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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)**

## **ANNOUNCEMENT MADE PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by Pearl Oriental Oil Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong.

Reference is made to the announcements of the Company dated 24 August 2017, 29 August 2017 and 29 September 2017 and 30 October 2017 in relation to, among others, the Proposed Subscription (the “**Previous Announcements**”). Unless otherwise defined, capitalised terms used herein shall bear the same meaning as those defined in the Previous Announcements.

The Company wishes to update its shareholders and potential investors that:

- (i) the Company and the NPC Group are still in the process of negotiating and finalizing the material commercial terms and conditions of the Proposed Subscription;
- (ii) the NPC Group has recently engaged its financial advisors for the Proposed Subscription; and
- (iii) no Formal Agreement has been entered into as at the date of this announcement.

\* *for identification purposes only*

In addition, on 27 November 2017, the Company as the borrower entered into a loan agreement (the “**Loan Agreement**”) with NPCC (Hong Kong) Limited (a wholly-owned subsidiary of the NPC Group) as the lender (the “**Lender**”) pursuant to which the Lender agreed to make available to the Company a loan of HK\$25,000,000 (the “**Loan**”) at an interest rate of 8% per annum for a term of six (6) months from the date of drawdown which is 28 November 2017. The Loan will be used as the general working capital of the Company and repayment of loans owed by the Company to its creditors. The Board is of the view that the terms of Loan Agreement are on normal commercial terms, are fair and reasonable and the entering into the Loan Agreement is in the interests of the Company and its shareholders as a whole.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the above discussions will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

## **CAUTION**

**Shareholders and potential investors should be aware that there is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to the making of an offer (as defined in the Takeovers Code) for the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or other securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

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

Hong Kong, 30 November 2017

*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. Cheung Ka Chun, David; and five independent non-executive Directors, namely Mr. Wang Jing Ting, Mr. Koo Luen Bong, Mr. Chau Wing Man, Mr. Lam Kwan, and Mr. Chan Kwan Pak.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement contained in this announcement misleading.*