



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 632)

REVISED FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ fully-paid shares of HK\$0.10 each
("Shares") in the capital of Pearl Oriental Oil Limited (the "Company") **HEREBY APPOINT** ^(Note 3)
the Chairman of the meeting or _____
of _____
as my/our proxy: (a) to act for me/us at the special general meeting of the Company to be held at Suites
1905-07, 19th Floor, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong at 2:00 p.m. on Thursday,
29 November 2018 (or any adjournment thereof) (the "Meeting") for the purpose of considering and, if
thought fit, passing the resolutions (the "Resolution(s)") as set out in the notice convening the Meeting; and
(b) at the Meeting to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder
indicated or, if no such indication is given, as my/our voting proxy thinks fit.

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To remove Ms. Fan Amy Lizhen from her position as chairlady of the board (the "Board") of directors ("Director(s)") of the Company and executive Director and from any position she holds in any committee of the Board		
2.	To remove Mr. Tang Yau Sing from his position as an executive Director and from any position he holds in any committee of the Board		
3.	Each of the Directors appointed to the Board on or after the date of the Requisition up to and including the time immediately before the holding of the SGM be removed as a Director and from any position he/she holds in any committee of the Board		
4.	To approve the amendments to the existing bye-laws of the Company as set out in paragraph 4 of the notice of SGM		
ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
5.	To approve the proposal to grant the General Mandate		
6.	To approve the proposal to grant the Repurchase Mandate		
7.	To extend the general mandate on the issue of additional shares of the Company		

Dated this _____ day of _____ 2018

Signature ^(Note 5) _____

* For identification purpose only

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint his proxy to attend and vote on his behalf. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE “AGAINST” THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. On a show of hands, a member is entitled to one vote. On a poll, a member is entitled to one vote for every fully-paid Share held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be casted accordingly. The total number of Shares referred to in the two boxes for the same resolution cannot exceed the number of Shares stated above as held by you. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with the larger number or, in case of an equal number for both boxes, the voting proxy will cast his vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power of authority), must be deposited at the Company’s branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
7. Where there are joint holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands first will for this purpose be deemed joint holder thereof.
8. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.

IMPORTANT: A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING DATED 31 OCTOBER 2018(THE “ORIGINAL PROXY FORM”) SHOULD NOTE THAT:

- (i) If no revised proxy form is lodged with the Company’s branch share registrar and transfer office in Hong Kong, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the Meeting.
- (ii) If the revised proxy form is lodged with the Company’s branch share registrar and transfer office in Hong Kong not later than 48 hours before the time fixed for holding the Meeting (the “**Closing Time**”), the revised proxy form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder.
- (iii) If the revised proxy form is lodged with the Company’s branch share registrar and transfer office in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the revised proxy form will be deemed invalid. The Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no revised proxy form is lodged with the Company’s branch share registrar and transfer office in Hong Kong. Accordingly, shareholders of the Company are advised to complete the revised proxy form carefully and lodge the revised proxy form before the Closing Time. If such shareholders of the Company wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.