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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.

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SSP  **南海石油**
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)

PROPOSAL INVOLVING
ISSUE OF HK\$200,000,000 CONVERTIBLE DEBENTURES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an Extraordinary General Meeting of South Sea Petroleum Holdings Limited to be held at Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong on 9 May 2006 at 11:00 a.m. (the "Meeting") is set out on page 14 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, 46th Floor, 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.

19 April 2006

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DEFINITIONS

“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
“Completion Date”	one business day following the date on which the conditions of the Subscription Agreements are fulfilled
“Conversion Period”	the period commencing from the business day after the Completion Date to 4:00 p.m. (Hong Kong time) on the Maturity Date
“Conversion Price”	HK\$0.25 per Share
“Debentures”	an aggregate of HK\$200,000,000 nil interest convertible debentures due 2009
“Debenture Holder(s)”	the Subscriber or any debenture transferees who hold the Debentures issued pursuant to the Subscription Agreement dated 29 March 2006
“Directors”	the board of directors of the Company
“EGM”	the extraordinary general meeting to be held at 11 a.m. at Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong on 9 May 2006
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	18 April 2006
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Maturity Date”	1 April 2009
“New Shares”	Shares to be converted upon the exercise of the conversion rights attached to the Debentures
“Share(s)”	the ordinary shares of US\$0.01 each of the Company
“Shareholder(s)”	holder(s) of the existing shares of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subscription Agreement”	the agreement dated 29 March 2006 entered into between the Company and the Subscriber for an aggregate of HK\$200,000,000 nil interest Debentures due 2009
“Subscriber”	Kelton Capital Group Limited, a company subscribed an aggregate of HK\$200,000,000 nil interest Debentures on 29 March 2006 pursuant to the Subscription Agreement

LETTER FROM THE BOARD



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. Zhou Ling (*Chairman*)
Ms. Lee Sin Pyung (*Managing Director*)
Ms. Sit Mei

Registered Office:

Unit 6605, 66/F.,
The Center
99 Queen's Road Central
Hong Kong

Independent Non-Executive Directors:

Mr. Lu Ren Jie
Mr. Chai Woon Chew
Mr. Ho Choi Chiu

19 April 2006

To the Shareholders

Dear Sir or Madam,

1. INTRODUCTION

On 7 April 2006, the Directors announced that the Company had entered into a Subscription Agreement with the Subscriber for an aggregate of HK\$200,000,000 nil interest Debentures due 2009.

The purpose of this document is to give you information relating to the Subscription Agreement, and to give you notice of the EGM at which Shareholders' approval for the Subscription Agreement and the transaction contemplated thereunder including, inter alia, the issue of the Debentures and the issue and allotment of the New Shares will be sought. No Shareholders will be required to abstain from voting at the EGM.

2. THE SUBSCRIPTION AGREEMENT

Date of Subscription Agreement

29 March 2006

LETTER FROM THE BOARD

Parties

- The Company
- The Subscriber

Kelton Capital Group Limited, a private investment company involves in investing securities, debentures, government bonds and other financial instruments.

The Company confirms that, to the best of the directors' knowledge, information and belief having made all reasonable enquiry, the Subscriber and its ultimate beneficial owner (an individual) are third parties independent of the Company and connected persons (as defined under the Listing Rules) of the Company.

Neither the Subscriber nor its respective ultimate beneficial owner are holding Shares in the Company.

Principal Amount

HK\$200,000,000

Maturity Date

1 April 2009

Interest

Nil

Conditions of the Subscription Agreements

The Subscription Agreement is conditional upon:

- 1) the Shareholders' approval obtained from the EGM regarding the Subscription Agreement and the transaction contemplated thereunder including, inter alia, the issue of the Debentures and issue and allotment of the New Shares;
- 2) the Listing Committee of the Stock Exchange granting approval for listing of, and permission to deal in, the New Shares.

Completion of the Subscription Agreement

Completion of the Subscription Agreement shall take place one business day after the conditions of the Subscription Agreement fulfilled. Pursuant to the Subscription Agreement, no long stop date is set as a condition precedent.

LETTER FROM THE BOARD

Conversion

Debenture Holders shall have the right to convert the amount of the Debentures in whole or in part in multiples of HK\$10,000 into the New Shares at the prescribed Conversion Price within the Conversion Period when the conditions of the Subscription Agreement fulfilled. The New Shares will rank pari passu in all respects with the existing Shares in issue.

Conversion Price

The Conversion Price shall be HK\$0.250, which is

- 1) at a discount of approximately 30.56% of the closing price of HK\$0.360 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- 2) at a discount of approximately 9.43% over the average closing price of HK\$0.276 per Share as quoted on the Stock Exchange over 10 consecutive trading days immediately prior to the Latest Practicable Date;
- 3) at a premium of approximately 4.40% of the closing price of HK\$0.239 per Share as quoted on the Stock Exchange on 29 March 2006, being the last trading day prior to the suspension of trading of the Company's Shares on 30 March 2006;
- 4) at a premium of approximately 5.66% of the average closing price of HK\$0.236 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the suspension of trading of the Company's Shares on 30 March 2006;
- 5) at a premium of approximately 6.38% over the average closing price of HK\$0.235 per Share as quoted on the Stock Exchange over 10 consecutive trading days immediately prior to the suspension of trading of the Company's Shares on 30 March 2006;
- 6) at a premium of approximately 2.88% over the average closing price of HK\$0.243 per Share as quoted on the Stock Exchange over 20 consecutive trading days immediately prior to the suspension of trading of the Company's Shares on 30 March 2006.

Effect of Conversion and Substantial Shareholders

Assuming the conversion rights attached to the HK\$200,000,000 Debentures are fully exercised, 800,000,000 New Shares will be issued and allotted, which represent 81.99% of the exiting issued share capital of the Company as of the Latest Practicable Date, and represent 45.05% of the issued Shares as enlarged by the issue of the New

LETTER FROM THE BOARD

Shares. Pursuant to the Subscription Agreement, any of the Debenture Holders shall not own 5% or more of Shares in the Company's issued share capital from time to time, directly or indirectly, under any circumstances. If any Debenture Holders will be holding 5% or more of the Company's issued share capital as enlarged by issue of the New Shares after any conversion of New Shares, they are obliged to sell their Shares to independent third parties or sell the Shares in the open market before they convert any New Shares, to maintain their shareholding level always below 5% in the Shares of the Company after conversion. Existing Shareholders holding 5% or more of the Company's Shares are obliged to sell down their Shares to below 5% of the issued share capital of the Company before they subscribe any Debentures. Therefore no substantial shareholder, as defined under the Listing Rules, will be introduced to the Company as a result of the conversion of the New Shares.

Shareholding Structure of the Company Before and After the Exercise of Conversion Rights Attached to the Debentures

	Immediately before the Debentures be converted into any New Shares		Assuming the conversion rights attached to HK\$200,000,000 Debentures are fully exercised	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
Palmsville Equities Inc. (Note)	48,000,000	4.92	48,000,000	2.7
Public:				
1. Debenture Holders	0	0	800,000,000	45.05
2. Other Public	<u>927,688,588</u>	<u>95.08</u>	<u>927,688,588</u>	<u>52.25</u>
Total	<u><u>975,688,588</u></u>	<u><u>100.00</u></u>	<u><u>1,775,688,588</u></u>	<u><u>100.00</u></u>

Note: Palmsville Equities Inc. is a company beneficially owned by Mr. Zhou Ling, the Chairman of the Company.

Voting Rights of Debenture Holder(s)

The Debenture Holder(s) do not have any voting rights in Shareholders' meetings of the Company.

Payment Terms of Debentures

The Debentures are redeemable at 100% of the principal amount on the Maturity Date. If there is any outstanding Debentures, Debenture Holders shall give a notice to the Company on or before 1 October 2008, being six months prior to the Maturity Date, regarding their intention to convert or redeem their outstanding Debentures. Pursuant to the Subscription Agreement, if Debenture Holders intend to redeem their outstanding Debentures but fail to give such notice to the Company, the Company reserves the right to pay back the principal amount in a period not more than six months after the Maturity Date.

LETTER FROM THE BOARD

Transfer of Debentures

The Debentures will not be listed on the Stock Exchange or any other stock exchanges outside Hong Kong. It may only be assigned or transferred to associates of the Subscriber or such other transferees approved in advance by the Company.

The Company will disclose to the Stock Exchange should any Debentures transferred to any connected persons (as defined under the Listing Rules) of the Group immediately upon the Company becoming aware of such transfer.

Undertaking of the Directors

The Directors have undertaken to the Stock Exchange that the Company will disclose to the Stock Exchange any dealings made by any connected persons of the Group (as defined under the Listing Rules) immediately upon the Company becoming aware of such dealing.

History of Fund Raising Activities for the Past Twelve Months

Date	Activity	Proceeds arising from the activities	Intended use of proceeds	Actual use of proceeds
10 March 2006 (being the date on which the Open Offer became unconditional)	Open Offer of 325,223,525 offer shares on the basis of one offer share for every two existing shares held on the record date and payable in full on acceptance	HK\$65.04 million	To finance the exploitation and production of crude oil in Bula Block Oilfields on the island of Seram in Indonesia and the operation expense and other relevant and related activities	To be used to finance the exploitation and production of crude oil in Bula Block Oilfields on the island of Seram in Indonesia and the operation expense and other relevant and related activities US\$1,200,000 (equivalent to HK\$9,300,000) was used in Bula Oilfield in Indonesia. The rest of the fund is stand by for future operation in Indonesian oilfields

LETTER FROM THE BOARD

Date	Activity	Proceeds arising from the activities	Intended use of proceeds	Actual use of proceeds
17 June 2005 (date of the Subscription Agreement)	Issue of 1% HK\$40,000,000 convertible debentures to Asia Petroleum Investment Limited	HK\$40,000,000	Used for acquisition of oilfields in Indonesia	Has been fully used for acquisition of oilfields in Indonesia

3. USE OF PROCEEDS

The net proceeds of HK\$200,000,000 are intended to be used in oilfields at Agusan-Davao province, Philippines. The Company intends to conduct 2D/3D seismic survey on area approximately 2,000 square kilometers out of 7,500 square kilometers oilfields, the estimated cost will be HK\$100,000,000. In addition, 10-15 wells will be drilled, the drilling expenses are estimated to be HK\$100,000,000.

4. REASONS FOR ENTERING INTO THE SUBSCRIPTION AGREEMENT AND ISSUE OF CONVERTIBLE DEBENTURES

As disclosed in the Company's announcement dated 15 December 2004, a service contract was entered into between the Company and the Government of Philippines which allowed the Company to explore oil and gas over around 7,000 square kilometers area at Augusan-Davao Basin in Davao province, Philippines. The Subscriber is of the view that the oilfields in Philippines have potential to bring good prospect to the Company which might reflect positively in the share price of the Company's Shares. The Subscriber expects that by converting and selling the New Shares, the Debentures might become a good investment in the future.

The issue of convertible debentures incurs no financial costs and when the debentures being converted into shares, it turns the liability of the Company into investment. Except the necessary printing cost and administrative cost, no other expenses will be incurred from the issue of the Debentures. Therefore the Directors consider the issue of HK\$200,000,000 Debentures is appropriate, fair, reasonable and in the interest of the Company.

The Subscription Agreement was agreed after arm's length negotiations between the Company and the Subscriber. The Directors consider that the Subscription Agreement provides working capital to the Company and the New Shares are issued at a premium price, therefore the terms of the Subscription Agreement are fair and reasonable as far as the Company and its Shareholders are concerned, and the Subscription Agreement is in the interest of the Company and its Shareholders as a whole.

An application for approval listing of, and permission to deal in, the New Shares will be made to the Stock Exchange.

LETTER FROM THE BOARD

5. DILUTION EFFECT ON SHAREHOLDERS

As the Company foresees the future dilution effect on the Shareholders resulting from the exercise of the conversion rights attached to the Debentures, the Company will keep the Shareholders informed of the level of dilution effect and all relevant details of any conversion in the following manner:

- (i) the Company will make a monthly announcement (the “Monthly Announcement”) on the website of the Stock Exchange on or before the fifth business day following the end of each calendar month and will include the following details in a table form:
 - (a) whether there is any conversion of the Debentures during the relevant month. If yes, details of the conversions, including the conversion date, number of the New Shares issued and conversion price for each conversion. If there is no conversion during the relevant month, a negative statement to that effect;
 - (b) the outstanding principal amount of the Debentures after the conversion, if any;
 - (c) the total number of New Shares issued pursuant to other transaction, including Shares issued pursuant to exercise of options under any option scheme(s) of the Company; and
 - (d) the total issued share capital of the Company as at the commencement and the last day of the relevant month;
- (ii) in addition to the Monthly Announcement, if the cumulative amount of New Shares issued pursuant to the conversion of the Debentures reaches 5% of the issued share capital of the Company as disclosed in the then latest announcement made by the Company in respect of the Debentures (and thereafter in a multiple of such 5% threshold), the Company will as soon as practicable but in any event no later than the fifth business day thereafter make an announcement on the website of the Stock Exchange including details as stated in (i) above for the period commencing from the date of the then latest announcement made by the Company in respect of the Debentures, up to the date on which the total amount of Shares issued pursuant to the conversion amount to 5% of the issued share capital of the Company as disclosed in the then latest announcement made by the Company in respect of the Debentures; and
- (iii) if the Company forms the view that any issue of the New Shares under the Debentures will trigger the disclosure requirements under Rule 13.09 of the Listing Rules, the Company is obliged to make such disclosures regardless of the issue of any announcements in relation to the Debentures.

6. INFORMATION OF THE GROUP

The principal activities of the Company are investment holding, and through its subsidiaries, the Company develops, explores and produces crude oil, and provides electronics manufacturing services in the United Kingdom.

LETTER FROM THE BOARD

7. EGM

There is set out on page 14 of this document a notice convening the EGM to be held on 9 May 2006 at Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong, at which a resolution in respect of the Subscription Agreement and the transaction contemplated thereunder, including, inter alia, the issue of the Debentures and the issue and allotment of the New Shares, will be proposed to the Shareholders to consider and, if thought fit, approve. No Shareholders will be required to abstain from voting at the EGM.

8. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Pursuant to the articles of association of the Company, a poll may be demanded at any general meeting by:

- 1) the chairman of the meeting; or
- 2) at least five members present in person or by proxy and entitled to vote; or
- 3) any member or members present in person or by proxy and representing in the aggregate not less than one tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- 4) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

9. RECOMMENDATION

The Directors are of the opinion that the issue of the Debentures will provide fund for the exploration of oilfields in Philippines, while the nil interest of the Debentures will not burden the Company with the financial expenses. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

By order of the board
South Sea Petroleum Holdings Limited
Zhou Ling
Chairman

Responsibility Statement

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement contained herein misleading.

Disclosure of interests

(a) *Disclosure of interests by directors and chief executives*

- (i) As at the Latest Practicable Date, the interests of each of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or (b) which were required pursuant to Section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Directors' long position in Shares of the Company

Name of Director	Number of Long Position in Shares Held	Capacity	Percentage to the Total Issued Share Capital as at the Latest Practicable Date
Mr. Zhou Ling	48,000,000 (Note)	Corporate	4.92%

Note: 48,000,000 Shares in the Company are held by Palmsville Equity, Inc, a company beneficially owned by Mr. Zhou Ling.

- (ii) Save as disclosed herein, as at the Latest Practicable Date none of the Directors and the chief executive of the Company had any interest or short positions in the shares or underlying shares or interest in debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered

in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange.

- (iii) As at the Latest Practicable Date, none of the Directors had any interest or short positions in the shares or underlying shares which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.
- (iv) As at the Latest Practicable Date, none of the Directors is materially interested in any contract or arrangement subsisting at the date of this circular which is significant in relation to the business of the Group.
- (v) As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter into a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

(b) Disclosure of interests by substantial shareholder

- (i) So far as known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the persons (other than the Directors or chief executive of the Company) having interests or short positions in the Shares and underlying Shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO were as follows:

Name of Shareholder	Number of shares/Percentage of total issued share capital					
	Long position	%	Short position	%	Lending pool	%
Palmsville Equities, Inc.	48,000,000	4.92	–	–	–	–

- (ii) Save as disclosed above, there was no person known to the Directors or the chief executive of the Company, other than the Directors or the chief executive of the Company, who, as at the Latest Practicable Date, had an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.
- (iii) As at the Latest Practicable Date, there was no person known to the Directors or the chief executive of the Company, other than the Directors or the chief executive of the Company, who, as at the Latest Practicable Date, was, directly or indirectly, interested in 10% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, or any options in respect of such capital.

Directors' interests in competing business

As at the Latest Practicable Date, none of the Directors of the Company (including their respective associates) are considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

Litigation

Neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration of material importance and, so far as the Directors are aware, no litigation or arbitration of material importance is pending or threatened against the Company or any of its subsidiaries.

General

- (a) The registered office of the Company is Unit 6605, 66/F., The Center, 99 Queen's Road Central, Hong Kong.
- (b) The secretary of the Company is Ms. Lam Lee Yu, a qualified chartered secretary designated as ACIS, ACS.
- (c) The qualified accountant of the Company is Mr. William Ho, a fellow of Hong Kong Institute of Certified Public Accountants.
- (d) The English text of this circular shall prevail over the Chinese text.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 11 a.m. on 9 May 2006 at Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong 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:**

- (a) the Subscription Agreement (as defined in the circular of the Company dated 19 April 2006 (the “Circular”) dispatched to shareholders of the Company) dated 29 March 2006 in relation to the issue of HK\$200,000,000 nil interest convertible debentures due 1 April 2009 be and is hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to take all steps necessary or expedient in their opinion to implement and/or given effect to the terms of the Subscription Agreement including (without limitation) the issue of the maximum of 800,000,000 New Shares (as defined in the Circular).”

By Order of the Board
Lam Lee Yu
Company Secretary

Hong Kong, 19 April 2006

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 notarially 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.