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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 Innovation 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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東方明珠創業有限公司\*  
**Pearl Oriental Innovation Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

**PROPOSED CHANGE OF NAME OF THE COMPANY  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of Pearl Oriental Innovation Limited to be held at Suite 1908, 19/F, 9 Queen's Road Central, Hong Kong on Thursday, 3 November 2011, at 4:00 p.m. is set out in this circular. A form of proxy for use at the special general meeting is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

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 special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the special general meeting or any adjourned meeting if you so wish.

\* *For identification purposes only*

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## DEFINITIONS

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

“Board”	means the board of Directors
“Company”	means Pearl Oriental Innovation Limited, a company incorporated in the Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	means the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	means the holder(s) of Share(s)
“Notice of the SGM”	means the notice convening the SGM as set out on pages 5 to 6 of this circular
“Proposed Change of Company Name”	means the proposed change of the name of the Company from “Pearl Oriental Innovation Limited” to “Pearl Oriental Oil Limited” together with adoption of “東方明珠石油有限公司” as its Chinese name for identification purposes only
“SGM”	means the special general meeting of the Company to be convened and held at Suite 1908, 19/F, 9 Queen’s Road Central, Hong Kong on Thursday, 3 November 2011 at 4:00 p.m. or any adjournment thereof (as the case may be), to consider and, if it thought fit, approve the Proposed Change of Company Name
“Share(s)”	means the share(s) of par value of HK\$0.10 each in the capital of the Company
“Special Resolution”	means the proposed special resolution on the Proposed Change of Company Name as referred to in the Notice of the SGM
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited



東方明珠創業有限公司\*  
**Pearl Oriental Innovation Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

*Executive directors:*

Wong Yuk Kwan (alias: Wong Kwan)  
Lew Mon Hung  
Cheung Kwok Yu

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Non-executive director:*

Baiseitov Bakhytbek  
Chen Ping

*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:*

Yu Jianmeng  
Wang Tong Sai  
Lam Ka Wai, Graham

11 October 2011

*To the Shareholders*

Dear Sirs,

**PROPOSED CHANGE OF NAME OF THE COMPANY  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with Notice of the SGM, and information in respect of the Special Resolution to be proposed at the SGM to be held on Thursday, 3 November 2011 at 4:00 p.m. at Suite 1908, 19/F, 9 Queen's Road Central, Hong Kong for the approval of the Proposed Change of Company Name.

**2. CHANGE OF NAME OF THE COMPANY**

The Board of Directors of Pearl Oriental Innovation Limited proposes to change the English name of the Company to "Pearl Oriental Oil Limited" and to adopt "東方明珠石油有限公司" as its Chinese name for identification purposes only.

\* For identification purposes only

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## LETTER FROM THE BOARD OF DIRECTORS

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### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to (i) the passing of the Special Resolution by the Shareholders at the SGM to be convened by the Company; and (ii) the entry on the register by of the Registrars of the Companies in Bermuda.

The Company will carry out the necessary filing procedures with the Registrar of Companies in Bermuda. The new names of the Company will take effect from the date on which the Registrar of Companies in Bermuda enters the new names of the Company on the register in place of the former name. The Registrar of Companies in Bermuda is expected to issue the certificate of incorporation on change of name thereafter and the Company will then complete the necessary filing procedures with the Companies Registry in Hong Kong and is expected to submit all relevant documents to the Stock Exchange.

### **Reasons for the Change of Company Name**

The Board considers the Proposed Change of Company Name will better reflect the scope of the Company's operation in oil and gas business, which has a value of around HK\$2.87 billion and substantially represents approximately 85% of the Group's unaudited total assets as at 30 June 2011. The Company is actively expanding its oil and gas reserves and production by exploring opportunities to acquire more oil fields including without limitation those in Kazakhstan in order to expand its portfolio of oil and gas assets. This change will not affect the Company's existing business nor its focus on the oil and gas industry. Overall, the Board believes that the Proposed Change of Company Name can help the Group to build up an outstanding, focused and aggressive image in the oil industry which is in the interest of the Company and Shareholders as a whole.

### **Effect of Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing English name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to shares of the Company and will remain to be valid for trading, settlement, registration and delivery purposes. Shareholders may exchange certificates bearing the new name of the Company free of charge within one month from the effective date of the Proposed Change of Company Name by submitting their existing share certificates to the branch share registrar of the Company.

Upon the Proposed Change of Company Name becoming effect, any new share certificates of the Company will be issued under the new English and Chinese names of the Company, and the English and Chinese stock short names of the Company will also be changed.

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## LETTER FROM THE BOARD OF DIRECTORS

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### 3. SPECIAL GENERAL MEETING

The Notice of the SGM is set out on pages 5 to 6 of this circular. At the SGM, the Special Resolution will be proposed to approve the Proposed Change of Company Name.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. The completion and return of the form of proxy will not preclude a Member from attending and voting at the SGM if so wished, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### 4. LISTING RULES REQUIREMENT

According to rule 13.39(4) of the Listing Rules, any vote of Members at a general meeting must be taken by poll. Therefore, the Special Resolution put to the vote at the SGM will be taken by way of poll.

### 5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Members. The Directors therefore recommend the Members to vote in favour of the Special Resolution as set out in the Notice of the SGM on pages 5 to 6 of this circular.

Yours faithfully,  
For and on behalf of the Board  
**Pearl Oriental Innovation Limited**  
**Cheung Kwok Yu**  
*Executive Director and Company Secretary*

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## NOTICE OF THE SPECIAL GENERAL MEETING

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# 東方明珠創業有限公司\*

## Pearl Oriental Innovation Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 632)**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting of Pearl Oriental Innovation Limited (the “Company”) will be held at Suite 1908, 19/F, 9 Queen’s Road Central, Hong Kong, on Thursday, 3 November 2011 at 4:00 p.m. for the following purpose:

As special business, to consider and if thought fit, pass the following special resolution:

### **SPECIAL RESOLUTION**

1. **“THAT** subject to and conditional upon entry on the register by the Registrar of Companies in the Bermuda, the change of the name of the Company from “Pearl Oriental Innovation Limited” to “Pearl Oriental Oil Limited” together with adoption of “東方明珠石油有限公司” as its Chinese name for identification purposes only, be approved, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all documents that they consider necessary or expedient to give effect to the foregoing and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**Pearl Oriental Innovation Limited**  
**Cheung Kwok Yu**  
*Executive Director and Company Secretary*

Hong Kong, 11 October 2011

*As at the date of this circular, the executive directors of the Company are Messrs. Wong Yuk Kwan (alias: Wong Kwan), Lew Mon Hung, Cheung Kwok Yu; non-executive directors of the Company are Messrs. Baiseitov Bakhytbek and Chen Ping and the independent non-executive directors of the Company are Messrs. Yu Jianmeng, Wang Tong Sai and Lam Ka Wai, Graham.*

\* For identification purpose only

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## NOTICE OF THE SPECIAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Tricor Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong in or by way of note to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the SGM or adjourned SGM at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. A form of proxy for use at the SGM is enclosed.