
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in New Times Energy Corporation Limited, you should at once hand this circular and the accompanying forms of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



NEW TIMES ENERGY CORPORATION LIMITED

新時代能源有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00166)

**PROPOSED SHARE CONSOLIDATION
AND
PROPOSED CAPITAL REDUCTION
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting to be held at Crown Room, 8/F, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 18 November 2011 at 11:00 a.m. is set out on pages 12 to 14 of this circular. Whether or not you are able to attend the special general meeting, you are strongly urged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and to lodge them with the branch share registrars of the Company, Tricor Tengis Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the special general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	5
NOTICE OF THE SGM	12

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 13 October 2011 in relation to the 1) proposed Share Consolidation; and 2) proposed Capital Reduction
“Board”	the board of Directors
“Capital Reduction”	the proposed cancellation of the fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation and the proposed reduction of the nominal value of the Consolidated Shares from HK\$2.00 each to HK\$0.50 by cancelling the paid up capital to the extent of HK\$1.50 on each of the issued Consolidated Shares
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CN Holder(s)”	holder(s) of the Convertible Notes
“Company”	New Times Energy Corporation Limited, a company incorporated in Bermuda, the shares of which are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$2.00 each in the capital of the Company immediately after the Share Consolidation becoming effective
“Convertible Notes”	the convertible redeemable notes issued by the Company in the aggregate principal amount of HK\$160,000,000.00 maturing on 9 February 2012, of which HK\$10,000,000.00 are still outstanding as at the Latest Practicable Date
“Directors”	the directors of the Company from time to time
“Existing Share Certificate(s)”	certificates for the Existing Shares in blue color
“Existing Shares”	issued shares of HK\$0.10 each of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 October 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	share(s) of HK\$0.50 each in the share capital of the Company upon the Share Consolidation and Capital Reduction becoming effective
“New Share Certificate(s)”	certificates for the New Shares in purple color
“Registrar”	the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26/F Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong
“SGM”	a special general meeting of the Company to be held for the purpose of approving, among other things, the special resolution in relation to the Share Consolidation and Capital Reduction
“Share Consolidation”	the consolidation of every twenty (20) issued and unissued Existing Shares of HK\$0.10 each in the share capital of the Company into one (1) Consolidated Share of HK\$2.00
“Shareholders”	the holder(s) of Existing Shares, Consolidated Shares or New Shares (as the case may be)
“Share Options”	the share options granted under the share option schemes of the Company approved and adopted by the Company at the special general meeting of the Company held on 30 August 2002 and the annual general meeting of the Company held on 17 May 2011 respectively
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation and Capital Reduction.

Despatch of the this circular regarding the proposed Share

Consolidation and Capital Reduction. Monday, 24 October 2011

Publication of the notice of SGM Monday, 24 October 2011

Latest time for lodging the form of proxy for the SGM. 11:00 a.m. on Wednesday,
16 November 2011

Date of SGM 11:00 a.m. on Friday,
18 November 2011

Publication of SGM results announcement Friday, 18 November 2011

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and Capital Reduction, the dates are therefore tentative:

Effective date of the Share Consolidation
and Capital Reduction. 9:00 a.m. on Monday,
21 November 2011

Commencement of dealings in New Shares Monday, 21 November 2011

Original counter for trading in Existing Shares in board
lots of 2,000 Existing Shares (in the form of
Existing Share Certificates) closes 9:00 a.m. on Monday,
21 November 2011

Temporary counter for trading in New Shares in board
lots of 100 New Shares (in the form of Existing
Share Certificates) opens 9:00 a.m. on Monday,
21 November 2011

First day of free exchange of Existing Share Certificates
for New Shares Certificates Monday, 21 November 2011

First day of operation of odd lot trading facility Monday, 5 December 2011

Original counter for trading in New Shares in board
lots of 2,000 New Shares (in the form of New Share
Certificates) reopens 9:00 a.m. on Monday,
5 December 2011

Parallel trading in New Shares (in the form of New
Share Certificates and Existing Share Certificates)
commences 9:00 p.m. on Monday,
5 December 2011

EXPECTED TIMETABLE

Temporary counter for trading in New Shares in board

lots of 100 New Shares (in the form of Existing

Share Certificates) closes. 4:00 p.m. on Friday,
23 December 2011

Parallel trading in New Shares (in the form of New Share

Certificates and Existing Share Certificates) ends 4:00 p.m. on Friday,
23 December 2011

Last day of operation of odd lot trading facility. 4:00p.m. on Friday,
23 December 2011

Last day for free exchange of Existing Share Certificates

for New Share Certificates. Thursday,
29 December 2011

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above depend on the results of the SGM and are therefore for indicative purpose only. An announcement will be made regarding any changes to the expected timetable as and when appropriate.



NEW TIMES ENERGY CORPORATION LIMITED

新時代能源有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00166)

Executive Directors:

Mr. Cheng Kam Chiu, Stewart
Mr. Cheng Ming Kit

Non-executive Directors:

Mr. Wong Man Kong, Peter
Mr. Chan Chi Yuen

Independent non-executive Directors:

Mr. Fung Chi Kin
Mr. Fung Siu To, Clement
Mr. Chiu Wai On

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 1007-8, 10/F, New World Tower 1
18 Queen's Road Central
Central
Hong Kong

24 October 2011

To the Shareholders, and for information only, CN Holders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION
AND
PROPOSED CAPITAL REDUCTION**

INTRODUCTION

On 13 October 2011, the Company announced that, among other things,

- (1) the Company proposed to implement the Share Consolidation of every twenty (20) issued and unissued Existing Shares of HK\$0.10 each in the share capital of the Company into one (1) Consolidated Share of HK\$2.00;
- (2) the Company proposed to implement the Capital Reduction involving the cancellation of the fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation and reduction of the existing share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$1.50 on each of the issued Consolidated Shares so that the nominal value of each Consolidated Share will be reduced from HK\$2.00 to HK\$0.50.

* For identification purpose only

LETTER FROM THE BOARD

The purposes of this circular is to provide the Shareholders with information regarding (1) further details about (i) the Share Consolidation; (ii) the Capital Reduction; and (2) the notice of the SGM.

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation of every twenty (20) issued and unissued Existing Shares of HK\$0.10 each in the share capital of the Company into one (1) Consolidated Share of HK\$2.00. The Share Consolidation will become effective upon the fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Consolidation and Capital Reduction” below.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$2,000,000,000.00 divided into 20,000,000,000 Existing Shares of HK\$0.10 each, of which 9,089,241,759 Existing Shares have been issued and are fully paid. On the basis of such issued share capital, there will be 454,462,087 whole Consolidated Shares in issue immediately upon the Share Consolidation becoming effective (assuming that no further Existing Shares are issued or repurchased by the Company from the Latest Practicable Date to the effective date of the Share Consolidation).

Fractional Consolidated Shares will not be allocated to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company or otherwise be dealt with in any manner as the Directors consider appropriate. The Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights or proportionate interests of the Shareholders.

The board lot size for trading of the Consolidated Shares on the Stock Exchange will remain unchanged at 2,000 Consolidated Shares upon the Share Consolidation becoming effective.

Implementation of the Share Consolidation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses.

Reasons for the Share Consolidation

The proposed Share Consolidation will increase the nominal value of the Existing Shares and reduce the total number of Existing Shares currently in issue. It is expected to bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction costs for dealing in the Consolidated Shares. Accordingly, the Directors are of the view that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

PROPOSED CAPITAL REDUCTION

The Company proposes to implement the Capital Reduction involving the reduction of the existing share capital of the Company through a cancellation of the fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation and the paid-up capital of the Company to the extent of HK\$1.50 on each of the Consolidated Shares so that the nominal value of each Consolidated Share will be reduced from HK\$2.00 to HK\$0.50 and a sub-division of each unissued Consolidated Share into four (4) New Shares of HK\$0.50 each.

After Capital Reduction, the authorised share capital of the Company shall be HK\$2,000,000,000.00 divided into 4,000,000,000 New Shares of HK\$0.50 each.

The Capital Reduction will become effective upon the fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Consolidation and Capital Reduction” below.

Effect of the Capital Reduction

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$2,000,000,000.00 divided into 20,000,000,000 Existing Shares of HK\$0.10 each, of which 9,089,241,759 Existing Shares have been issued and are fully paid. Upon the approval of the Share Consolidation and Capital Reduction becoming effective, the authorised share capital of the Company will be HK\$2,000,000,000.00 divided into 4,000,000,000 New Shares of HK\$0.50 each, of which 454,462,087 whole Consolidated Shares of HK\$0.50 each will be in issue.

On the assumption that no further Existing Shares will be issued or repurchased by the Company after the date of the Latest Practicable Date, the nominal value of the issued share capital of the Company immediately before the Capital Reduction becoming effective will be approximately HK\$908,924,175.90. As a result a credit of approximately HK\$681,693,132.40 will arise as a result of the Capital Reduction. Such credit will be applied by the Directors to set off against the accumulated losses of the Company and the balance (if any) will be transferred to a distributable reserve called the contributed surplus account of the Company. The accumulated losses of the Company were approximately HK\$236,946,000.00 as shown in the audited financial statements of the Company for the year ended 31 December 2010.

Implementation of the Capital Reduction will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Directors believe that the Capital Reduction will not have any adverse effect on the financial position of the Company and its subsidiaries and the Directors believe that on the date the Capital Reduction is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reduction and, except for the expenses involved in relation to the Capital Reduction which is expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Capital Reduction becoming effective. The Capital Reduction does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid up capital of the Company. The Capital Reduction will not result in any change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Share Consolidation and Capital Reduction become effective, the share capital structure of the Company will be as follows:

	As at the Latest Practicable Date	Upon the Share Consolidation and Capital Reduction becoming effective
Amount of authorised share capital	HK\$2,000,000,000.00	HK\$2,000,000,000.00
Par value	HK\$0.10	HK\$0.50 per New Share
Number of authorised shares	20,000,000,000	4,000,000,000
Amount of issued share capital	HK\$908,924,175.90	HK\$227,231,043.50
Number of issued shares	9,089,241,759	454,462,087 New Shares
Amount of unissued share capital	HK\$1,091,075,824.10	HK\$1,772,768,956.50
Number of unissued shares	10,910,758,241	3,545,537,913 New Shares

The resulting New Shares of nominal value of HK\$0.50 each will rank *pari passu* in all respects with each other in accordance with the Company's Bye-Laws.

Reason for the Capital Reduction

The Directors consider that the Capital Reduction will give greater flexibility to the Company to raise funds through the issue of new New Shares in the future and the elimination of the Company's accumulated loss will allow greater flexibility for the Company to pay dividends in the future. As such, the Directors are of the view that the Capital Reduction is in the interests of the Company and the Shareholders as a whole.

At this stage, there can be no assurance that a dividend will be declared or paid in future even if the Capital Reduction becomes effective.

CONDITIONS OF THE SHARE CONSOLIDATION AND CAPITAL REDUCTION

The Share Consolidation and Capital Reduction are conditional upon the fulfillment of the following conditions:

- (i) the passing by Shareholders of a special resolution at the SGM by way of poll to approve the Share Consolidation and Capital Reduction;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Share Consolidation and Capital Reduction becoming effective; and

LETTER FROM THE BOARD

- (iii) the compliance with the relevant procedures and requirements under Bermuda law (where applicable) and the Listing Rules to effect the Share Consolidation and Capital Reduction.

Subject to the fulfillment of the above conditions, it is expected that the Share Consolidation and Capital Reduction will become effective on the next business day following the date of passing the special resolution to approve the Share Consolidation and Capital Reduction.

LISTING AND DEALINGS

Application has been made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Share Consolidation and Capital Reduction.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares on Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal is being or is proposed to be sought on other stock exchanges.

FREE EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Consolidation and Capital Reduction becoming effective, Shareholders may, from Monday, 21 November 2011 to Thursday, 29 December 2011 (both dates inclusive), submit Existing Share Certificates for the Existing Shares in board lot of 2,000 Existing Shares, which is blue in color, to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26/F Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong in exchange for the New Share Certificates for the New Shares, at the expense of the Company, which will be purple in color. It is expected that the New Share Certificates will be available to the Shareholders for collection within 10 business days from the date of submission for the exchange. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 or such higher amount as may from time to time be allowed by the Stock Exchange for each Existing Share Certificate of the Existing Shares cancelled or each New Share Certificate to be issued for the New Shares, whichever number of certificates cancelled/issued is higher, payable by the Shareholders to the Registrar of the Company.

Nevertheless, the Existing Shares Certificates will continue to be good evidence of legal title and will be valid for dealings, trading and settlement purpose after the Share Consolidation and Capital Reduction have become effective and may be exchanged for the New Shares Certificates at any time in accordance with the foregoing.

LETTER FROM THE BOARD

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots of the New Shares arising from the Share Consolidation, the Company has appointed Ping An of China Securities (Hong Kong) Company Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares. Holders of odd lots of New Shares who wish to take advantage of this trading facility to dispose of or top up odd lots should contact Ms. Mary Wong at (852) 3762 9619 of Ping An of China Securities (Hong Kong) Company Limited at Suite 2402, 24/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong, during the period from Monday, 5 December 2011 to Friday, 23 December 2011, both days inclusive.

Holders of New Shares in odd lots should note that successful matching of the sale and purchase of odd lots of New Shares will not be guaranteed. Shareholders are advised to consult their professional advisers if they are in doubt about the above arrangement.

ADJUSTMENT IN RELATION TO THE OUTSTANDING CONVERTIBLE NOTES AND SHARE OPTIONS

As a result of the Share Consolidation and Capital Reduction, the conversion price of the Convertible Notes may be adjusted in accordance with the respective terms and conditions of the Convertible Notes and the Listing Rules or guidelines issued by the Stock Exchange from time to time. As at the Latest Practicable Date, there are outstanding principal amount of HK\$10,000,000.00 Convertible Notes and 261,665,000 outstanding Share Options. Save for the aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into shares in the Company.

The Company will instruct its auditors or an independent financial adviser to certify the adjustments, if any, to the conversion price of the Convertible Notes and the outstanding Share Options and will inform the CN Holders and option holder(s) of such adjustments, if any, accordingly.

Further announcements will be made by the Company in respect of such adjustments as and when appropriate.

SGM

A notice of the SGM is set out on pages 12 to 14 of this circular. The SGM will be convened on Friday, 18 November 2011, at Crown Room, 8/F, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Share Consolidation and the Capital Reduction. In accordance with the requirements of the Listing Rules, all votes to be taken at the SGM will be by poll.

The proposed Share Consolidation and the Capital Reduction are subject to the approval of a special resolution passed by the Shareholders. As none of the Shareholders is interested in the proposed increase in the Share Consolidation and the Capital Reduction, no Shareholders is required to abstain from voting at the SGM.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event, not later than 48 hours before the time of the SGM. 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 should you so wish.

RECOMMENDATION

The Directors are of the opinion that the Share Consolidation and the Capital Reduction are in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favor of the special resolution to be proposed at the SGM.

GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (a) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

Yours faithfully,
On behalf of the Board
New Times Energy Corporation Limited
Cheng Kam Chiu, Stewart
Chairman



NEW TIMES ENERGY CORPORATION LIMITED

新時代能源有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 00166)

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of New Times Energy Corporation Limited (the “**Company**”) will be held at Crown Room, 8/F, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 18 November 2011 at 11.00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee (“**Listing Committee**”) of the Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as hereinafter defined) (including the New Shares falling to be issued upon exercise of the conversion rights attaching to the outstanding share options and convertible notes of the Company) and (ii) compliance by the Company with requirements under section 46(2) of the Companies Act 1981 of Bermuda (as amended) to effect the Capital Reduction (as hereinafter defined), with effect from 9:00 a.m. on the business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange) next following the day on which this resolution is passed by shareholders of the Company (the “**Shareholders**”):

- (a) every twenty (20) Existing Shares of HK\$0.10 each in the issued and unissued share capital of the Company be consolidated into one consolidated share of HK\$2.00 (the “**Consolidated Share(s)**”) and the directors of the Company (the “**Directors**”) be authorised to aggregate any fractional Consolidated Shares and sell them for the benefit of the Company and otherwise deal with fractional Consolidated Shares in any manner as they consider appropriate (the “**Share Consolidation**”);
- (b) the fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation be cancelled;
- (c) the paid-up capital of each issued Consolidated Share be reduced from HK\$2.00 to HK\$0.50 by cancelling HK\$1.50 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share be reduced from HK\$2.00 to HK\$0.50 so as to form a new share with nominal value of HK\$0.50 (the “**New Share**”) (together with subparagraph (b) above, the “**Capital Reduction**”);

* For identification purpose only

NOTICE OF THE SGM

- (d) each of the authorised but unissued Consolidated Shares of HK\$2.00 each (including the unissued Consolidated Shares created as a result of the Capital Reduction) be sub-divided into four (4) New Shares of HK\$0.50 each (such that the authorised share capital of the Company will be HK\$2,000,000,000.00 divided into 4,000,000,000 shares of HK\$0.50 each);
- (e) the credit arising from the Capital Reduction be applied to set off against the accumulated losses of the Company and the balance (if any) be transferred to the contributed surplus account of the Company and the Directors be and are hereby authorised to apply the amount in the contributed surplus account in any manner permitted by the laws of Bermuda and the bye-laws of the Company; and
- (f) the Directors be and are hereby authorised to do all acts, deeds and things and to sign and to affix the common seal in accordance with the bye-laws of the Company on all documents as they may, in their absolute discretion, deem necessary, desirable or expedient to give effect and implement this resolution.”

Yours faithfully,
For and on behalf of
New Times Energy Corporation Limited
Cheng Kam Chiu, Stewart
Chairman

Hong Kong, 24 October 2011

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business:

Room 1007-8, 10/F, New World Tower 1
18 Queen's Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company, any one such person may vote at the meeting, either personally or by proxy, in respect of such shares 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 shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrars, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF THE SGM

4. A form of proxy for use at the meeting is being despatched to the Shareholders of the Company together with a copy of this notice.

As at the date of this notice, the board of Directors comprises seven Directors, of which two are executive Directors, namely Mr. Cheng Kam Chiu, Stewart and Mr. Cheng Ming Kit; two non-executive Directors, namely Mr. Wong Man Kong, Peter and Mr. Chan Chi Yuen; and three independent non-executive Directors, namely Mr. Fung Chi Kin, Mr. Fung Siu To, Clement and Mr. Chiu Wai On.