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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Pearl Oriental Oil Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**東方明珠石油有限公司\***  
**Pearl Oriental Oil Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
REFRESHMENT OF SCHEME MANDATE LIMIT  
OF SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Pearl Oriental Oil Limited to be held at Suite 1908, 19/F, 9 Queen's Road Central, Hong Kong on Wednesday, 29 May 2013, at 4:00 p.m. is set out in this circular. A form of proxy for use at the annual general meeting is enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.pearloriental.com](http://www.pearloriental.com)).

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting if you so wish.

26 April 2013

\* For identification purpose only

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## DEFINITIONS

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“AGM”	the annual general meeting of the Company to be convened on Wednesday, 29 May 2013, at 4:00 p.m. at Suite 1908, 19/F, 9 Queen’s Road Central, Hong Kong
“Associate”	has the meaning ascribed to this term under the Listing Rules
“Board”	board of Directors
“Bye-laws”	the Bye-laws adopted by the Company, and as amended from time to time by resolution of the Shareholders of the Company
“CEO”	the Chief Executive Officer
“Chairman”	chairman of the Board
“Company”	Pearl Oriental Oil Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK Dollar(s)” or “HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICAC”	the Independent Commission Against Corruption
“Latest Practicable Date”	23 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the proposed repurchase mandate be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution for approving the repurchase mandate

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## DEFINITIONS

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“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all share options granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshment by the Shareholders
“Share Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution for approving the share issue mandate
“Share(s)”	ordinary share(s) of HK\$0.10 in the share capital of the Company
“Share Option Scheme”	Share Option Scheme adopted on 15 July 2009
“Shareholder(s)”	shareholder(s) of the Company
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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東方明珠石油有限公司\*  
**Pearl Oriental Oil Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

*Executive Directors:*

Wong Yuk Kwan (alias: Wong Kwan)  
Mohamad Ajami  
Law Wing Tak, Jack  
Wong Hiu Tung  
Zhou Li Yang

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Non-executive Director:*

Baiseitov Bakhytbek

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

Suite 1908, 19th Floor  
9 Queen's Road Central  
Hong Kong

*Independent Non-executive Directors:*

Lam Kwan  
Chan Kwan Pak  
Yuen Sau Ying, Christine

26 April 2013

*To the Shareholders*

Dear Sirs,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
REFRESHMENT OF SCHEME MANDATE LIMIT  
OF SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (a) the Share Issue Mandate; (b) the Repurchase Mandate; (c) the extension of the Share Issue Mandate; (d) the re-elections of Directors and (e) the refreshment of Scheme Mandate Limit of Share Option Scheme. This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on pages 20 to 23 to this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to grant the Directors a general and unconditional mandate to allot, issue and deal with Shares of HK\$0.10 each in the Company with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution (i.e. 648,303,950 Shares assuming that no Shares will be issued or repurchased by the Company prior to the date of the AGM). The Share Issue Mandate, if granted, will remain effective until the earliest 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 to be held under the Bye-laws or any applicable laws of the Bermuda or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant the Directors a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution (i.e. 324,151,975 Shares assuming that no Shares will be issued or repurchased by the Company prior to the date of the AGM). The Repurchase Mandate, if granted, will remain effective until the earliest 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 to be held under the Bye-laws or any applicable laws of the Bermuda or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to and conditional on the passing of the resolutions to grant the Share Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Share Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue on the date of passing the resolution for approving the Share Issue Mandate.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution in relation to the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

As at the date of this circular, the executive Directors are Messrs. Wong Kwan, Mohamad Ajami, Law Wing Tak, Jack, Wong Hiu Tung and Zhou Li Yang; non-executive Director is Messrs. Baiseitov Bakhytbek; and the independent non-executive Directors are Messrs. Lam Kwan, Chan Kwan Pak and Ms. Yuen Sau Ying, Christine.

Pursuant to Bye-law 86, a Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Pursuant to Bye-law 87, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that Directors appointed pursuant to Bye-law 86(2) shall not, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.

Accordingly, Messrs. Wong Kwan, Mohamad Ajami, Law Wing Tak, Jack, Wong Hiu Tung, Zhou Li Yang, Lam Kwan, Chan Kwan Pak and Ms. Yuen Sau Ying, Christine will retire at the AGM, who being eligible, offer themselves for re-election at the forthcoming AGM. All other remaining directors continue in office.

The biographical details of all the retiring Directors are as follows:

**Mr. Wong Kwan (“Mr. Wong”)**, aged 65, is a well known entrepreneur in Hong Kong. He is a veteran in the capital market, investment and property development fields and has over 30 years of experience in diversified investment, operation and management in Hong Kong, China and overseas. Mr. Wong is also well known in the Asian business world with extensive business connections in the Asia Pacific region. Mr. Wong is responsible for the overall strategic planning and business development of the Company.

Mr. Wong’s appointment is for a period of two years commencing from 24 May 2012 to 23 May 2014. Mr. Wong is entitled to a director’s fee HK\$2,592,000 per annum which was determined by reference to his duties and responsibilities to the Company. He is also entitled to a discretionary year-end-bonus. As at the Latest Practicable Date, Mr. Wong was interested in 849,530,000 Shares and 403,100,000 underlying Shares being 384,000,000 warrants and 19,100,000 share options of the Company granted to him within the meaning of Part XV of the SFO.

The Company has been informed that the ICAC is conducting an investigation concerning allegations that Mr. Wong might have conspired with others to use false documents to mislead the Board and Shareholders during an acquisition The Acquisition of the interest of gas and oil fields in Utah of the United States in 2010. and that Mr. Wong might have offered advantages to certain persons in relation to the above (the “**Investigation**”) as disclosed in the Company’s announcement dated 28 March 2013. Mr. Wong has denied any and all allegations as mentioned above. Up to the Latest Practicable Date and as far as the board of Directors is aware, no charges have been laid against Mr. Wong and no member of the Group was the subject of the Investigation.

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## LETTER FROM THE BOARD

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The Company has been notified that Mr. Wong has surrendered his travel documents to be Commissioner of the ICAC in pursuance of a court notice dated 22 February 2013, and that Mr. Wong has initiated legal processes in seeking the release of his travel documents and removal of his travel restriction.

As disclosed in the Company's announcement of 13 March 2013, the Company on 4 February 2013 established a special committee (the "Special Committee"), after the Investigation to review and attend to the matters which may arise from the Investigation. The Special Committee now comprises independent non-executive director Mr. Lam Kwan, and executive directors Mr. Law Wing Tak, Jack and Mr. Wong Hiu Tung.

Based on the information currently available and enquiries made by the Special Committee since its establishment, nothing has come to the notice of the Special Committee that indicate wrongdoing on the part of any of investigation persons including Mr. Wong during the course of the Acquisition or that there has been any material change to the operations of the Group thereafter that has not been disclosed. The Special Committee is of the view that Mr. Wong remains capable of fulfilling his duties as Chairman of the Company.

Save as disclosed above, as at the Latest Practicable Date,

- (i) Mr. Wong does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Mr. Wong did not hold other directorship in any public listed companies in the last 3 years;
- (iii) Mr. Wong does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and
- (iv) There is no information required to be disclosed in relation to Mr. Wong pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Mohamad Ajami ("Mr. Ajami")**, aged 58, a British citizen and born in Lebanon. He graduated from the American University of Beirut in 1977 with a degree in Political Science & Public Administration.

Mr. Ajami started his career in North Africa in the oil & gas sector. He settled in London in 1983, developing his mergers & acquisitions business specializing in the development of major oil & gas and mineral resources projects in the Gulf, Africa and the Mediterranean Basin.

Mr. Ajami was one of the founding shareholders of Ophir Energy plc, one of the largest oil & gas companies in Africa. He was also the driving force behind the development of a major liquefied natural gas (LNG) project in the Arabian Gulf. Mr. Ajami has extensive knowledge and business experience as well as worldwide associations in the fields of oil, gas and mineral resources.



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## LETTER FROM THE BOARD

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Mr. Ajami's appointment commenced from 26 January 2013 with no fixed term of service under the service agreement. Mr. Ajami is entitled to a director's fee US\$100,000 per annum which was determined by reference to his duties and responsibilities to the Company. He is also entitled to share options and a discretionary year-end-bonus. As at the Latest Practicable Date, Mr. Ajami was interested in 10,000,000 the outstanding share options of the Company granted to him within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date,

- (i) Mr. Ajami does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Mr. Ajami did not hold other directorship in any public listed companies in the last 3 years;
- (iii) Mr. Ajami does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and
- (iv) There is no information required to be disclosed in relation to Mr. Ajami pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Law Wing Tak, Jack ("Mr. Law")**, aged 59, graduated with a BA degree in Accounting and Economics with Newcastle University in 1982 and recently earned a MA degree in Philosophy with Chinese University of Hong Kong in 2012. He is a member of the Institute of Chartered Accountants in England and Wales, and also a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Law has over 30 years of experience in accounting, finance, banking and commerce. Starting his career as an accountant and management consultant with Big 4 CPA firms in Hong Kong, he then worked as an Account Manager with HSBC. Mr. Law has held senior executive positions (including directorship) in both private and public companies in Hong Kong, United Kingdom, Singapore, USA and China in a diverse range of activities. He took the position of independent non-executive director of Genvon Group Limited (stock code: 2389), a listed company on the Stock Exchange until May 2012. He was an executive director of Ford Eagle Group Limited and LZYE Group plc, both of which are listed companies in United Kingdom.

Mr. Law's appointment commenced from 13 March 2013 with no fixed term of service under the service agreement. Mr. Law is entitled to a director's fee HK\$1,800,000 per annum which was determined by reference to his duties and responsibilities to the Company. He is also entitled to share options and a discretionary year-end-bonus. As at the Latest Practicable Date, Mr. Law was interested in 10,000,000 share options of the Company granted to him within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date,

- (i) Mr. Law does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Mr. Law did not hold other directorship in any public listed companies in the last 3 years;
- (iii) Mr. Law does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and

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## LETTER FROM THE BOARD

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- (iv) There is no information required to be disclosed in relation to Mr. Law pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Wong Hiu Tung (“Mr. Tony Wong”)**, aged 44, has over 10 years of extensive experience in various sectors of the financial industry, including venture capital, direct investment, mergers & acquisitions, share financing and capital markets with focus on the mainland China and Hong Kong. Mr. Wong was an executive director, the chief financial officer and an authorized representative of China Billion Resources Limited (stock code: 0274) during the period from 25 September 2009 to 31 December 2010, and held various management positions in WI Harper Group and JP Morgan Chase Bank before. Mr. Wong holds a Bachelor Degree in Laws and a Master Degree of Business Administration (Financial Management) from University of Exeter, U.K.

Mr. Tony Wong’s appointment commenced from 13 March 2013 with no fixed term of service under the service agreement. Mr. Tony Wong is entitled to a director’s fee HK\$1,200,000 per annum which was determined by reference to his duties and responsibilities to the Company. He is also entitled to share options and a discretionary year-end-bonus. As at the Latest Practicable Date, Mr. Tony Wong was interested in 10,000,000 share options of the Company granted to him within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date,

- (i) Mr. Tony Wong does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Mr. Tony Wong did not hold other directorship in any public listed companies in the last 3 years;
- (iii) Mr. Tony Wong does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and
- (iv) There is no information required to be disclosed in relation to Mr. Tony Wong pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Zhou Li Yang (“Mr. Zhou”)**, aged 54, served as an executive director of the Company from 2004 to 2011. Prior to this, he also held managerial positions over ten years in several banks, investment fund and listed companies on stock exchanges of Hong Kong and U.S. involving in the businesses of energy, logistics, banking, infrastructure, e-commerce, and pharmaceuticals, including CITIC Ka Wah Bank and Tianjin Development Holdings Ltd.

Mr. Zhou has extensive experience in business management, mergers and acquisitions, project investment and fund management. Mr. Zhou also had over ten years of management experience in commercial and government sectors in China. He has got a Master degree in Business/Finance from the University of Baltimore, USA and a Bachelor degree in Physics from Central-South University, PRC. Mr. Zhou was the Assistant to Chairman of the Company from June 2011 to April 2013.

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## LETTER FROM THE BOARD

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Mr. Zhou's current appointment as an executive Director commenced from 10 April 2013 with no fixed term of service under the service agreement. Mr. Zhou is entitled to a director's fee HK\$1,560,000 per annum which was determined by reference to his expected duties and responsibilities to the Company. He is also entitled to share options and a discretionary year-end-bonus. As at the Latest Practicable Date, Mr. Zhou was interested in 3,600,000 Shares and 16,000,000 share options of the Company granted to him within the meaning of Part XV of the SFO.

### Court Orders

The SFC obtained orders (the "Court Orders") from the High Court of Hong Kong against Mr. Zhou on 25 May 2011 stipulating that Mr. Zhou should not be or continue to be a director or take part in the management of any listed or unlisted company in Hong Kong including the Company or any of its subsidiaries and affiliates for a period of one year.

As set out in news published by the SFC on 24 May 2011, an SFC investigation found evidence that another director of the Company paid out RMB64.5 million without any approval by the Board in August 2005, and that a month later, certain directors including Mr. Zhou purported to ratify the payment by reference to an acquisition of a logistics business in mainland China.

Despite the size of the transaction, the suspicions that should have been raised by the use of 25% of the company's assets without Board approval and the materiality of the amount involved, certain directors including Mr. Zhou had not taken any reasonable steps to verify information about the proposed acquisition or inform the market.

The executive directors, including the Chairman, CEO and Financial Controller have in several occasions discussed the issue concerning his appointment as a director of the Company, and met Mr. Zhou to discuss, amongst other things, the relevant subject matter concerning the Court Order. The executive directors believed that Mr. Zhou, with his character, experience and integrity and his level of competence would be able to discharge the responsibility as a director of the Company notwithstanding the Court Order.

A meeting of the Nomination Committee ("NC") and a Board meeting have been held concerning Mr. Zhou's appointment as the director, the Court Order, the issue of Mr. Zhou's character, experience and integrity and his level of competence were specially discussed. The NC's members were also satisfied with Mr. Zhou's character, experience, integrity and level of competence and unanimously agreed to recommend his appointment to the board.

The Board including 3 independent non-executive directors ("INEDs") was also satisfied with Mr. Zhou's character, experience, integrity and level of competence.

Save as disclosed above, as at the Latest Practicable Date,

- (i) Mr. Zhou does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Mr. Zhou did not hold other directorship in any public listed companies in the last 3 years;

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## LETTER FROM THE BOARD

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- (iii) Mr. Zhou does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and
- (iv) There is no information required to be disclosed in relation to Mr. Zhou pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Lam Kwan (“Mr. Lam”)**, aged 44, obtained a bachelor degree in Accountancy from the Hong Kong Polytechnic University in 1991. He is a Certified Public Accountant (Practising) in Hong Kong, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Taxation Institute of Hong Kong.

Mr. Lam has had more than 18 years’ practical accounting and auditing experience. He has worked for KPMG and Ernst and Young, two of the ‘Big Four’ international CPA firms, for more than 8 years, where his principal responsibilities were auditing, taxation and assisting the listing of Hong Kong and China enterprises on Hong Kong and overseas stock exchanges.

Mr. Lam is currently a director of Charles H. C. Cheung & CPA Limited, and also an independent non-executive director of Capital VC Limited, a main board listed company in Hong Kong (stock code: 2324).

Mr. Lam’s appointment is for a period of three years commencing from 1 February 2013. Mr. Lam is entitled to a director’s fee HK\$300,000 per annum which was determined by reference to his duties and responsibilities to the Company. He is also entitled to share options and a discretionary year-end-bonus. As at the Latest Practicable Date, Mr. Lam was interested in 7,000,000 share options of the Company granted to him within the meaning of Part XV of the SFO.

Save as disclosed above as at the Latest Practicable Date,

- (i) Mr. Lam does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Mr. Lam did not hold other directorship in any public listed companies in the last 3 years;
- (iii) Mr. Lam does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and
- (iv) There is no information required to be disclosed in relation to Mr. Lam pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Chan Kwan Pak (“Mr. Chan”)**, aged 56, is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators as well as the Hong Kong Institute of Chartered Secretaries. He holds a Master’s degree in business administration. Mr. Chan is currently a consultant to a number of companies listed on the Stock Exchange, advising them on corporate governance issues. Mr. Chan was appointed by the Hong Kong SAR Government as an Adjudicator of the Registration of Persons Tribunal

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## LETTER FROM THE BOARD

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during the period from 2005 to 2011. He is the Honorary Secretary and a Council Member of the Energy Saving & Environment Concern Alliance. Mr. Chan is a non-executive director of Ruifeng Petroleum Chemical Holdings Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8096).

Mr. Chan's appointment is for a period of three years commencing from 22 March 2013. Mr. Chan is entitled to a director's fee HK\$300,000 per annum which was determined by reference to his duties and responsibilities to the Company. He is also entitled to share options and a discretionary year-end-bonus. As at the Latest Practicable Date, Mr. Chan was interested in 5,000,000 share options of the Company granted to him within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date,

- (i) Mr. Chan does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Mr. Chan did not hold other directorship in any public listed companies in the last 3 years;
- (iii) Mr. Chan does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and
- (iv) There is no information required to be disclosed in relation to Mr. Chan pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Ms. Yuen Sau Ying, Christine ("Ms. Yuen")**, aged 47, is a practising solicitor in Hong Kong. Ms. Yuen has over 20 years of extensive legal practice experience and is now the partner of Tse Yuen Ting Wong, Solicitors. Ms. Yuen graduated from the University of Hong Kong in 1989 with a Bachelor Degree in Laws, and was a part-time law lecturer for the City University of Hong Kong and the Open University of Hong Kong.

Ms. Yuen was also involved in a number of public services. She was the Presiding Member of the Guardianship Board and was the legal advisor to the Credit Union of Correctional Services Department. Ms. Yuen was the non-executive director of Wing Hing International Holdings Limited (Stock Code: 0621) till June 2010.

Ms. Yuen's appointment is for a period of three years commencing from 22 March 2013. Ms. Yuen is entitled to a director's fee HK\$300,000 per annum which was determined by reference to her duties and responsibilities to the Company. She is also entitled to share options and a discretionary year-end-bonus. As at the latest Practicable Date, Ms. Yuen was interested in 5,000,000 share options of the Company granted to her within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date,

- (i) Ms. Yuen does not have any relationships with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Group;
- (ii) Ms. Yuen did not hold other directorship in any public listed companies in the last 3 years;

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## LETTER FROM THE BOARD

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- (iii) Ms. Yuen does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO; and
- (iv) There is no information required to be disclosed in relation to Ms. Yuen pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

### REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE OPTION SCHEME

The Board proposes to seek approval of the Shareholders to refresh the Scheme Mandate Limit. Under the Scheme Mandate Limit, being the maximum number of new Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, the Directors were authorized to grant options to subscribe for up to 164,179,396 Shares, representing 10% of the issued share capital of the company as at 29 September 2010, the date of approval of the Scheme Mandate Limit. As at the Latest Practicable Date, 144,100,000 options have been granted under the Scheme Mandate Limit entitling the grantees to subscribe for in aggregate 144,100,000 Shares, which represents 4.54% of the existing issued share capital, out of which none of these options have been cancelled, lapsed or exercised up to the Latest Practicable Date.

As at the Latest Practicable Date, 3,241,519,752 Shares were in issue and a total of 230,170,000 options with rights to subscribe up to 230,170,000 Shares, representing 7.1% of the issued share capital of the Company as at the Latest Practicable Date, have been granted under the Share Option Scheme since adoption and remained outstanding.

In order to provide the Company with greater flexibility in granting options to eligible persons under the Share Option Scheme as incentive or reward for their contribution to the Company, the Board decides to seek approval from the Shareholders at the AGM to refresh the Scheme Mandate Limit. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

Under the rules of the Share Option Scheme:

- (i) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time;
- (ii) no options may be granted under the Share Option Scheme and any other share option schemes of the Company if it results in the Scheme Mandate Limit being exceeded, unless the approval of Shareholders has been obtained. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the 10% limit; and
- (iii) the Scheme Mandate Limit may be refreshed by Shareholders' approval in a general meeting. Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as "refreshed".

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## LETTER FROM THE BOARD

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Based on the 3,241,519,752 Shares in issue as at the Latest Practicable Date and assuming no Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, upon approval of the refreshment of the Scheme Mandate Limit at the AGM, the Directors will be able to grant options to subscribe for up to 324,151,975 Shares, representing 10% of the issued share capital of the Company as at the date of the AGM.

The Directors consider that the refreshment of the Scheme Mandate Limit will be for the benefit of the Company and the Shareholders as a whole and that it enables the Company to reward and motivate participants of the Share Option Scheme to contribute to the success of the Group.

Refreshment of the Scheme Mandate Limit is conditional upon:

- (i) The approval by the Shareholders at the AGM; and
- (ii) The granting of the listing of, and permission to deal in, any Shares to be allotted and issued upon exercise of the share options which may be granted under the Share Option Scheme at the refreshed scheme limit (representing 10% of the total number of Shares in issue as at the date of the AGM) by the Listing Committee of the Stock Exchange.

An ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit. None of the Shareholders are required to abstain from voting at the AGM pursuant to Rule 17.03 of the Listing Rules.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the new Shares, representing 10% of the total issued share capital of the Company as at the date of the AGM, in relation to the refreshment of the Scheme Mandate Limit.

### THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Suite 1908, 19/F, 9 Queen's Road Central, Hong Kong on Wednesday, 29 May 2013, at 4:00 p.m. is set out on pages 20 to 23 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.pearloriental.com](http://www.pearloriental.com)). Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon 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) to the office of the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes, except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, of the Shareholders at general meetings must be taken by poll. To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on any of the resolutions to be proposed at the AGM. An announcement on the poll voting results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors believe that the Repurchase Mandate, the Share Issue Mandate, the refreshment of the Scheme Mandate Limit and the re-election of Directors are in the interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Pearl Oriental Oil Limited**  
**Law Wing Tak, Jack**  
*Executive Director and Chief Executive Officer*



**RESPONSIBILITY STATEMENT**

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 the information contained in this circular 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 circular misleading.

**COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors, management shareholders or their respective associates had any interest in any business which competes or may compete or had any other conflicts of interests with the business of the Group.

**1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the important of which are summarized below:

**(a) Shareholders' approval**

All proposed purchase of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by its shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

**(b) Share capital**

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of its issued share capital at the date of the passing of the proposed resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company has 3,241,519,752 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to 324,151,975 Shares being repurchased by the Company during the period from the date of passing of the relevant resolution to the next annual general meeting of the Company or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

**(c) Reason for repurchase**

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

**(d) Funding of repurchase**

The Directors propose that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from the Company's internal resources or existing banking facilities which will be funds legally available for such purposes in accordance with the Memorandum of Association and Bye-law and the laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the

purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

As compared with the financial position of the Company as at 31 December 2012 (being date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

**(e) Undertaking**

None of the Directors nor, to the best knowledge of the Directors having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**(f) Undertaking by Directors**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Bermuda.

**(g) Takeovers Code**

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Wong Kwan ("Mr. Wong"), executive Director and Chairman of the Company, beneficially owned 849,530,000 Shares representing approximately 26.21% of the issued share capital of the Company, and 403,100,000 underlying Shares being 384,000,000 warrants and 19,100,000 share options granted under the Share Option Scheme. Assuming the outstanding warrants and share options of Mr. Wong are fully exercised and no further Shares are issued before the AGM, Mr. Wong would own 1,252,630,000 Shares representing approximately 34.37% in the enlarged issued share capital of the Company.

In the event that the Directors exercised in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of Mr. Wong in the Company would be increased to approximately 29.12% of the issued share capital of the Company, while if the outstanding warrants and share options of Mr. Wong were fully exercised before the date of the AGM (in which case the Company would be allowed to repurchase up to a maximum of 364,461,975 Shares), the interests of Mr. Wong would be increased to approximately 38.19% of the enlarged issued share capital of the Company. Such increase would give rise to a mandatory offer obligation under Rule 26 of the Takeover Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any shareholder or group of shareholders acting in concert, being obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. The Company will not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

## 2. REPURCHASES OF SHARES BY THE COMPANY

The Company made the following repurchase of Shares on the Stock Exchange in the six months preceding the Latest Practicable Date:

Trade Date	No. of Share repurchased	Highest price paid (HK\$)	Lowest price paid (HK\$)	Total paid (HK\$)
2 April 2013	49,953,000	0.51	0.40	24,726,735
3 April 2013	57,244,000	0.53	0.49	29,280,320
5 April 2013	58,046,000	0.52	0.495	29,384,480
8 April 2013	1,500,000	0.50	0.495	747,500

Save as disclosed above, no repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

### 3. SHARE PRICES

During each of the previous twelve months, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

Month	Per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2012</b>		
April	0.71	0.61
May	0.70	0.55
June	0.57	0.44
July	0.63	0.50
August	0.62	0.53
September	0.82	0.62
October	0.72	0.64
November	0.68	0.57
December	0.69	0.60
<b>2013</b>		
January (Note)	0.65	0.61
February	N/A	N/A
March	N/A	N/A
April (up to the Latest Practicable Date)	0.53	0.40

*Note:* Trading of Shares on the Stock Exchange was suspended during the period from 8 January 2013 to 1 April 2013.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 東方明珠石油有限公司\* **Pearl Oriental Oil Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Pearl Oriental Oil Limited (the “Company”) will be held at Suite 1908, 19/F, 9 Queen’s Road Central, Hong Kong, on Wednesday, 29 May 2013, at 4:00 p.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors’ for the year ended 31 December 2012.
2. To re-elect retiring Directors (whose particulars are stated in this circular) and to authorize the board of directors to fix the directors’ remuneration.
3. To appoint auditors and to authorize the board of directors to fix the remuneration of the auditors.

#### **AS SPECIAL BUSINESS**

4. To consider and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

(A) **“THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which (including warrants, bonds and debentures convertible into shares of the Company) would or 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) by the Directors pursuant to the approval in paragraphs (a) and (b), otherwise than

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares under any options granted under the share option scheme adopted by the Company; (iii) an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the Bye-laws of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for other securities referred to in (ii) and (iii) above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the time of passing this resolution; and

(d) for the purposes 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-law of the Company or any applicable law to be held; and
- (iii) the date of which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) **“THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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 law to be held; and
- (iii) the date which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“THAT** conditional upon Resolutions A and B set out above being passed, the aggregate nominal amount of the shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution B above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Resolution A above 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 passing of this Resolution.”

5. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of the passing of this resolution) to be issued pursuant to the exercise of options which may be granted under the Company’s share option scheme adopted on 15 July 2009 (the “Scheme”), the refreshment of the scheme mandate limit on grant of options under the Scheme and any other share option schemes of the Company



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## NOTICE OF ANNUAL GENERAL MEETING

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up to 10% of the Shares in issue as at the date of passing of this resolution (the “Scheme Mandate Limit”) be and is hereby approved and any Director be and is hereby authorized to do such act and execute such document to effect the Scheme Mandate Limit.”

By Order of the Board  
**Peal Oriental Oil Limited**  
**Law Wing Tak, Jack**  
*Executive Director and Chief Executive Officer*

Hong Kong, 26 April 2013

*As at the date hereof, the Board comprises five executive Directors, namely Mr. Wong Yuk Kwan (alias: Wong Kwan), Mr. Mohamad Ajami, Mr. Law Wing Tak, Jack, Mr. Wong Hiu Tung and Mr. Zhou Li Yang; one non-executive Director, namely, Mr. Baiseitov Bakhytbek; and three independent non-executive Directors, namely, Mr. Lam Kwan, Mr. Chan Kwan Pak and Ms. Yuen Sau Ying, Christine.*

*Notes:*

1. Any member of the Company entitled to attend and vote at the 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.
2. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy, together with the notarially certified power of attorney or other authority (if any) under which it is signed must be lodged at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of member of the Company in respect of such share shall alone be entitled to vote in respect of it.
4. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
5. The votes to be taken at the meeting for the resolution will be by way of poll.