

---

**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 a 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 South Sea Petroleum Holdings Limited or both, you should at once hand this circular together with the enclosed form of proxy (for Shareholders only) to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**PROPOSED APPOINTMENT OF AUDITORS**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening an Extraordinary General Meeting of South Sea Petroleum Holdings Limited to be held Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong on 9 November 2018 at 11:15 a.m. (or immediately after the extraordinary general meeting to be held at 11:00 a.m.) (the "Meeting") is set out on page 4 of this circular. Whether or not you are able to attend the Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, 46/F., 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 you from attending and voting in person at the Meeting or any adjourned meeting if you so desire.

23 October 2018

---

## CONTENTS

---

	<i>Page</i>
<b>Responsibility Statement</b> .....	ii
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of EGM</b> .....	4

---

## **RESPONSIBILITY STATEMENT**

---

This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

---

## DEFINITIONS

---

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

“Board/Directors”	the board of directors of South Sea Petroleum Holdings Limited
“Company”	South Sea Petroleum Holdings Limited, a company incorporated in Hong Kong with limited liability and the securities of which are listed on the Stock Exchange
“EGM”	an extraordinary general meeting to be held to seek the Shareholders’ approval of the Proposed Appointment
“Proposed Appointment”	propose to the Shareholders to appoint Elite Partners CPA Limited as new auditors of the Company to fill the casual vacancy and to hold office until the conclusion of the next annual general meeting of the Company
“Shareholder(s)”	holder(s) of the existing shares of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited



**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)**

*Executive Directors:*

Mr. Feng Zhong Yun (*Managing Director*)

Ms. Zhang Xue

*Independent Non-Executive Directors:*

Mr. Han Zhi Jun (*Vice-Chairman*)

Mr. Lu Ren Jie

Mr. Chai Woon Chew

Mr. Ng Lai Po

*Registered Office:*

Unit 1002, 10/F

Euro Trade Centre

21-23 Des Voeux Road

Central

Hong Kong

23 October 2018

*To the Shareholders*

Dear Sir or Madam,

Reference is made to the announcement dated 16 October 2018 in relation to the Proposed Appointment.

The purpose of this circular is to provide you with information in relation the Proposed Appointment and to seek approval from the Shareholders to approve the Proposed Appointment.

**(1) THE PROPOSED APPOINTMENT**

Reference is made to the announcement dated 16 May 2018 in relation to the resignation of UC CPA (Practising) Limited (“UC CPA”) as auditors of the Company. UC CPA has confirmed that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company.

As recommended by the audit committee of the Company, the Board proposes to appoint Elite Partners CPA Limited as new auditors of the Company to fill the casual vacancy and to hold office until the conclusion of the next annual general meeting of the Company.

---

## LETTER FROM THE BOARD

---

### Information of the Company

The Company, through its subsidiaries, is primarily engaged in production and trading of minerals, primarily graphite, worldwide; provision of electronic manufacturing services in the United Kingdom, and development of cultural industrial business.

### (2) EGM

The notice of EGM is set out on page 4 of this circular. There is a form of proxy for use at the EGM accompanying this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company on the results of the EGM.

### (3) RECOMMENDATION

The Directors consider that the Proposed Appointment is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution at the EGM.

For and on behalf of  
**South Sea Petroleum Holdings Limited**  
**Feng Zhong Yun**  
*Managing Director*

---

## NOTICE OF EGM

---



### 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 IS HEREBY GIVEN** that an extraordinary general meeting of South Sea Petroleum Holdings Limited (the “Company”) will be held at Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong on 9 November 2018 at 11:15 a.m. (or immediately after the extraordinary general meeting to be held at 11:00 a.m.) for the purpose of considering and if thought fit, passing, with or without modifications, the following resolution which will be proposed as ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** Elite Partners CPA Limited be and are hereby appointed as auditors of the Company to fill the vacancy created by the resignation of UC CPA (Practising) Limited and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorized to fix their remuneration.”

By Order of the Board of  
**South Sea Petroleum Holdings Limited**  
**Vivian Lam**  
*Company Secretary*

Hong Kong, 23 October 2018

*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.