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

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your 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** 琥珀能源有限公司 (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.

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**A M B E R**

**Amber Energy Limited**

**琥珀能源有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 90)**

**MAJOR TRANSACTION**

**Financial Adviser**

**PiperJaffray**

**Piper Jaffray Asia Limited**

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## DEFINITIONS

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

“Acquisition”	the acquisition of the GTG Unit and the PM Services by Amber Anji pursuant to the Agreement
“Agreement”	the agreement dated 30 November 2011 and entered into by Amber Anji, the Buyer’s Agent and the Seller in connection with the Acquisition
“Amber Anji”	Amber (Anji) Gas Turbine Thermal Power Co. Ltd., a company established in the PRC and indirectly wholly owned by the Company and is principally engaged in developing and operating the combined cycle thermal power projects of the Group in Anji County, Zhejiang Province, PRC
“Amber International”	Amber International Investment Co., Ltd., a company incorporated under the laws of the British Virgin Islands and owned as to 90% by Mr. Lu Wei Ding through GDZ International Limited and as to 10% by Mr. Chai Wei, an executive Director, through DUOU Investment Co., Ltd., and, is the controlling shareholder of the Company currently holding 72.29% of the issued share capital of the Company
“Announcement”	an announcement of the Company dated 30 November 2011 in respect of the Agreement
“associates(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	board of Directors
“Buyer”	Amber Anji and Buyer’s Agent
“Buyer’s Agent”	Zhejiang Zhongda Technical Import Co., Ltd. (浙江中大技術進口有限公司), a company established in the PRC engaged in the business of providing import agent services, which acts as Amber Anji’s import agent in the PRC in respect of the Agreement and the transaction contemplated thereunder
“Company”	Amber Energy Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Contract Price”	approximately HKD190,489,620 (equivalent to the amounts of EUR18,139,954 payable to GEEPF and USD274,126 payable to GEIOC) payable by Amber Anji (by itself or through Buyer’s Agent) to the Seller under the Agreement

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## DEFINITIONS

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“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Convertible Bond”	the convertible bond issued by the Company to Amber International on 29 November 2011 in the principal amount of HK\$124,800,000 due five years from the issue date convertible into Shares at the initial conversion price of HK\$1.3 per Conversion Share (subject to adjustments)
“Director(s)”	director(s) of the Company
“EUR”	Euro, the lawful currency of certain member states of the European Union
“FOB”	free on board
“GEEPF”	GE Energy Products France SNC, a corporation organized and existing under the laws of France, with a place of business at 20, Avenue du Marechal Juin, B.P. 379, 90007 BELFORT Cedex, France and engaged in the business of manufacturing, delivering, erecting and commissioning power generation equipment
“GEIOC”	General Electric International Operations Company, a corporation existing under the laws of the State of Delaware, the United States of America, with a place of business at No. 100 West Tenth Street, Wilmington, the United States of America and engaged in the business of providing services, including project management services
“GTG Unit”	one new and unused model 6111 (6FA+e) gas turbine-generator unit to be manufactured by GEEPF
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Incoterms 2000”	the international rules for the interpretation of trade terms as published by the International Chamber of Commerce in 2000
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Group and its connected persons
“Latest Practicable Date”	16 December 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules governing the Listing of Securities on the Stock Exchange
“MSD”	the abbreviation of “Material Shipped Direct”, being the supplementary parts to the main body of the GTG Unit
“MW”	megawatt(s)
“MWh”	megawatt hour(s)
“New Anji Project”	a new cogeneration project of the Group in Anji County, Zhejiang Province, PRC
“PM Services”	project management services in relation to the supply of the GTG Unit to be provided by GEIOC
“POE”	port of export
“PRC”	The People’s Republic of China, which for the purpose of this circular does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	The abbreviation of “Static Frequency Converter”, which is used as a start-up device for the generator in the GTG Unit
“SFO”	Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Seller”	GEEPF and GEIOC
“USD”	United States dollar, the lawful currency of the United States of America
“%”	per cent.

*In this circular, amounts quoted in EUR, USD and RMB have been converted into HK\$ at the rates of EUR1:HK\$10.3834, USD1:HK\$7.7892 and RMB0.8144:HK\$1, respectively. Such exchange rates have been used, where applicable, for illustration purposes only and do not constitute a representation that any amounts were or may have been exchanged at these or any other rates or at all.*

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LETTER FROM THE BOARD

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**A M B E R**

**Amber Energy Limited**

**琥珀能源有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 90)**

*Executive Directors*

Mr. Chai Wei (*President*)

Mr. Hu Xian Wei

*Non-executive Directors:*

Mr. Ding Guang Ping

Mr. Feng Li Min

*Independent Non-executive Directors:*

Mr. Zhang Shou Lin

Mr. Tse Chi Man

Mr. Yao Xian Guo

*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

21 December 2011

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTION**

**INTRODUCTION**

Reference is made to the Announcement in which the Board announced that on 30 November 2011, Amber Anji entered into the Agreement with the Buyer's Agent and the Seller pursuant to which the Seller will sell and Amber Anji through the Buyer's Agent will purchase the GTG Unit and the PM Services at the aggregate Contract Price of approximately HK\$190,489,620.

The Agreement constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the approval of the Shareholders. On 6 December 2011, the Company obtained a written approval of the Acquisition from Amber International, which currently holds approximately 72.29% of the issued share capital of the Company and has the right to attend and vote at such general meeting pursuant to Rule 14.44 of the Listing Rules in lieu of holding a general meeting of the Company to approve the Agreement and the transaction contemplated thereunder.

The purpose of this circular is to set out, among other things, further details of (i) the Acquisition; (ii) the Agreement; and (iii) other information as required by the Listing Rules.

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## LETTER FROM THE BOARD

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### THE AGREEMENT

#### Date

30 November 2011

#### Parties

Buyer: Amber Anji and Buyer's Agent

Seller: GEEPF and GEIOC

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Seller, the Buyer's Agent and their respective ultimate beneficial owners are Independent Third Parties.

GEEPF is engaged in the business of manufacturing, delivering, erecting and commissioning power generation equipment. GEIOC is engaged in the business of providing technical advice and other labor services, repair services, test and training in support of the installation, modification, maintenance and repair of power generation equipment. Buyer's Agent is engaged in the business of providing import agent services and is responsible for acting as Amber Anji's import agent in the PRC in respect of the Agreement and the transaction contemplated thereunder.

#### The GTG Unit and the PM Services

Pursuant to the Agreement, Amber Anji through the Buyer's Agent will purchase from the Seller, and the Seller will supply to Amber Anji the GTG Unit, being one new and unused model 6111 (6FA+e) gas turbine-generator unit, and the PM Services, being the related project management service in relation to the supply of the GTG Unit, at the Company's new cogeneration project in Anji County, Zhejiang Province, PRC.

#### Consideration and payment terms

The total Contract Price of approximately HK\$190,489,620 (equivalent to the amounts of EUR18,139,954 payable to GEEPF and USD274,126 payable to GEIOC) is payable by Amber Anji (by itself or through the Buyer's Agent).

The Contract Price was determined after arm's length negotiations among Amber Anji and the Seller with reference to the knowledge of the Company's management on (i) the compatibility of the GTG Unit with the New Anji Project; (ii) the specifications of the GTG Unit and the PM Services; and (iii) the PRC servicing track record and experience of the Seller.

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**LETTER FROM THE BOARD**

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Payments for the GTG Unit will be made in four stages subject to the achievement of relevant milestone dates and/or events at each stage as set out below.

<b>Payment</b>	<b>Expected Payment Date</b>	<b>Milestone Dates/Events</b>	<b>% of Contract Price</b>	<b>Cumulative Payment Schedule</b>
1st	December 2011	Due within fifteen (15) calendar days after signature date of the Agreement	20%	20%
2nd	February 2012	Due within three (3) months after signature date of the Agreement	16%	36%
3rd	June to August 2012	Due upon shipment date and/or shipment to storage date of the GTG Unit (expected to be no later than August 2012)	60%	96%
4th	July to September 2012	Due within one (1) month after shipment date and/or shipment to storage date of the GTG Unit (expected to be no later than September 2012)	4%	100%

Payments for the PM Services will be made in two stages subject to the relevant milestone date and/or event at each stage:

<b>Payment</b>	<b>Expected Payment Date</b>	<b>Milestone Dates/Events</b>	<b>% of Contract Price</b>	<b>Cumulative Payment Schedule</b>
1st	December 2011	Due within fifteen (15) calendar days after signature date of the Agreement	20%	20%
2nd	June 2012	Due upon delivery of the gas turbine (expected to be no later than June 2012)	80%	100%

Payments for both the GTG Unit and the PM Services will be made in stages according to the above schedule.

**Guaranteed Equipment Shipment Dates**

Set forth below is the schedule of the Sellers' guaranteed shipment dates for delivery of the major components of the GTG Unit:

<b>Major Components of the GTG Unit</b>	<b>Delivery Term (Incoterms 2000)</b>	<b>Guaranteed Equipment Shipment Date</b>
Gas Turbine	FOB POE	20 June 2012
Generator	FOB POE	5 July 2012
Gas Turbine and Generator MSD (except SFC)	FOB POE	21 July 2012
SFC	FOB POE	15 August 2012



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## LETTER FROM THE BOARD

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The shipment of the GTG Unit is subject to the payment terms as stipulated in the Agreement. Payment for the total Contract Price will be made in stages subject to the achievement of relevant milestone dates and/or events, including the shipment date and delivery of the relevant component as stated above.

### **Termination**

The Buyer has the right to terminate the Agreement for its convenience with respect to any GTG Unit until title to such unit has passed to the Buyer or such GTG Unit has been delivered to the Buyer, whichever shall first occur. Such termination shall be effective upon the later of receipt by the Seller of written notice of termination or receipt by the Seller of termination payments pursuant to the terms of the Agreement.

### **Source of funding**

The Acquisition will be funded by the net proceeds of approximately HK\$119,370,000 received from the issue of the Convertible Bond and the remaining balance of the Contract Price of approximately HK\$71,119,620 will be funded by the internal resources of the Company.

### **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group is a foreign-owned gas-fired power plant operator under the Zhejiang provincial grid and is principally engaged in the development, operation and management of power plants fuelled by natural gas. Building upon the Group's operational and management experience in the gas-fired power generation industry, the Company has been planning to further expand its share in the PRC energy supply market by originating and investing in new projects or making acquisitions in areas such as gas-fired power cogeneration projects.

The Directors consider that the Acquisition and the New Anji Project represent a good opportunity for the Company to expand its share in the PRC energy supply market and further strengthen its competitive advantages in the gas-fired power generation industry.

The Directors (including the independent non-executive Directors) are of the view that the terms and conditions of the Agreement have been agreed on normal commercial terms after arm's length negotiations among Amber Anji and the Seller, and that the terms and conditions of the Agreement and the Acquisition are normal commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole.

### **LISTING RULES IMPLICATIONS**

Pursuant to the Listing Rules, as one of the applicable percentage ratios for the Acquisition is more than 25% but less than 100%, the Acquisition therefore constitutes a major transaction for the Company and is subject to the reporting, announcement and shareholders' approval requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any interest in the Acquisition and as such, none of them is required to abstain from voting if the Company were to convene a general meeting to approve the Acquisition, the Agreement and the transaction contemplated thereunder. Accordingly, on 6 December 2011, the Company obtained a written approval of the Acquisition from Amber International, which currently holds approximately 72.29% of the issued share capital of the Company and has the right to attend and vote at such general meeting pursuant to Rule 14.44 of the Listing Rules in lieu of holding a general meeting of the Company to approve the Agreement and the transaction contemplated thereunder.

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## LETTER FROM THE BOARD

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### EFFECT OF THE TRANSACTION ON THE EARNINGS AND ASSETS AND LIABILITIES OF THE GROUP

The Group will continue to be engaged in the development, operation and management of power plants fuelled by natural gas. Following the commencement of operations of the New Anji Project, in which the GTG Unit is intended to be deployed, the Group's production capacity is expected to increase by approximately 76MW, or an increase of approximately 25% compared with that as at 31 December 2010. As a result, the Group's earning ability is expected to increase along with the expected increase in its production capacity. The increase in the Group's production capacity is expected to materialise upon the commencement of operations of the New Anji Project, which is preliminarily estimated to be around the end of 2012; its actual impact on the Group's earnings will be subject to the final approval of the relevant on-grid tariff by the relevant governmental authorities in the PRC. On the other hand, its profit will be reduced by the depreciation of the GTG Unit and the capitalised expenses on the PM Services.

The Acquisition will be partly funded by the proceeds from the issue of the Convertible Bonds and partly financed by internal resources. Hence, the Acquisition is expected to result in a decrease in the Group's cash balances and therefore its current assets, by the amount of the Consideration, whilst its net assets is expected to remain unchanged, as the decrease in the Group's cash balance will be offset by a corresponding increase in the Group's non-current assets by the amount of Consideration.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information contained in the Appendices to this circular.

By Order of the Board  
**Amber Energy Limited**  
**Chai Wei**  
*President*

**FINANCIAL INFORMATION OF THE GROUP**

Financial information of the Group (since its listing on the Stock Exchange on 10 July 2009) for the six months ended 30 June 2011 and each of the two years ended 31 December 2010 and 31 December 2009 are disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.amberenergy.com.hk>):

- interim report of the Company for the six months ended 30 June 2011 published on 15 September 2011 (pages 5 to 29);
- annual report of the Company for the year ended 31 December 2010 published on 18 April 2011 (pages 49 to 144); and
- annual report of the Company for the year ended 31 December 2009 published on 22 April 2010 (pages 57 to 156).

**STATEMENT OF INDEBTEDNESS****Borrowings**

As at the close of business on 31 October 2011, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the printing of this circular, the Group has:

- (1) approximately HK\$672,888,000 of term loans (equivalent to RMB548,000,000), of which approximately HK\$284,872,000 (equivalent to RMB232,000,000) are secured and approximately HK\$388,016,000 (equivalent to RMB316,000,000) are unsecured ;
- (2) On 18 October 2011 the Company entered into an agreement with Amber International pursuant to which the Company conditionally agreed to issue, and Amber International conditionally agreed to subscribe for the Convertible Bond of HK\$124,800,000 (which was subsequently approved at the extraordinary general meeting of the Company held on 24 November 2011 and the Convertible Bond was issued to Amber International on 29 November 2011);

**Disclaimer**

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables in normal course of business, as at the close of business on 31 October 2011, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptable credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

**WORKING CAPITAL**

The Directors, after due and careful enquiry and consideration, are of the opinion that, after taking into account the effect of the Acquisition, the present internal financial resources available to the Group, the existing available credit facilities and the estimated net proceeds from the Convertible Bond, the Group will have sufficient working capital for its present requirements for at least the next twelve months from the date of this circular.

**FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

As stated in the interim report of the Company for the six months ended 30 June 2011, the Group has three wholly-owned gas-fired power plants, namely Zhejiang De-Neng Natural Gas Power Generation Co., Ltd. (浙江德能天然氣發電有限公司) (now known as 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)) (“De-Neng 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) (“Blue Sky Power Plant”) and 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) (“Jing-Xing Power Plant”). The aggregate installed capacity and attributable installed capacity of the above power plants was approximately 299MW. The production volume for the six months ended 30 June 2011 was 608,063 MWh. The electricity demand in Zhejiang Province has been strong in 2011, which led to a power shortage, and the Company expects to benefit from this situation as a clean energy plants for peak-loading.

Since climatic changes and development of low carbon economy will be under global spotlight, the clean energy industry will be one of the industries with the strongest development potential. Under the 12th Five Year Plan, the clean energy industry of China will be further developed to optimize the structure of the energy generation industry. The use of coal in power generation will be reduced while the use of natural gas and other reusable energy sources will be increased. As one of the clean energy providers in Zhejiang Province, our Group will benefit from the favourable policies promoting environmentally friendly energy of the PRC government.

The Board is of the view that the Chinese Government will advocate energy conservation and emission reduction and promote the development of a low-carbon economy. As the proportion of renewable energy to total energy consumption in China is low and natural gas is a fossil fuel and important transition fuel which is in compliance with the environment protection standards, it is expected that the Chinese Government will put more efforts in developing renewable energy and increase the proportion of natural gas to the primary energy. Natural gas will be one of the major clean energies used in China in the first half of the 21st century.

The demand of electricity in Zhejiang Province has been increasing in 2011, and the imbalance between the demand and supply of electricity is worsening. It is expected that the demand of electricity supply in Zhejiang Province will increase significantly in 2012 and 2013. Zhejiang Provincial Government will provide support to the construction of a series of natural gas-fired cogeneration projects, which are planned to commence production in 2012 and 2013, so as to solve the imbalance between the demand and supply of electricity during the period of the 12th Five-Year Plan, improve power structure and energy efficiency. This will be a great opportunity for the Group to develop a new natural gas-fired cogeneration project in Zhejiang Province.

In light of favourable industry outlook, in addition to the Acquisition outlined in this circular, the Company entered into an agreement to acquire a gas turbine-generator unit which will form part of the combined cycle system of a power plant construction project that is expected to commence commercial operation around end of 2012, details of which were set out in an announcement made by the Company on 25 May 2011.

#### **MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2010, being the date to which the latest published audited financial statements of the Group were made up.

**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.

**DISCLOSURE OF INTERESTS****Disclosure of interests of substantial shareholders**

As at the Latest Practicable Date, so far as is known to any directors or Chief executive of the Company, the following persons (other than Directors or chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

<b>Name of Shareholder</b>	<b>Nature of interest</b>	<b>Number of shares/underlying shares held (note 1)</b>	<b>Percentage of issued share capital</b>
Amber International	Beneficial Interest	396,000,000(L)	95.42%(L)
GDZ International Limited	Interest in controlled corporation	396,000,000(L)	95.42%(L)
Mr Lu Wei Ding (“Mr Lu”) (note 2)	Interest in controlled corporation	396,000,000(L)	95.42%(L)
Ms Li Li (“Ms Li”) (note 3)	Interest of spouse	396,000,000(L)	95.42%(L)

*Notes:*

- 1) The letter “L” denotes the entity/person’s long position in the shares.
- 2) These shares are held by Amber International, which is owned as to 90% by GDZ, which in turn is wholly owned by Mr. Lu. Therefore, GDZ and Mr. Lu are deemed to be interested in these shares. The remaining 10% of Amber International is owned by DUOU Investment Co. Ltd, which is wholly owned by Mr. Chai Wei, a director of the Company.
- 3) Ms. Li Li is the spouse of Mr. Lu and is therefore deemed to be interested in the said shares in which Mr. Lu is deemed to be interested.

Save as disclosed herein, as at the Latest Practicable Date, the Directors are not aware of any other interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under section 336 of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group as at the Latest Practicable Date.

**Disclosure of interests of Directors and chief executive**

As at the Latest Practicable Date, the Company has not been notified by any other persons (other than Directors or chief executives of the Company) who had an interest or a short position in the shares or underlying shares of the Company which (a) are required to be notified to the issuer and the Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests and short positions which he is taken or deemed to have under such provisions of Securities and Futures Ordinance); or (b) are required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or (c) are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the issuer and the Exchange.

**CLAIMS AND LITIGATIONS**

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

**SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors has any existing or proposed service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

**COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or their respective associates were considered to have interest in a business, apart from the business of the Group, which competes or is likely to compete with that of the Group, either directly or indirectly.

**DIRECTORS' INTEREST IN ASSETS AND CONTRACTS**

As at the Latest Practicable Date, none of the Directors have any direct or indirect interest in any assets of the Group since 31 December 2010, being the date to which the latest published audited financial statements of the Company were made up, been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors is materially interested in any contract or arrangement subsisting at the date of this circular and which is significant in relation to the business of the Group.

**MATERIAL CONTRACTS**

The Group has entered into the following material contracts within the two years immediately preceding the date of this circular:

1. the agreement dated 25 May 2011 entered into by Amber Anji, Hitachi East Asia Limited and Hitachi (China) Limited in connection with the acquisition of a new and unused model of Hitachi's H-25 gas-turbine-generator unit;

2. the subscription agreement dated 18 October 2011 entered into between the Company and Amber International in relation to the subscription of the Convertible Bond;
3. the Agreement.

Save as disclosed above, no material contract (not being a contract entered into in the ordinary course of business) has been entered into by any member of the Group within the two years immediately preceding the issue of this circular.

### **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the office of the Company at Room 706, Albion Plaza, 2-6 Granville Road, Tsimshatsui, Kowloon, Hong Kong during normal business hours on any weekday up to and including 4 January 2012, being the date which is 14 days from the date of this circular:

- (a) the memorandum and articles of association of the Company;
- (b) the material contracts referred to in the paragraph headed "Material Contracts" in this appendix;
- (c) the annual report of the Company for each of the two years ended 31 December 2010 and 31 December 2009; and
- (d) a copy of each circular issued pursuant to the requirements set out in chapter 14 and/or 14A which has been issued since the date of the latest published audited financial statements;
- (e) this circular.

### **MISCELLANEOUS**

#### **Company Secretary**

Mr. Lai Chun Yu is the company secretary of the Company. He holds a bachelor's degree in business from Queensland University of Technology. He is a member of CPA Australia and a member of Hong Kong Institute of Certified Public Accountants.

#### **Language**

The circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.