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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)**

**CLARIFICATION ANNOUNCEMENT IN RELATION TO  
ANNOUNCEMENT MADE PURSUANT TO RULE 3.7 OF  
THE TAKEOVERS CODE AND RULE 13.09 OF  
THE LISTING RULES AND INSIDE INFORMATION**

Reference is made to the announcement of Pearl Oriental Oil Limited (the “**Company**”) dated 24 August 2017 in relation to, among others, the Proposed Subscription (the “**Announcement**”). The Company issues this clarification announcement to provide further information to the shareholders of the Company on the Proposed Subscription. Unless otherwise defined, capitalised terms used herein shall bear the same meaning as those defined in the Announcement.

As disclosed in the Announcement, the Company entered into a non-binding MOU with NPC Group in relation to the Proposed Subscription. As at the date of this announcement, NPC Group is owned by Shanghai Xiayun Chuangfu Equity Investment Fund Company Limited\* (上海峽雲創富股權投資基金有限公司), Mr. Li Li, and Lianhe Taifu Investment Company Limited\* (聯合泰富投資有限公司) as to 60%, 34% and 6% of the issued share capital of NPC Group, respectively. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, each of NPC Group and its ultimate beneficial owners is an Independent Third Party.

The Company wishes to clarify that as at the date of this announcement, the discussion between the Company and NPC Group on the terms of the Proposed Subscription (including but not limited to the exact amount of the Subscription Shares), and the timeline of the entering of the Formal Agreement is still in progress and at a preliminary stage.

## **IMPLICATIONS UNDER THE TAKEOVERS CODE**

However, if the Proposed Subscription materialises, NPC Group may be interested in 55.0% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, and become a controlling shareholder of the Company upon completion of the Proposed Subscription. As the Proposed Subscription, if proceeded, may lead to a change in control in the Company, NPC Group and any parties acting in concert with it will be under an obligation to make a mandatory unconditional general offer for all the Shares (other than those already owned or agreed to be acquired by NPC Group) under Rule 26.1 of the Takeovers Code, unless a waiver from strict compliance with Rule 26.1 (“**Rule 26.1 Waiver**”) has been obtained from the Executive.

In this connection, it is intended that NPC Group will make an application to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his or her delegate) (the “**Executive**”) for the Rule 26.1 Waiver in respect of the allotment and issue of the Subscription Shares after the signing of the Formal Agreement (if any). The Rule 26.1 Waiver, if granted by the Executive, will be subject to, among other things, approval by the independent shareholders of the Company at the special general meeting of the Company by way of a poll.

NPC Group has informed the Company that at present, NPC Group intends to reserve its rights to waive the Whitewash Waiver condition if the Whitewash Waiver is not granted or the conditions of the Whitewash Waiver are not satisfied.

Save as disclosed above, the Board confirms that all information in the Announcement remains unchanged.

## **COMPLIANCE WITH RULE 12.1 OF THE TAKEOVERS CODE**

The Company confirms that due to miscommunication with its external compliance adviser and inadvertent mistakes, the Announcement had not been filed to the Executive for comment before its publication, and thus the Company has not complied with Rule 12.1 of the Takeovers Code.

The Company would like to state that this clarification announcement has complied with the requirement of filing documents to the Executive for comment prior to its publication in accordance with Rule 12.1 of the Takeovers Code, and the Company will exercise its best endeavours to ensure future compliance with the Takeovers Code.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code.

## **DISCLOSURE OF DEALINGS IN COMPLIANCE WITH RULE 3.8 OF THE TAKEOVERS CODE**

As at the date of this announcement, the relevant securities of the Company (as defined in the Takeovers Code) in issue comprise (i) 3,245,519,752 Shares; and (ii) share options which are convertible into 99,610,000 Shares. Save for the aforesaid, the Company does not have other classes of securities, derivatives, warrants or other securities which are convertible or exchangeable into Shares.

Associates (having the meaning given to it under the Takeovers Code, including persons holding 5% or more of the relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and others persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **CAUTION**

**Shareholders and potential investors should be aware that there is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to the making of an offer (as defined in the Takeovers Code) for the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or other securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

By Order of the Board  
**Pearl Oriental Oil Limited**  
**Fan Amy Lizhen**  
*Chairlady and Executive Director*

Hong Kong, 29 August 2017

*As at the date hereof, the Board comprises four executive Directors, namely Ms. Fan Amy Lizhen, Mr. Cheung Kam Shing, Terry, Mr. Tang Yau Sing and Mr. Cheung Ka Chun, David; and five independent non-executive Directors, namely Mr. Wang Jing Ting, Mr. Koo Luen Bong, Mr. Chau Wing Man, Mr. Lam Kwan, and Mr. Chan Kwan Pak.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement contained in this announcement misleading.*

\* for identification purpose only