NEW TIMES ENERGY CORPORATION LIMITED

新時代能源有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 166)

DISCLOSEABLE TRANSACTION
FARM-IN ARRANGEMENT
IN RESPECT OF
THE CHIRETE BLOCK IN THE PROVINCE OF SALTA, ARGENTINA
AND RESUMPTION OF TRADING

ACCEPTANCE OF THE FARM-IN OFFER

The Board is pleased to announce that on 15 April 2015 (Hong Kong time), PESA accepted the Farm-in Offer from High Luck pursuant to which High Luck has conditionally agreed to acquire, and PESA has conditionally agreed to dispose of, 50% of the Participating Interest in the Chirete Block in consideration of High Luck performing, or causing to perform, the drilling, logging, testing and completion of an Exploration Well pursuant to the terms of the Contract and the Joint Operation Agreement, and paying all of the costs to be incurred in respect thereof in the amount of approximately US$8 million (equivalent to approximately HK$62 million).

The transfer of 50% of the Participating Interest under the Farm-in Arrangement is subject to the conditions precedent set out below.

LISTING RULES IMPLICATIONS

Since one of the applicable percentage ratios is more than 5% but all of which are less than 25%, the Farm-in Arrangement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements thereunder.

* *For identification purpose only*

INTRODUCTION

The Board is pleased to announce that on 15 April 2015 (Hong Kong time), PESA accepted the Farm-in Offer from High Luck, pursuant to which High Luck has conditionally agreed to acquire, and PESA has conditionally agreed to dispose of, 50% of the Participating Interest in the Chirete Block in consideration of High Luck performing, or causing to perform, the drilling, logging, testing and completion of an Exploration Well pursuant to the terms of the Contract and the Joint Operation Agreement, and paying all of the costs to be incurred in respect thereof in the amount of approximately US$8 million (equivalent to approximately HK$62 million).

This announcement is also made pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

ACCEPTANCE OF THE FARM-IN OFFER

Parties: (a) High Luck (as farmee)

(b) PESA (as farmor)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, PESA and its ultimate beneficial owners are Independent Third Parties.

PESA accepted the Farm-in Offer from High Luck on 15 April 2015 (Hong Kong time).

Subject matter

Pursuant to the Farm-in Offer accepted by PESA, High Luck has conditionally agreed to acquire, and PESA has conditionally agreed to dispose of, 50% of the Participating Interest in the Chirete Block.

The Chirete Block comprises an area of approximately 1,793 square kilometers located in the province of Salta, Argentina. As at the date of this announcement, PESA is the holder of the exploration permit for a term of two years commencing on 17 November 2013 in connection with the exploration, development and production of hydrocarbons (including crude oil and natural gas) in the Chirete Block and is the sole owner of the Participating Interest. The Chirete Block is currently in its second exploration period and during which at least one Exploration Well is required to be drilled pursuant to the Contract.

Consideration

In consideration of the transfer of 50% of the Participating Interest in the Chirete Block from PESA to High Luck, High Luck shall perform, or cause to perform, the drilling, logging, testing and completion of an Exploration Well of a depth of approximately 2,900 metres at a location designated by PESA pursuant to the terms of the Contract and the Joint Operation Agreement, and pay all of the costs to be incurred in respect thereof in the amount of approximately US$8 million (equivalent to approximately HK$62 million) (the "**Consideration**").

The Consideration has been determined after arm's length negotiations between High Luck and PESA on the basis of the estimated drilling costs of the relevant Exploration Well, the potential capital expenditure and the prospects of the Chirete Block, as well as the future price trends of the relevant hydrocarbon resources.

The Consideration is expected to be funded out of the Group's internal financial resources.

Conditions precedent

Completion of the above transfer of 50% of the Participating Interest is conditional upon the satisfaction of the following conditions (the "**Conditions Precedent**"):

(a) PESA obtaining from the relevant governmental authority a one year extension to the second exploration period as stipulated in the Contract; and

(b) a written approval having been obtained from the relevant governmental authority in respect of the transfer of 50% of the Participating Interest from PESA to High Luck.

Other terms

Upon the Conditions Precedent having been fulfilled, a joint operation agreement (the "**Joint Operation Agreement**") will be entered into between High Luck and PESA which will contain further and detailed terms in respect of the collaboration between High Luck and PESA in respect of the exploration, development and production of hydrocarbons in the Chirete Block, pursuant to which, among others:

(a) an operating committee (the "**Operating Committee**") will be established which function shall be to provide overall supervision and direction over the operations concerning the Chirete Block, and that each of High Luck and PESA will be entitled to appoint one representative to the Operating Committee;

(b) High Luck will be in charge of the operations of the Chirete Block in respect of its exploration, development and production to the extent permitted by the Contract, including but not limited to the right to employ relevant employees and contractors for the purpose of carrying out such operations;

(c) the relevant profits derived from the sale of hydrocarbons produced from the Chirete Block (if any) shall be allocated to High Luck and PESA on a 50:50 apportionment basis, which is pro-rata to the proportion of Participating Interest held by each such party; and

(d) subject to the commencement of commercial production of the Chirete Block, High Luck shall, in consideration of the historical costs already incurred by PESA in respect of the development of the Chirete Block, pay 10% of its proportion of net production generating from the Chirete Block to PESA up to a maximum aggregate amount of US$10 million.

In case of a discovery of an accumulation of hydrocarbons which the Operating Committee considers to be sufficient to form a basis to apply for an authorisation from the relevant governmental authorities to commence exploitation, a development well will be drilled for the purpose of attaining production of hydrocarbons from the Chirete Block and in turn the commencement of commercial production of the Chirete Block as mentioned in paragraph (d) above. The Company will comply with all necessary requirements under the Listing Rules in relation to any further capital commitment required to be made by the Company (if any) in respect of such drilling of the development well and will issue further announcement(s) as and when appropriate.

INFORMATION ON PESA

PESA is an integrated energy company incorporated in Argentina. Insofar as the Company is aware, PESA has operations in the entire oil and gas productive chain and in the production of biofuels and of other alternative energy sources.

INFORMATION ON THE COMPANY AND HIGH LUCK

The Company is incorporated in Bermuda with limited liability. The principal activity of the Company is investment holding and its subsidiaries are mainly engaged in (i) trading of oil products; and (ii) exploration, exploitation, production and sale of natural resources.

High Luck is a branch established in Argentina under High Luck Group Limited, a company incorporated in the British Virgin Islands with limited liability and is an indirect wholly-owned subsidiary of the Company. The principal activity of High Luck is the exploration and production of oil and gas in Argentina. High Luck is also the operator of all the oilfields in which it has participation rights.

REASONS FOR AND BENEFITS OF THE FARM-IN ARRANGEMENT

With a view to enhancing the investment return of the Group and the Shareholders as a whole, the Group has been actively exploring opportunities to expand its business on the exploration and production of oil and gas resources.

The Company believes that the Farm-in Arrangement will enable the Company to gain a better understanding and knowledge of the local geology in Argentina and therefore generate a synergy that will benefit the Company during the exploration stage not only in the Chirete Block but also in the other exploration blocks that the Company has in the northwestern basin of Argentina.

On the basis of the foregoing, the Board considers that the terms of the Farm-in Arrangement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Since one of the applicable percentage ratios is more than 5% but all of which are less than 25%, the Farm-in Arrangement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements thereunder.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was halted at the request of the Company from 9:00 a.m. on Wednesday, 15 April 2015 pending the issue of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 1:00 p.m. on Wednesday, 15 April 2015.

DEFINITIONS

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

"Board"	the board of Directors
"Chirete Block"	an area of approximately 1,793 square kilometers located in the province of Salta, Argentina
"Company"	New Times Energy Corporation Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
"Conditions Precedent"	has the meaning ascribed thereto under the section headed "Acceptance of the Farm-in Offer — Conditions Precedent"
"connected person"	has the meaning ascribed thereto under the Listing Rules
"Consideration"	has the meaning ascribed thereto under the section headed "Acceptance of the Farm-in Offer — Consideration"
"Contract"	the contract granted to PESA by Decree N° 3390 of the Governor of the Province of Salta dated 29 December 2006 as amended, supplemented or otherwise modified from time to time
"Director(s)"	the director(s) of the Company
"Exploration Well"	a well the purpose of which at the time of the commencement of drilling is to explore for an accumulation of hydrocarbons, which accumulation was at that time unproven by drilling
"Farm-in Arrangement"	the farm-in arrangement in relation to, among others, the proposed transfer of 50% of the Participating Interest from PESA to High Luck as contemplated under the Farm-in Offer

"Farm-in Offer"	the farm-in offer granted by High Luck to PESA pursuant to an offer letter dated 27 February 2015 issued by High Luck to PESA in relation to, among others, the proposed transfer of 50% of the Participating Interest from PESA to High Luck
"Group"	the Company and its subsidiaries
"High Luck"	the Argentina branch of High Luck Group Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Parties"	third parties independent of the Company and its connected persons
"Joint Operation Agreement"	has the meaning ascribed thereto under the section headed "Acceptance of the Farm-in Offer — Other terms"
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Operating Committee"	has the meaning ascribed thereto under the section headed "Acceptance of the Farm-in Offer — Other terms"
"Participating Interest"	the rights and obligations of a party derived from the Contract
"PESA"	Petrobras Argentina S.A., a company incorporated in Argentina with limited liability
"Share(s)"	ordinary shares of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong

"US$"	United States dollar(s), the lawful currency of the United States of America
"%"	per cent.

Unless the context requires otherwise, in this announcement US$ is converted into HK$ at the rate of US$1.00=HK$7.75 for illustrative purpose only.

By order of the Board
New Times Energy Corporation Limited
Cheng Kam Chiu, Stewart
Chairman

Hong Kong, 15 April 2015

As at the date of this announcement, the Board comprises seven directors, of whom two are executive directors, namely Mr. Cheng Kam Chiu, Stewart and Mr. Cheng Ming Kit; one is a non-executive director, namely Mr. Heffner, Paul Lincoln; and four are independent non-executive directors, namely Mr. Wong Man Kong, Peter, Mr. Chan Chi Yuen, Mr. Yung Chun Fai, Dickie and Mr. Chiu Wai On.