

AMBER

Amber Energy Limited

琥珀能源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 90)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (“AGM”)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of the Amber Energy Limited (the “Company”) HEREBY APPOINT ^(Note 3) the Chairman of the AGM, or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM of the Company to be held at Marina Room I, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 30 May 2014 at 10:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM (“Notice”) as hereunder indicated.

	Resolutions	For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2013.		
2.	To declare a final dividend for the year ended 31 December 2013.		
3.	(a) To re-elect the following directors of the Company: (i) Mr. Pei Shao Hua as a non-executive director. (ii) Mr. Yao Xian Guo as an independent non-executive director. (iii) Mr. Yu Wayne W. as an independent non-executive director. (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To re-appoint KPMG as auditors of the Company and to authorise the board of directors to fix their remuneration.		
5.*	A. To grant a general mandate to the directors to allot, issue and deal with the Company’s shares. B. To grant a general mandate to the directors to repurchase the Company’s shares. C. To extend the general mandate to the directors to allot, issue and deal with additional shares by addition of the nominal amount of the shares repurchased.		

Dated this _____ day of _____ 2014. Signature(s) ^(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 the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the AGM is preferred, delete the words “**the Chairman of the AGM, or**” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice.
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 either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. Where there are joint registered holders of any share(s), any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM, personally or by proxy, then the holder so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
7. 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 such power of attorney or other authority, must be deposited at the office of the Company’s share registrar, 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 any adjournment thereof.
8. 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.

* The full text of the resolution is set out in the Notice.