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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)

**PURPORTED SPECIAL GENERAL MEETING
CONVENED BY THE REQUISITIONIST
AND
THE ARRANGEMENT OF THE CHAIRMAN/CHAIRLADY
AT THE SPECIAL GENERAL MEETING**

Reference is made to the circular dated 31 October 2018 (the “**Circular**”), the notice of special general meeting (the “**Notice of SGM**”) and the form of proxy (the “**Proxy Form(s)**”) issued by Pearl Oriental Oil Limited (the “**Company**”) in relation to the special general meeting of the Company to be held on Thursday, 29 November 2018 at 2:00 p.m. (the “**SGM**”). Reference is also made to the announcements of the Company dated 3 September 2018, 28 September 2018, 30 October 2018 and 16 November 2018. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

PURPORTED SPECIAL GENERAL MEETING CONVENED BY THE REQUISITIONIST

The Company notes that on 8 November 2018 the Requisitionist published a notice of special general meeting in The Standard, a Hong Kong English newspaper, convening a special general meeting to be held on Friday, 30 November 2018 at 3:00 p.m. (the “**Purported SGM**”) for considering and approving substantially the same resolutions as those set out in the Circular, the Notice of SGM and the Proxy Form.

Section 74(3) of the Bermuda Companies Act provides that:

*“If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, **may** themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.”* (emphasis added)

It is accepted that the Board did not proceed to convene a special general meeting within 21 days from the date of the deposit of the Requisition and accordingly, the Requisitionist may convene such meeting himself. However, given that the Requisitionist did not take any action to convene a special

general meeting pursuant to section 74(3) of the Bermuda Companies Act until after the Board remedied the position by way of the Circular giving notice of the SGM to consider and vote on all the resolutions set out in the Requisition.

On the basis that all of the resolutions as set out in the Requisition will be considered and voted on in the SGM, the Board considers that there is no necessity for the Requisitionist to insist on convening the Purported SGM on the following date covering the same resolutions which could lead to confusion of the market and further potential litigation in the event of any inconsistent voting results.

Further, to the best of the Company's knowledge and belief, the notice of the Purported SGM was not transmitted to the shareholders in accordance with the Bye-laws and the Listing Rules. The only notice to shareholders for Purported SGM of which the Company is aware is the advertisement placed in The Standard on 8 November 2018. On the basis that the Purported SGM was not duly called, any resolutions purportedly passed in the Purported SGM would be invalid.

The Company has through its Bermuda counsel written to the Requisitionist's Hong Kong legal representatives in a final attempt to invite him cancelling the Purported SGM.

If there is no response or agreement by tomorrow Hong Kong time, the Company intends to apply to the Bermuda Court on an urgent basis for a declaration that any resolutions passed at Purported SGM will be ineffective and/or an injunction to prevent it from taking place. The Company will request an expedited hearing so that the application would be heard as soon as possible prior to the two SGMs.

The Board will update the shareholders and potential investors with respect to any further developments as and when appropriate. Shareholders and potential investors are accordingly advised to exercise caution when dealing in the securities of the Company.

ARRANGEMENT OF THE CHAIRMAN/CHAIRLADY AT THE SPECIAL GENERAL MEETING

The Board declares that the six directors who are proposed to be removed in the SGM undertake that they will not preside as chairlady/chairman at the SGM.

The chairman/chairlady at the SGM will be elected in accordance to Bye-law 63 as follows:

- 1) The Company's director, Mr. Cheung Kam Shing, Terry (the director who is not proposed to be removed in the SGM), will be the chairman of the SGM if he is willing to act;

- 2) If Mr. Cheung Kam Shing, Terry declines to take the chair, shareholder present in person or by proxy and entitled to vote shall elect one of their number to be chairman.

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

Hong Kong, 21 November 2018

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. Lin Qing Yu; and three independent non-executive Directors, namely Ms. Chen Xue Hui, Ms. Hu Jing and Ms. Lyu Jia Lian.