



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 30/04/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Pearl Oriental Oil LimitedDate Submitted 3 May 2012**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 632 Description : Ordinary Shares

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>200,000,000,000</u>    | <u>HK\$0.10</u>                            | <u>HK\$20,000,000,000</u>                                |
| Increase/(decrease)                 | <u>Nil</u>                |  | <u>Nil</u>   |
| Balance at close of the month       | <u>200,000,000,000</u>    | <u>HK\$0.10</u>                            | <u>HK\$20,000,000,000</u>                                |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____                     | _____                                      | _____  |
| Increase/(decrease)                 | _____                     |  | _____  |
| Balance at close of the month       | _____                     | _____                                      | _____  |

## 2. Preference Shares

|                                     |                             |  |  |
|-------------------------------------|-----------------------------|--|--|
| Stock code :                        | <u>N/A</u>                  | Description :                              | _____  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____  |
| Increase/(decrease)                 | _____                       |  | _____  |
| Balance at close of the month       | _____                       | _____                                      | _____  |

## 3. Other Classes of Shares

|                                     |                                   |  |  |
|-------------------------------------|-----------------------------------|--|--|
| Stock code :                        | <u>N/A</u>                        | Description :                              | _____  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____  |
| Increase/(decrease)                 | _____                             |  | _____  |
| Balance at close of the month       | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
currency*) :

**HK\$20,000,000,000**

\_\_\_\_\_

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |            | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)        |                         |                                |
| Balance at close of preceding month   | <u>3,408,262,752</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>Nil</u>             | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>3,408,262,752</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |            |            |            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|------------|------------|--|---|
|  | Granted                   | Exercised  | Cancelled  | Lapsed     |  |   |
| 1. Share Option Scheme Exercise Price (Hk\$0.4666) (15 July 2009) shares                                 | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |  | <u>3,600,000</u>  |
| (Note 1)   |                           |            |            |            |  |   |
| 2.Share Option Scheme Exercise Price (HK\$0.6916) ( 15 July 2009 ) shares                                | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |  | <u>3,600,000</u>  |
| (Note 1)   |                           |            |            |            |  |   |
| 3.Share Option Scheme Exercise Price (HK\$0.9416) (15 July 2009) shares                                  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |  | <u>78,870,000</u>   |
| (Note 1)   |                           |            |            |            |  |   |
| 4.Share Option Scheme Exercise Price (HK\$1.3366) (29 Sept 2010) shares                                  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> |  | <u>18,000,000</u>   |
| (Note 1)   |                           |            |            |            |  |   |

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| 5.Share Option Scheme Exercise Price (HK\$0.9416) (29 Sept 2010)   |                           |           |           |        |  |   |
| shares   | Nil                       | Nil       | Nil       | Nil    |  | 5,000,000   |
| (Note 1)   |                           |           |           |        |  |   |
| 6.Share Option Scheme Exercise Price (HK\$0.9416) (29 Sept 2010)   |                           |           |           |        |  |   |
| shares   | Nil                       | Nil       | Nil       | Nil    |  | 6,000,000   |
| (Note 1)   |                           |           |           |        |  |   |
| 7.Share Option Scheme Exercise Price (HK\$1.03) (29 Sept 2010)   |                           |           |           |        |  |   |
| shares   | Nil                       | Nil       | Nil       | Nil    |  | 7,000,000   |
| (Note 1)   |                           |           |           |        |  |   |
| Total A. (Ordinary shares)   |                           |           |           |        | N/A  |   |
| (Preference shares)  |                           |           |           |        | N/A  |   |
| (Other class)  |                           |           |           |        | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           |        |  | Nil   |

| Warrants to be Issued                                    |                           |   |                            |                                     | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|---|----------------------------|-------------------------------------|--|---|
| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month |  |   |
| 1. Non listed warrant<br>(Date of expiry -03/10/2013)    | HK\$                      | 441,600,000                               | Nil                        | 441,600,000                         | Nil  | 384,000,000   |
| Stock code (if listed)                                   | N/A                       |   |                            |                                     |  |   |
| Class of shares issuable (Note 1)                        | Ordinary                  |   |                            |                                     |  |   |
| Subscription price                                       | 1.15                      |   |                            |                                     |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)           | (29 / 09 / 2010 )         |   |                            |                                     |  |   |
| 2.   |                           |   |                            |                                     |  |   |
| (   /   /   )  |                           |   |                            |                                     |  |   |
| Stock code (if listed)                                   |                           |   |                            |                                     |  |   |
| Class of shares issuable (Note 1)                        |                           |   |                            |                                     |  |   |
| Subscription price                                       |                           |   |                            |                                     |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)           | (   /   /   )             |   |                            |                                     |  |   |
| 3.   |                           |   |                            |                                     |  |   |
| (   /   /   )  |                           |   |                            |                                     |  |   |
| Stock code (if listed)                                   |                           |   |                            |                                     |  |   |
| Class of shares issuable (Note 1)                        |                           |   |                            |                                     |  |   |
| Subscription price                                       |                           |   |                            |                                     |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)           | (   /   /   )             |   |                            |                                     |  |   |
| 4.   |                           |   |                            |                                     |  |   |
| (   /   /   )  |                           |   |                            |                                     |  |   |
| Stock code (if listed)                                   |                           |   |                            |                                     |  |   |
| Class of shares issuable (Note 1)                        |                           |   |                            |                                     |  |   |
| Subscription price                                       |                           |   |                            |                                     |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)           | (   /   /   )             |   |                            |                                     |  |   |
| Total B.      (Ordinary shares) N/A                      |                           |   |                            |                                     |  |   |
| (Preference shares) N/A                                  |                           |   |                            |                                     |  |   |
| (Other class) N/A  |                           |   |                            |                                     |  |   |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month            | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|---------------------------------------|------------------------------|--|---|
| 1.   |                                |                                    |                                       |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                                       |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                                       |                              |  |   |
| Subscription price                             |                                |                                    |                                       |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                |                                    |                                       |                              |  |   |
| 2.   |                                |                                    |                                       |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                                       |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                                       |                              |  |   |
| Subscription price                             |                                |                                    |                                       |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                                       |                              |  |   |
| 3.   |                                |                                    |                                       |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                                       |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                                       |                              |  |   |
| Subscription price                             |                                |                                    |                                       |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                                       |                              |  |   |
| 4.   |                                |                                    |                                       |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                                       |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                                       |                              |  |   |
| Subscription price                             |                                |                                    |                                       |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                                       |                              |  |   |
|  |                                |                                    | Total C. (Ordinary shares) <b>N/A</b> |                              |  |   |
|  |                                |                                    | (Preference shares) <b>N/A</b>        |                              |  |   |
|  |                                |                                    | (Other class) <b>N/A</b>              |                              |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                                 |  |   |
| 2. _____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                                 |  |   |
| 3. _____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                                 |  |   |
| Total D.    (Ordinary shares)   | <b>N/A</b>   |   |
| (Preference shares)   | <b>N/A</b>   |   |
| (Other class)   | <b>N/A</b>   |   |

## Other Movements in Issued Share Capital

| Type of Issue   |                                     |   |                | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|-------------------------------------|---|----------------|--|---|
| 1. Rights issue | At price : State currency _____     | Class of shares issuable<br>(Note 1)    | N/A<br>( / / ) |  |   |
|                 |                                     | Issue and allotment date : (dd/mm/yyyy) | ( / / )        |  |   |
|                 |                                     | EGM approval date: (dd/mm/yyyy)         |                |  |   |
| 2. Open offer   | At price : State currency _____     | Class of shares issuable<br>(Note 1)    | N/A<br>( / / ) |  |   |
|                 |                                     | Issue and allotment date : (dd/mm/yyyy) | ( / / )        |  |   |
|                 |                                     | EGM approval date: (dd/mm/yyyy)         |                |  |   |
| 3. Placing      | At price : State currency _____ HKD | Class of shares issuable<br>(Note 1)    | N/A<br>( / / ) |  |   |
|                 |                                     | Issue and allotment date : (dd/mm/yyyy) | ( / / )        |  |   |
|                 |                                     | AGM approval date: (dd/mm/yyyy)         | ( / / )        |  |   |
| 4. Bonus issue  |                                     | Class of shares issuable<br>(Note 1)    | N/A            |  |   |
|                 |                                     | Issue and allotment date : (dd/mm/yyyy) | ( / / )        |  |   |
|                 |                                     | EGM approval date: (dd/mm/yyyy)         | ( / / )        |  |   |



|               |                         |                              |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|------------------------------|---|--|---|
| Type of Issue |                         |                              |   |  |   |
| 5.            | Scrip dividend          | At price : State<br>currency | <div> <div>_____</div> <div>Class of shares issuable<br/>(Note 1)</div> <div>N/A</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>Issue and allotment<br/>date : (dd/mm/yyyy)</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>EGM approval date:<br/>(dd/mm/yyyy)</div> <div></div> </div> |  |   |
| 6.            | Repurchase of<br>shares |                              | <div> <div>_____</div> <div>Class of shares<br/>repurchased (Note 1)</div> <div>N/A</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>Cancellation date :<br/>(dd/mm/yyyy)</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>EGM approval date:<br/>(dd/mm/yyyy)</div> <div></div> </div>     |  |   |
| 7.            | Redemption of<br>shares |                              | <div> <div>_____</div> <div>Class of shares<br/>redeemed (Note 1)</div> <div>N/A</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>Redemption date :<br/>(dd/mm/yyyy)</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>EGM approval date:<br/>(dd/mm/yyyy)</div> <div></div> </div>          |  |   |
| 8.            | Consideration issue     | At price : State<br>currency | <div> <div>_____</div> <div>Class of shares issuable<br/>(Note 1)</div> <div>N/A</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>Issue and allotment<br/>date : (dd/mm/yyyy)</div> <div>( / / )</div> </div> <div> <div>_____</div> <div>EGM approval date:<br/>(dd/mm/yyyy)</div> <div></div> </div> |  |   |

## For Main Board and GEM listed issuers

|                               |  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-------------------------------|--|--|---|
| Type of Issue                 |  |  |   |
| 9. Capital<br>reorganisation  | Class of shares issuable <b>N/A</b><br><i>(Note 1)</i> ( / / )<br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date:<br>(dd/mm/yyyy) _____                                       |  |   |
| 10. Other<br>(Please specify) | At price : State<br>currency _____<br>Class of shares issuable <b>N/A</b><br><i>(Note 1)</i> ( / / )<br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date:<br>(dd/mm/yyyy) _____ |  |   |
| Total E.                      |  | (Ordinary shares) <b>N/A</b>   |   |
|                               |  | (Preference shares) <b>N/A</b>   |   |
|                               |  | (Other class) <b>N/A</b>   |   |

|   |                |
|---|----------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) <b>N/A</b> |
|   | (2) <b>N/A</b> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | <b>N/A</b>     |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         | <b>N/A</b>     |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |                |

Remarks (if any):

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Submitted by: Cheung Kwok Yu

Title: Director  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*