

Unless the context otherwise requires, terms used in this form shall bear the same meanings as defined in the composite offer and response document dated 15 July, 2019 (the "Composite Document") issued jointly by Xin Hua Petroleum (Hong Kong) Limited as the offeror and Pearl Oriental Oil Limited as the offeree company.
除文義另有所指外，本表格所用詞語之定義與新華石油(香港)有限公司作為要約人及東方明珠石油有限公司作為受要約公司於二零一九年七月十五日聯合刊發之綜合要約及回應文件(「綜合文件」)所界定者具有相同涵義。

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WHITE FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE SHARE OFFER.
本白色接納及過戶表格在 閣下欲接納股份要約時適用。



東方明珠石油有限公司*

Pearl Oriental Oil Limited

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 632)

(股份代號: 632)

WHITE FORM OF ACCEPTANCE AND TRANSFER OF CONSOLIDATED SHARES OF HK\$0.20 EACH IN THE ISSUED CONSOLIDATED SHARE CAPITAL OF PEARL ORIENTAL OIL LIMITED

東方明珠石油有限公司

已發行合併股本中每股面值0.20港元之合併股份之白色接納及過戶表格

All parts should be completed except the sections marked "Do not complete"

除註明「毋須填寫」的部份外，每項均須填寫

Hong Kong branch share register and transfer office
香港股份過戶登記分處

Tricor Tengis Limited
卓佳登捷時有限公司

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
香港皇后大道東183號合和中心54樓

FOR THE CONSIDERATION stated below, the "Transferor(s)" named below hereby accept(s) the Share Offer and transfer(s) to the "Transferee" named below the Consolidated Share(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Document. 根據本表格及隨附的綜合文件所載條款及條件，下列「轉讓人」現按下列代價，接納股份要約並將以下註明之合併股份轉讓予下列「承讓人」。

Number of Consolidated Share(s) <small>(Note)</small> 合併股份數目 <small>(數目)</small>	FIGURE 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
TRANSFER FROM TRANSFEROR(S) name(s) and address(es) in full 轉讓自轉讓人 全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或正楷填寫)	Family name(s) or company name(s): 姓氏或公司名稱:	Forename(s): 名字:
	Registered address: 登記地址:	Telephone number: 電話號碼:
CONSIDERATION 代價	HK\$0.844 in cash for each Consolidation Offer Share 每股合併要約股份為現金0.844港元	
TRANSFER TO TRANSFEEE 轉讓予承讓人	Name 名稱: Correspondence address 通訊地址: Occupation 職業:	Xin Hua Petroleum (Hong Kong) Limited 新華石油(香港)有限公司 Room 1104, 11/F Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong 香港銅鑼灣禮頓道77號禮頓中心11樓1104室 Corporation 法人團體
SIGNED by the parties(s) to this transfer, this _____ day of _____, 2019 由轉讓雙方於二零一九年_____月_____日簽署		

PLEASE DO NOT DATE
請勿填寫日期

Signed by or for and on behalf of the Transferor(s) in the presence of:
轉讓人或其代表在下列見證人見證下簽署:

SIGNATURE OF WITNESS 見證人簽署

NAME OF WITNESS 見證人姓名 _____
Address 地址 _____

Occupation of witness 見證人職業 _____

Signature(s) of Transferor(s)/company chop, if applicable
轉讓人簽署/公司印鑑(如適用)

ALL JOINT HOLDERS MUST SIGN HERE
所有聯名持有人均須於本欄個別簽署

Signed by or for and on behalf of the Transferee in the presence of: 承讓人或其代表在下列見證人見證下簽署:	Do not complete 毋須填寫
SIGNATURE OF WITNESS 見證人簽署	For and on behalf of 代表 Xin Hua Petroleum (Hong Kong) Limited 新華石油(香港)有限公司
NAME OF WITNESS 見證人姓名 _____ Address 地址 _____	Authorised Signatory(ies) 授權簽署
Occupation of witness 見證人職業 _____	Signature(s) of Transferor(s)/company chop, if applicable 轉讓人簽署/公司印鑑(如適用)

Note: Insert the total number of Consolidated Shares for which the Share Offer is accepted. If no number is specified or the number of Consolidated Shares specified in this white form of acceptance and transfer is greater than the number of Consolidated Shares held by you, this white form of acceptance and transfer will be returned to you for correction. Any corrected and valid white form of acceptance and transfer must be re-submitted and received by the Registrar on or before 4:00 p.m. (Hong Kong time) on the Offer Closing Date.
附註: 請填上接納股份要約之合併股份總數。倘若本白色接納及過戶表格上並無註明合併股份數目，或表格上註明之合併股份數目多於 閣下持有之合併股份數目，本白色接納及過戶表格將退回給 閣下以作更正。任何經更正及有效之白色接納及過戶表格須於要約截止日期下午四時正或之前(香港時間)向過戶登記處再行提交且由過戶登記處收訖。

* For identification purpose only 謹供識別

THIS WHITE FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the Share Offer, this white form of acceptance and transfer or as to the action to be taken, you should consult a licensed securities dealer or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Consolidated Shares, you should at once hand this white form of acceptance and transfer and the accompanying Composite Document to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

The making of the Share Offer to the overseas Shareholders may be affected by the laws of the relevant jurisdictions in which they are resident. If you are an overseas Shareholders, you should inform yourself about and observe any applicable requirements in your jurisdiction (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities or regulatory or legal requirements and the payment of any transfer or other taxes due from you in respect of such jurisdictions) and, where necessary, consult your own professional advisers. Acceptance of the Share Offer by you will constitute a warranty by you that you (i) are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof, (ii) have observed all the applicable laws and regulations of the relevant jurisdiction in connection with such acceptance, including obtaining any government or other consent which may be required, and (iii) have complied with any other necessary formalities or regulatory or legal requirements and have paid any transfer or other taxes due from you in such jurisdiction, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations. You are recommended to seek professional advice on whether to accept the Share Offer.

HOW TO COMPLETE THIS FORM

This white form of acceptance and transfer should be read in conjunction with the accompanying Composite Document.

To accept the Share Offer made by Forwin Securities Group Limited ("Forwin") for and on behalf of Xin Hua Petroleum (Hong Kong) Limited (the "Offeror"), you should complete and sign this white form of acceptance and transfer and forward this form, together with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the whole of your holding of Consolidated Shares or, if applicable, for not less than such number of Consolidated Shares in respect of which you intend to accept the Share Offer, by post or by hand to the Registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, marked "Pearl Oriental Oil Limited – Share Offer" on the envelope, as soon as practicable after receipt of these documents and in any event, so as to reach the Registrar by no later than 4:00 p.m. (Hong Kong time) on Monday, 5 August 2019, being the Offer Closing Date (or such later time and/or date as the Offeror may decide and announce with the consent of the Executive in accordance with the Takeovers Code). The provisions of Appendix I to the Composite Document are incorporated into and form part of this white form of acceptance and transfer.

WHITE FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE SHARE OFFER

To: Forwin and the Offeror

1. My/Our execution of this white form of acceptance and transfer (whether or not such form is dated), which shall be binding on my/our successors and assignees, shall constitute:
 - (a) my/our irrevocable acceptance of the Share Offer made by Forwin for and on behalf of the Offeror, as contained in the Composite Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of Consolidated Shares specified in this white form of acceptance and transfer;
 - (b) my/our irrevocable instruction and authority to the Offeror and/or Forwin and/or any of their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my/our favour for the cash consideration (rounding up to the nearest cent) to which I/we shall have become entitled, as at the time to which I/we am/are entitled to receive it, under the terms of the Share Offer after deducting seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Share Offer, and if applicable, the fees payable to the Registrar in respect of lost or unavailable share certificates, by ordinary post at my/our own risk to the person and the address stated below or, if no name and address is stated below, to me or the first-named of us (in the case of joint registered Shareholders) at the registered address shown in the register of members of the Company.

(Insert name and address of the person to whom the cheque is to be sent if different from the registered Shareholder or the first-named of joint registered Shareholders.)

Name: (in block capitals)

Address: (in block capitals)

- (c) my/our irrevocable instruction and authority to the Offeror and/or Forwin or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the Consolidated Share(s) to be sold by me/us under the Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this white form of acceptance and transfer in accordance with the provisions of that Ordinance;
 - (d) my/our irrevocable instruction and authority to the Offeror and/or Forwin or such person or persons as any of them may direct to complete, amend and execute any document on my/our behalf including without limitation to insert a date in this white form of acceptance and transfer or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror or such person or persons as it may direct my/our Consolidated Share(s) tendered for acceptance of the Share Offer;
 - (e) my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our Consolidated Share(s) tendered for acceptance under the Share Offer to the Offeror or such person or persons as it may direct free from Encumbrances together with all rights and benefits attaching to them as at the date of the Joint Announcement or subsequently becoming attached to them, including the right to all dividends, distributions and any return of capital, if any, declared, made or paid, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Share Offer is made, being the date of the Composite Document.
 - (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror and/or Forwin or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein; and
 - (g) my/our irrevocable instruction and authority to the Offeror and/or Forwin or any of their respective agent(s) to collect from the Company or the Registrar on my/our behalf the Consolidated Share certificate(s) in respect of the Consolidated Shares due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s), which has/have been duly signed by me/us, and to deliver the same to the Registrar and to authorise and instruct the Registrar to hold such share certificate(s) subject to the terms of the Share Offer as if it/they were Consolidated Share certificate(s) delivered to the Registrar together with this white form of acceptance and transfer.
2. I/We understand that acceptance of the Share Offer by me/us will constitute a warranty by me/us to the Offeror and Forwin that the number of Consolidated Share(s) specified in this white form of acceptance and transfer will be sold free from all Encumbrances and together with all rights and benefits attaching to them as at the date of the Joint Announcement or subsequently becoming attached to them, including the right to all dividends, distributions and any return of capital, if any, declared, made or paid, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Share Offer is made, being the date of the Composite Document.
 3. In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we authorise and request you to return to me/us my/our share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities in respect thereof), together with this white form of acceptance and transfer duly cancelled, by ordinary post at my/our own risk to the person and address stated in 1(b) above or, if no name and address is stated, to me or the first-named of us (in the case of joint registered Shareholders) at the registered address shown in the register of member of the Company.

Note: Where you have sent one or more transfer receipt(s) and in the meantime the relevant share certificate(s) has/have been collected by the Offeror and/or Forwin or their respective agent(s) from the Company or the Registrar on your behalf, you will be sent such share certificate(s) in lieu of the transfer receipt(s).

4. I/We enclose the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the whole or part of my/our holding of Consolidated Share(s) which are to be held by you on the terms of the Share Offer. I/We understand that no acknowledgement of receipt of any form(s) of acceptance and transfer, share certificate(s), transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) will be given. I/we further understand that all documents will be sent by ordinary post at my/our own risk.
5. I/We warrant and represent to the Offeror and Forwin that I am/we are the registered Shareholder(s) of the number of Consolidated Share(s) specified in this white form of acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our Consolidated Shares to the Offeror by way of acceptance of the Share Offer.
6. I/We warrant to the Offeror and Forwin that I/we have observed and am/are permitted under all applicable laws and regulations to receive and accept the Share Offer, and any revision thereof; and that I/we have observed all the applicable laws and regulations in connection with such acceptance, including obtaining any government or other consent which may be required; and that I/we have complied with any other necessary formalities or regulatory or legal requirements and have paid any transfer or other taxes due, and that such acceptance shall be valid and binding in accordance with all applicable laws and regulations.
7. I/We warrant to the Offeror and Forwin that I/we shall be fully responsible for payment of any transfer or other taxes and duties due payable by me/us in connection with my/our acceptance of the Share Offer.

PERSONAL DATA

Personal Information Collection Statements

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on 20 December 1996. This personal information collection statement informs you of the policies and practices of the Offeror, Forwin and the Registrar and in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the Share Offer for your Consolidated Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It may also prevent or delay the despatch of the consideration to which you are entitled under the Share Offer.

2. Purposes

The personal data which you provide on this form may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification or compliance with the terms and application procedures set out in this form and the Composite Document;
- registering transfers of the Consolidated Share(s) out of your name;
- maintaining or updating the relevant register of holders of the Consolidated Share(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its holding companies or subsidiaries or their agents such as Forwin and the Registrar;
- compiling statistical code information and shareholder profiles;
- establishing benefit entitlements of the Shareholders;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims and entitlements;
- any other purpose in connection with the business of the Offeror, Forwin or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or Forwin to discharge its obligations to the Shareholders and/or under applicable laws and regulations, and other purpose to which the Shareholders may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this form will be kept confidential but the Offeror, Forwin and the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offeror, its subsidiaries or holding companies, Forwin and/or any of their respective agents, officers and advisers, and the Registrar and overseas principal registrar (if any);
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror, Forwin and/or the Registrar, in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants or licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom the Offeror, Forwin and/or the Registrar considers to be necessary or desirable in the circumstances.

4. Retention of Personal Data

The Offeror, the Company, Forwin and/or the Registrar will keep the personal data provided in this form for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror, Forwin or the Registrar holds your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offeror, Forwin and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Offeror, Forwin or the Registrar (as the case may be).

BY SIGNING THIS FORM YOU AGREE TO ALL OF THE ABOVE

個人資料

收集個人資料聲明

香港法例第486章個人資料(私隱)條例(「該條例」)的主要條文已於一九九六年十二月二十日在香港生效。本收集個人資料聲明旨在知會閣下有關於約人、富榮、過戶登記處及有關個人資料及該條例的政策及慣例。

1. 收集閣下個人資料的原因

如就合併股份接納股份要約，閣下須提供所需的個人資料，倘閣下未能提供所需資料，則可能導致閣下的接納申請被拒或受到延誤。這亦可能妨礙或延遲寄發閣下根據股份要約應得的代價。

2. 用途

閣下於本表格提供之個人資料可能會用作、持有及／或保存(以任何方式)作下列用途：

- 處理閣下之接納申請及核實或遵循本表格及綜合文件載列條款及申請程序；
- 登記以閣下名義的合併股份轉讓；
- 保存或更新有關合併股份之股東名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 自要約人及／或控股公司或其附屬公司或其代理人(例如富榮及過戶登記處)分派通訊；
- 編製統計代碼資料及股東資料；
- 確立股東之獲益權利；
- 按法例、規則或規定(無論法定或非法定規定)作出披露；
- 披露有關資料以方便進行權益申索；
- 有關要約人、富榮或過戶登記處業務的任何其他用途；及
- 有關上文所述任何其他臨時或關連用途及／或令要約人及／或富榮得以履行其對股東及／或適用法例及法規項下之責任，以及股東不時同意或知悉的其他用途。

3. 轉交個人資料

本表格提供的個人資料將作為機密資料妥當保存，但要約人、富榮及過戶登記處為達致上述或其中任何用途，可能作出彼等認為屬必需的查詢，以確認個人資料的準確性，彼等尤其可能披露、獲取或轉交(無論在香港或香港以外地區)該等個人資料予下列任何及所有個人及實體，或自下列任何及所有個人及實體披露、獲取或轉交(無論在香港或香港以外地區)該等個人資料：

- 要約人、其附屬公司或控股公司、富榮及／或任何彼等各各自之代理人、職員及顧問及過戶登記處及海外股份登記總處(如有)；
- 為要約人、富榮及／或過戶登記處的業務經營提供行政、電訊、電腦、付款或其他服務的代理人、承包商或第三方服務供應商；
- 任何監管或政府機構；
- 與閣下進行交易或建議進行交易的任何其他個人或機構，例如閣下之銀行、律師、會計師或持牌證券交易商或註冊證券機構；及
- 要約人、富榮及／或過戶登記處認為於有關情況下屬必需或適當的任何其他個人或機構。

4. 保留個人資料

要約人、貴公司、富榮及／或過戶登記處將按收集個人資料所需的用途保留本表格所收集的個人資料。無需保留的個人資料將會根據該條例銷毀或處理。

5. 獲取及更正個人資料

根據該條例之規定，閣下可確認要約人、富榮或過戶登記處是否持有閣下的個人資料，並獲取該資料副本，以及更正錯誤資料。依據該條例的規定，要約人、富榮及過戶登記處可就處理任何獲取資料的請求收取合理的手續費。獲取資料或更正資料或獲取有關政策及慣例及所持資料類型的資料的所有請求，須提交要約人、富榮或過戶登記處(視情況而定)。

閣下一經簽署本表格即表示同意上述所有條款。