

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in Amber Energy Limited (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

---

**A M B E R**

**Amber Energy Limited**

**琥珀能源有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 90)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A letter from the Board of the Company is set out on pages 3 to 5 of this circular. A notice convening the annual general meeting (the “**AGM**”) of the shareholders of the Company to be held at Marina Room II, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 31 May 2013 at 10:00 a.m. is set out on pages 10 to 13 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM in person or any adjournment thereof should you so wish.

22 April 2013

---

## CONTENTS

---

|                                                                                          | <i>Page</i> |
|------------------------------------------------------------------------------------------|-------------|
| <b>Definitions</b> .....                                                                 | 1           |
| <b>Letter from the Board</b> .....                                                       | 3           |
| <b>Appendix I — Biographical Details of the Directors Proposed for Re-Election</b> ..... | 6           |
| <b>Appendix II — Explanatory Statement for the Repurchase Mandate</b> .....              | 8           |
| <b>Notice of Annual General Meeting</b> .....                                            | 10          |

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                              |                                                                                                                                                                                                                                     |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2012 Annual Report”         | the 2012 annual report of the Company                                                                                                                                                                                               |
| “AGM”                        | the annual general meeting of the Company to be held at Marina Room II, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 31 May 2013 at 10:00 a.m. or any adjournment thereof                 |
| “Articles of Association”    | the articles of association of the Company as amended from time to time                                                                                                                                                             |
| “associate(s)”               | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                              |
| “Blue Sky Power Plant”       | Hangzhou Amber Blue Sky Natural Gas Power Generation Co., Ltd* (杭州琥珀藍天天然氣發電有限公司), a company established under the laws of the PRC with limited liability on 15 December 2004 and an indirect wholly-owned subsidiary of the Company |
| “Board”                      | the board of Directors or a duly authorized committee of the board of Directors                                                                                                                                                     |
| “Company”                    | Amber Energy Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the main board of the Stock Exchange (stock code: 90)                                                      |
| “connected person(s)”        | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                              |
| “controlling Shareholder(s)” | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                              |
| “De-Neng Power Plant”        | Zhejiang Amber De-Neng Natural Gas Power Generation Co., Ltd* (浙江琥珀德能天然氣發電有限公司), a company established under the laws of the PRC with limited liability on 18 August 2004 and an indirect wholly-owned subsidiary of the Company    |
| “Director(s)”                | director(s) of the Company                                                                                                                                                                                                          |
| “Group”                      | the Company and its subsidiaries from time to time                                                                                                                                                                                  |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                              |

\* *For translation purposes only*

---

## DEFINITIONS

---

|                           |                                                                                                                                                                                                                                    |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Jing-Xing Power Plant”   | Zhejiang Amber Jing-Xing Natural Gas Power Generation Co., Ltd* (浙江琥珀京興天然氣發電有限公司), a company established under the laws of the PRC with limited liability on 6 January 2005 and an indirect wholly-owned subsidiary of the Company |
| “Latest Practicable Date” | 16 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular                                                                        |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time                                                                                                                                  |
| “Memorandum”              | the Memorandum of Association of the Company as amended from time to time                                                                                                                                                          |
| “Our Power Plants”        | Blue Sky Power Plant, De-Neng Power Plant and Jing-Xing Power Plant                                                                                                                                                                |
| “PRC”                     | The People’s Republic of China                                                                                                                                                                                                     |
| “RMB”                     | Renminbi, the lawful currency of the PRC                                                                                                                                                                                           |
| “SFO”                     | the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)                                                                                                                                                           |
| “Shareholder(s)”          | shareholder(s) of the Company                                                                                                                                                                                                      |
| “Share(s)”                | ordinary share(s) of HK\$0.10 each in the share capital of the Company                                                                                                                                                             |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                            |
| “Takeovers Code”          | the Hong Kong Code on Takeovers and Mergers                                                                                                                                                                                        |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                |
| “%”                       | per cent                                                                                                                                                                                                                           |

---

LETTER FROM THE BOARD

---

AMBER

Amber Energy Limited

琥珀能源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 90)

*Executive Director:*

CHAI Wei (*President and Chairman*)

*Non-executive Directors:*

PEI Shao Hua

LI Jin Quan

*Independent Non-executive Directors:*

TSE Chi Man

YAO Xian Guo

YU Wayne W.

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business in*

*Hong Kong:*

Room 706

Albion Plaza

2-6 Granville Road

Tsimshatsui

Kowloon

Hong Kong

22 April 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (i) the re-election of Directors; and (ii) the grant to the Directors of the general mandates to allot, issue and deal with additional Shares and to repurchase Shares, and the extension of the general mandates to allot, issue and deal with new Shares by the addition thereto of any Shares repurchased by the Company, as well as to give you notice of the AGM.

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting one third of the Directors shall retire from office by rotation. Accordingly, Mr. Chai Wei and Mr. Tse Chi Man shall retire from office at the AGM and be eligible for re-election thereto.

Further, according to Article 83(3) of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Thus, Mr. Yu Wayne W. who was appointed as an independent non-executive Director on 29 August 2012 and Mr. Li Jin Quan who was appointed as a non-executive Director on 15 March 2013 shall hold office only until the AGM and be eligible for re-election at the AGM.

The biographical details of each of, Mr. Chai Wei, Mr. Tse Chi Man, Mr. Yu Wayne W., and Mr. Li Jin Quan as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules are set out in Appendix I to this circular.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general unconditional mandate to allot, issue and deal with additional securities of the Company (including, inter alia, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Issue Mandate**"). On the basis of 415,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Issue Mandate could result in up to 83,000,000 Shares being issued by the Company;
- an ordinary resolution to grant to the Directors a general unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "**Repurchase Mandate**"); and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### AGM

The notice convening the AGM is set out on pages 10 to 13 to this circular. At the AGM, amongst others, ordinary resolutions will be proposed to approve the re-election of Directors, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

### VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, all votes of the Shareholders at a general meeting must be taken by poll. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such proposed resolutions at the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Amber Energy Limited**  
**Chai Wei**  
*President and Chairman*

The following sets out the particulars of the Directors proposed to be re-elected at the AGM.

**1. Mr. Chai Wei (柴偉)**

Mr. Chai, aged 42, was appointed as an executive Director on 8 September 2008. Mr. Chai is also the Chairman of the Board and President of the Company. He is responsible for the overall business strategy and corporate development of the Group, sourcing and development of new projects and maintaining relationship between the Group and the local government authorities in which the Group's power plants are located. Mr. Chai has over 19 years of experience in corporate development and management in a variety of sectors, including energy and public media. Prior to joining the Group, Mr. Chai worked in public media industries. Mr. Chai was the founder of Zhejiang King Island Limited (浙江金島廣告有限公司) and Zhejiang Expressway Advertising Co. (浙江高速廣告公司). He was a director and general manager of Zhejiang King Island Limited (浙江金島廣告有限公司) during the period from 1992 to 2003 and was the vice-chairman and general manager of Zhejiang Expressway Advertising Co. (浙江高速廣告公司) during the period from 1998 to 2003. Since 2005, Mr. Chai has been responsible for the overall management of Our Power Plants. Mr. Chai has been a director of all the subsidiaries of the Group, a director of Shanghai Pu-Xing Energy Limited (上海普星聚能有限公司), formerly known as Shanghai Pu-Xing Energy Limited (上海普星能源有限公司)<sup>#</sup> ("Shanghai Pu-Xing") since 2002, a director of Xinjiang Wanxiang GPE Technology Co., Ltd. (新疆萬向聚能技術有限公司)<sup>#</sup> since February 2013 and was the general manager of Shanghai Pu-Xing during the period from 2002 to December 2008. He is currently the Vice President of China Energy Association, deputy director of the editors committee of Zhejiang Economic Magazine (浙江經濟雜誌編委會), and a member of the China Natural Gas Industry Magazine Council (《中國天然氣工業》雜誌理事會). Mr. Chai graduated from Zhejiang Art and Craft School (浙江省工藝美術學校) majoring in industrial design.

Mr. Chai has entered into a service agreement with the Company for a term of three years commencing from 10 July 2009 and renewable thereafter by mutual agreement provided that at any time during the term of appointment, either party may terminate the agreement by giving to the other not less than three months' prior notice in writing. Pursuant to Mr. Chai's service agreement, he is entitled to an annual remuneration of RMB660,000 and eligible for a discretionary bonus at the absolute discretion of the Board. The emoluments of Mr. Chai is determined on the basis of his experience, level of responsibilities within the Group and the market situation.

**2. Mr. Li Jin Quan (李金泉)**

Mr. Li, aged 44, was appointed as a non-executive Director on 15 March 2013. Mr. Li has over 10 years of experience in corporate operation management. From 1992 to 2004, Mr. Li was in charge of technology research and operation management of AVIC Qingan Group Co., LTD and its subsidiaries and served as technician, deputy director of the manufacture and development department and general manager of the package material branch. From 2004 to 2009, he was in charge of the investment management of Wanxiang Western Development Co., Ltd. (萬向西部開發有限公司)<sup>#</sup> and served as senior project manager and deputy general manager of the investment management department. He has worked at the strategic development department of China Wanxiang Holding Co., Ltd.<sup>#</sup> (中國萬向控股有限公司)<sup>#</sup> since 2009 and is currently the executive general manager of that department. Mr Li is also a director of Hanchuan CNC Machine Tool Co., Ltd. (漢川數控機床股份公司)<sup>#</sup>. Mr. Li obtained a bachelor's degree in engineering from Nanchang Institute of Aeronautical Technology (南昌航空工業學院) in 1992 and a master's degree in engineering from Beihang University (北京航空航天大學) in 2000.

Mr. Li has entered into a service agreement with the Company for a term of three years commencing from 15 March 2013 subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the service agreement, Mr. Li is not entitled to any remuneration in his capacity as a Director from the Company.

<sup>#</sup> Companies controlled by Mr. Lu Wei Ding, the ultimate controlling Shareholder

**3. Mr. Tse Chi Man (謝志文)**

Mr. Tse, aged 59, was appointed as an independent non-executive Director on 25 May 2009. Mr. Tse has over 20 years of experience in finance and business development management. Prior to joining the Group, Mr. Tse held various positions in a number of organizations including Chase Manhattan Asia Limited as a director, Inchcape Pacific Limited as a mergers and acquisitions director, Lerado Group Holdings Limited as an executive director and Dresdner Kleinwort Benson China Limited as a managing director. Mr. Tse had worked for Imagi International Holdings Limited, a company listed on the Stock Exchange from 1999 to 2008 where he served as a director since 2004 and chief financial officer since 2007 overseeing the company's accounting and finance, administration and human resources functions. Mr. Tse was also a member of the Vocational Training Council Design Institute Advisory Board. Mr. Tse holds a bachelor's degree and a master's degree in business administration, both from the University of Texas, Arlington.

Mr. Tse has entered into a service agreement with the Company for a term of three years commencing from 10 July 2009 and renewable thereafter by mutual agreement provided that at any time during the term of appointment, either party may terminate the agreement by giving to the other not less than three months' prior notice in writing. Pursuant to Mr. Tse's service agreement, he is entitled to an annual remuneration of HK\$180,000 which is determined by the Board with reference to his duties and responsibilities, the Group's remuneration policy and the prevailing market situation.

**4. Mr. Yu Wayne W. (俞偉峰先生)**

Mr. Yu, aged 49, was appointed as an independent non-executive Director on 29 August 2012. Mr. Yu is currently a professor at the Hong Kong Polytechnic University. Before joining Hong Kong Polytechnic University in 1999, he was an assistant professor of the School of Business at Queen's University in Canada. Mr. Yu holds a bachelor of business administration degree, a master of arts (Economics) degree, and a Ph.D. (Finance) degree. In addition, he is a Chartered Financial Analyst. Mr. Yu is currently an independent non-executive director of Shenzhen Gas Corporation Limited, a company listed on the Shanghai Stock Exchange. He was an independent non-executive director of Shenji Group Kunming Machine Tool Company Limited, a company listed on the Main Board of the Stock Exchange and on the Shanghai Stock Exchange, during the period from June 2005 to June 2011.

Pursuant to his letter of appointment with the Company, Mr. Yu is appointed for a term of three years with effect from 29 August 2012 subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Yu is entitled to an annual remuneration of HK\$180,000, which is determined by the Board with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, each of the above Directors (i) had not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; (iii) did not hold any positions in the Company or other members of the Group; and (iv) did not have any interests in the Shares within the meaning of Part XV of SFO. There was no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules.

This is the explanatory statement required by rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

## **1. EXERCISE OF THE REPURCHASE MANDATE**

On the basis of 415,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Repurchase Mandate could result in up to 41,500,000 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws of the Cayman Islands. Such funds include profits available for distribution.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited consolidated accounts for the year ended 31 December 2012) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

## **4. DIRECTORS AND CONNECTED PERSONS**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective associates had a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

## **5. UNDERTAKINGS**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

## 6. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances.

As at the Latest Practicable Date, to the best knowledge of the Company, our controlling Shareholder, Mr. Lu Wei Ding (through his interest in GDZ International Limited and Amber International Investment Co., Ltd) had or was taken or deemed to have an aggregate interests (within the meaning of Part XV of the SFO) of approximately 95.42% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, his aggregate interests would (assuming that there is no change in relevant circumstances) be increased to approximately 106.02% of the issued share capital of the Company. The Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a mandatory offer to Shareholders under rules 26 and 32 of the Takeovers Code as a result of repurchase of Shares.

In any event, the Directors have no present intention to repurchase Shares to such an extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code. The Directors will use their best endeavors to ensure the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company.

## 7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

## 8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date were as follows:

|                                                | Highest<br>(HK\$) | Lowest<br>(HK\$) |
|------------------------------------------------|-------------------|------------------|
| April 2012                                     | 0.85              | 0.78             |
| May 2012                                       | 0.85              | 0.64             |
| June 2012                                      | 0.70              | 0.61             |
| July 2012                                      | 0.78              | 0.62             |
| August 2012                                    | 0.70              | 0.57             |
| September 2012                                 | 0.68              | 0.57             |
| October 2012                                   | 0.83              | 0.59             |
| November 2012                                  | 0.76              | 0.63             |
| December 2012                                  | 0.74              | 0.62             |
| January 2013                                   | 0.81              | 0.65             |
| February 2013                                  | 0.91              | 0.74             |
| March 2013                                     | 0.91              | 0.66             |
| April 2013 (up to the Latest Practicable Date) | 0.78              | 0.62             |

AMBER

Amber Energy Limited

琥珀能源有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 90)

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Amber Energy Limited (the “**Company**”) will be held at Marina Room II, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 31 May 2013 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 December 2012.
2. To declare a final dividend for the year ended 31 December 2012.
3. (a) To re-elect the following Directors:
  - (i) Mr. Chai Wei as an executive Director;
  - (ii) Mr. Li Jin Quan as a non-executive Director;
  - (iii) Mr. Tse Chi Man as an independent non-executive Director; and
  - (iv) Mr. Yu Wayne W. as an independent non-executive Director.

(b) To authorize the board of Directors to fix the remuneration of the Directors.
4. To re-appoint KPMG as the auditors of the Company and to authorize the board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

5A. “**THAT:**

- (a) subject to paragraph 5A(c), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute or otherwise deal with additional shares in the capital of the Company and to make, issue or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) and rights of exchange and conversion which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph 5A(a) shall be in addition to any other authorisations given to the Directors and authorize the Directors during the Relevant Period (as hereinafter defined) to make, issue or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) and rights of exchange and conversion which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in paragraph 5A(a), otherwise than pursuant to the shares of the Company issued as a result of (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the articles of association of the Company; (iii) an issue of shares in the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iv) an issue of shares in the Company upon the exercise of subscription or conversion rights under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

5B. “**THAT**:

- (a) subject to paragraph 5B(b), the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph 5B(a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression “**Relevant Period**” shall for the purposes of this resolution have the same meaning as assigned to it under resolution 5A(d) above.”

5C. “**THAT** conditional upon resolutions 5A and 5B above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 5A, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution.”

By order of the Board  
**Amber Energy Limited**  
**Chai Wei**  
*President and Chairman*

Hong Kong, 22 April 2013

*Principal place of business in Hong Kong:*

Room 706  
Albion Plaza  
2–6 Granville Road  
Tsimshatsui  
Kowloon  
Hong Kong

---

## NOTICE OF ANNUAL GENERAL MEETING

---

**Notes:**

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the instrument appointing a 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 attorney or other authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
3. The register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting of the Company. In order to be eligible to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 28 May 2013.

During the period mentioned above, no transfers of shares will be registered.

4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.