



# 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 ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ fully-paid new shares (“Shares\*\*”) in the capital of Pearl Oriental Oil Limited (the “Company”) HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_ the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy: (a) to act for me/us at the annual general meeting of the Company to be held at Suites 1905-07, 19th Floor, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong at 4:00 p.m. on 28 June 2019 (or any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions (the “Resolutions”) 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 <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	THAT 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): “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.”		
ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
2.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2018.		
3.	(i) (a) To re-elect Ms. Liu Gui Feng as an executive Director.		
	(b) To re-elect Ms. Fan Amy Lizhen as an executive Director.		
	(c) To re-elect Ms. Xiao Li as an executive Director.		
	(d) To re-elect Mr. Lin Qing Yu as an executive Director.		
	(e) To re-elect Mr. Xing Yong as an INED.		
	(f) To re-elect Mr. Shi Wen Jiang as an INED.		
	(g) To re-elect Mr. Chen Zhong Min as an INED.		
	(h) To re-elect Mr. Jiang Cai Yi as an INED.		
	(i) To re-elect Mr. Zhang Yue Yang as an INED.		
	(j) To re-elect Mr. He Jun as an INED.		
	(k) To re-elect Ms. Chen Xue Hui as an INED.		
	(l) To re-elect Ms. Hu Jing as an INED.		
	(m) To re-elect Ms. Lyu Jia Lian as an INED.		
	(ii) To authorize the board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint the retiring auditors and authorize the board of Directors to fix the remuneration of the auditors of the Company.		
5.	(A) To grant an unconditional mandate to the Directors to allot, issue and deal with additional shares of the Company up to a maximum of 20% of the issued share capital of the Company as at the date of passing this resolution.		
	(B) To grant an unconditional mandate to the Directors to buy back on The Stock Exchange of Hong Kong Limited the shares of the Company up to a maximum of 10% of the issued share capital of the Company as at the date of passing this resolution.		
	(C) To extend the mandate granted to the Directors, by adding those shares that may be bought back under resolution no. 5(B), pursuant to resolution no. 5(A).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

\* For identification purposes only

\*\* Please refer to the definitions as per the circular dated 30 April 2019

*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. 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.
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.

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**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.