



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 632)

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 3:00 p.m. on Sunday,
30 December 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.	<p>THAT with immediate effect upon the passing of this resolution, the Bye-laws of the Company be amended by deleting Bye-law 86(4) in its entirety and replacing it with the following as new Bye-law 86(4):</p> <p>“Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.”</p>		
	<p>Subject to resolution (1) above being passed by special resolution of the Company or that Bye-law 86(4) being amended to the same effect as stated in resolution (1) above, the following resolutions (2) to (16) are to be proposed at the SGM as ordinary resolutions of the Company; however, if resolution (1) is not passed as a special resolution of the Company, the following resolutions (2) to (16) are to be proposed at the SGM as special resolutions of the Company</p>	FOR ^(Note 4)	AGAINST ^(Note 4)
2.	<p>THAT Ms. Fan Amy Lizhen be and is hereby removed from her position as the vice chairlady of the Board and an executive director of the Company and from any position she holds in any committee of the Board with immediate effect upon the passing of this resolution</p>		

* For identification purpose only

SPECIAL RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
3.	THAT Mr. Tang Yau Sing be removed from his position as an executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		
4.	THAT Mr. Lin Qing Yu be removed from his position as an executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		
5.	THAT Ms. Liu Gui Feng be removed from her position as the chairlady of the Board and an executive director of the Company and from any position she holds in any committee of the Board with immediate effect upon the passing of this resolution		
6.	THAT Ms. Xiao Li be removed from her position as an executive director of the Company and from any position she holds in any committee of the Board with immediate effect upon the passing of this resolution		
7.	THAT Ms. Chen Xue Hui be removed from her position as an independent non-executive director of the Company and from any position she holds in any committee of the Board with immediate effect upon the passing of this resolution		
8.	THAT Ms. Hu Jing be removed from her position as an independent non-executive director of the Company and from any position she holds in any committee of the Board with immediate effect upon the passing of this resolution		
9.	THAT Ms. Lyu Jia Lian be removed from her position as an independent non-executive director of the Company and from any position she holds in any committee of the Board with immediate effect upon the passing of this resolution		
10.	THAT Mr. Xing Yong be removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		
11.	THAT Mr. Shi Wen Jiang be removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		
12.	THAT Mr. Chen Zhong Min be removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		
13.	THAT Mr. Jiang Cai Yi be removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		

SPECIAL RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
14.	THAT Mr. Zhang Yue Yang be removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		
15.	THAT Mr. He Jun be removed from his position as an independent non-executive director of the Company and from any position he holds in any committee of the Board with immediate effect upon the passing of this resolution		
16.	THAT any other director(s) appointed to the Board on or after 3 September 2018 up to and including the time immediately before the holding of the SGM be and is hereby removed as a director of the Company and from any position he/she holds in any committee of the Board with immediate effect upon the passing of this resolution		
ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
17.	THAT Mr. Pang Kaiwen be appointed as an executive director of the Company with immediate effect upon the passing of this resolution		
18.	THAT Ms. Yang Zhou be appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution		
19.	THAT Mr. Ahsan Sheikh be appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution		
20.	THAT Mr. Ou Yangda be appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution		
21.	THAT Mr. Steven Klein be appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution		
22.	THAT Mr. Kim Sangyup be appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution		
23.	THAT Mr. Zhang Nan be appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution		
24.	THAT Mr. Anthony Tong Zhang be appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution		
25.	THAT Mr. Wong Yee Shuen, Wilson be appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution		

Dated this _____ day of _____ 2018

Signature *(Note 5)* _____

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 Shares 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 notorially certified copy of that power of authority), must be deposited at the Company’s branch share registrar in Hong Kong, 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 holders 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.