securities of the Company and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 26,221,173 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase securities of the Company on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the securities of the Company can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2015, being the date to which the latest published audited consolidated financial statements of the Company were made up, if the general mandate to repurchase securities of the Company were to be exercised in full at the currently prevailing market value, it may not have an adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the mandate to repurchase securities of the Company to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited consolidated financial statements of the Company or the gearing level, which in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Securities Repurchase Mandate would be financed out of funds legally available for such purpose in accordance with the Company's Memorandum of Association and Bye-laws and the applicable laws of Bermuda and the Listing Rules.

EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACKS CODE

Upon the exercise of the power to repurchase Shares pursuant to the Securities Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

Name of Shareholders	Number of Shares held	Approximate % of the issued share capital	Note	Approximate % of the issued share capital should the Securities Repurchase Mandate be exercised in full
Knowledge Silicon Valley Limited	182,903,181	69.75	1	77.50
Sheng Bang Holdings Limited	182,903,181	69.75	1	77.50
Zhou Zheng	182,903,181	69.75	1	77.50

Note:

- The figure refers to the same interests held by SkyOcean Investment Holdings Limited, a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited is owned as to 80% by Sheng Bang Holdings Limited, which in turn is wholly-owned by Mr. Zhou Zheng.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Securities Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of SkyOcean Investment Holdings Limited, Knowledge Silicon Valley Limited, Sheng Bang Holdings Limited and Zhou Zheng will be increased to approximately 77.50% of the total issued share capital of the Company. To the best of the knowledge and belief of the Directors, such increase in the interests of SkyOcean Investment Holdings Limited, Knowledge Silicon Valley Limited, Sheng Bang Holdings Limited and Zhou Zheng will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code, and the amount of Shares held by the public will be reduced to less than 25% of the total issued share capital of the Company. The Directors have no present intention to repurchase Shares to the extent that it will result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company if the Securities Repurchase Mandate is approved at the AGM.

REPURCHASE OF SECURITIES OF THE COMPANY

The Company did not purchase any securities of the Company on the Stock Exchange during the six months immediately preceding the Latest Practicable Date (i.e. 22 October 2015 to 22 April 2016).

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) have any present intention to sell any securities to the Company or its subsidiaries.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any securities of the Company to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of the securities of the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Securities Repurchase Mandate to repurchase any securities of the Company in accordance with the Listing Rules and the applicable laws of Bermuda.

PRICE OF SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in the last twelve months:

	Shares	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
2015		
April	8.60	6.00
May	9.50	7.61
June	12.46	8.64
July	12.40	7.67
August	12.30	9.72
September	11.96	10.12
October	11.90	10.20
November	11.36	9.10
December	11.20	8.98
2016		
January	10.20	8.20
February	9.20	8.24
March	9.00	8.10
April (up to the Latest Practicable Date)	8.94	8.30

NOTICE OF AGM

SKYOCEAN INTERNATIONAL HOLDINGS LIMITED

天洋國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 593)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Meeting”) of SkyOcean International Holdings Limited (“Company”) will be held at Plaza 1-2, Lower lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 June 2016 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2015.
2. (A) To re-elect Mr. Chan Tak Kwong as executive director of the Company.

(B) To re-elect Mr. Li Chak Hung as independent non-executive director of the Company.

(C) To re-elect Dr. Meng Xiaosu as independent non-executive director of the Company.

(D) To authorise the Board of Directors to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- (A) **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the bye-laws of the Company from time to time;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 laws of Bermuda and other relevant jurisdiction to be held; and

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- (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

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors 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 as at that date (subject to such exclusion or other arrangements as the Directors 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, any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 laws of Bermuda or other relevant jurisdiction to be held; and
- (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.”

(C) “**THAT** conditional upon the passing of Resolution Nos. 4(A) and 4(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 4(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the authority granted pursuant to Resolution No. 4(B) as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board
SKYOCEAN INTERNATIONAL HOLDINGS LIMITED
Sze Wing Kin, Pierre
Company Secretary

Hong Kong, 29 April 2016

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and
Principal Place of Business:*
Unit 1101-12
Sun Hung Kai Centre
30 Harbour Road
Wan Chai, Hong Kong

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Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
5. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 31 May 2016 to Thursday, 2 June 2016 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 May 2016.
7. In respect of Resolution No. 4(A) above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the issued share capital of the Company at the date of the passing of the resolution.
8. The general purpose of the authority to be conferred on the Directors by Resolution No. 4(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase securities of the Company representing up to a maximum of 10% of the securities of the Company at the date of the passing of the resolution on the Stock Exchange.