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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 I, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 30 May 2014 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.

25 April 2014

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DEFINITIONS

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

“2013 Annual Report”	the 2013 annual report of the Company
“AGM”	the annual general meeting 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 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
“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
“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
“Latest Practicable Date”	16 April 2014, 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
“PRC”	The People’s Republic of China

DEFINITIONS

“Puxing Energy”	Puxing Energy Corp Limited* (普星聚能股份公司), formerly known as Shanghai Pu-Xing Energy Limited* (上海普星聚能有限公司), a company established under the laws of the PRC with limited liability
“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

* *For translation purposes only*

LETTER FROM THE BOARD

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)

Executive Directors:

CHAI Wei (*President and Chairman*)
LAI Chun Yu

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

25 April 2014

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. Pei Shao Hua, Mr. Yao Xian Guo and Mr. Yu Wayne W. shall retire from office at the AGM and be eligible for re-election thereto.

The biographical details of each of Mr. Pei Shao Hua, Mr. Yao Xian Guo and Mr. Yu Wayne W. 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. Pei Shao Hua (裴少華)

Mr. Pei, aged 51, was appointed as a non-executive Director on 1 June 2012. Mr. Pei has over 26 years of experience in the energy industry and over 10 years' experience in senior management of energy companies. Mr. Pei served as the deputy general manager of Yunnan Diandong Power Company Limited (雲南滇東能源有限責任公司) from August 2003 to February 2005, the general manager of Luneng (Malaysia) Company Limited (魯能(馬來西亞)有限公司) from February 2005 to March 2007 and the vice president of the Beijing Bootes Electric Power Science and Technology Co., Ltd. from March 2007 to August 2010. Previously, Mr. Pei also worked in Shandong Electric Power Construction No. 1 Company, Shandong Nuclear Power Company Limited in Shenzhen, SEPCO Nuclear Power Construction Group Corporation (山東電力核電建設集團公司) and SEPCO Electric Power Construction Corporation. Mr. Pei had been the deputy general manager of the Energy Department of China Wanxiang Holding Co., Ltd. (中國萬向控股有限公司) since August 2010, the director of Puxing Energy, the chairman of Quzhou Pu-Xing Gas Turbine and Thermal Power Company Limited (衢州普星燃機熱電有限公司) since January 2013 and the general manager of Xinjiang Wanxiang Clean Energy Co., Ltd. (新疆萬向清潔能源有限公司) since February 2013. Mr. Pei graduated from Shandong Institute of Technology (山東工學院) majoring in thermal power and engineering with a bachelor's degree of engineering in 1983 and School of Management at Shandong University majoring in enterprises management with a master's degree in management in May 2005.

Mr. Pei has entered into a service agreement with the Company for a term of three years commencing from 1 June 2012 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. Pei's service agreement, he is not entitled to any remuneration from the Company for his directorship.

2. Mr. Yao Xian Guo (姚先國)

Mr. Yao, aged 61, was appointed as an independent non-executive Director on 25 May 2009. Mr. Yao is the professor of the College of Public Administration, Zhejiang University. He is also a member of The Expert Evaluation Committee of National Social Science Foundation of China (國家社會科學基金學科評審組專家), executive vice-chairman of the China Industrial Economic Association (中國工業經濟學會), member of the Zhejiang Government Advisory Council (浙江省政府諮詢委員會) and the chairman of the Zhejiang Public Administration Association (浙江省公共管理學會). Mr. Yao holds a master's degree in economics from Fudan University. Mr. Yao is currently an independent non-executive director of Wolong Electric Group Co., Ltd., Zhejiang Hithink Royal Flush Information Network Co., Ltd. and Zhejiang Zheneng Electric Power Co., Ltd., all of which are companies listed on the Shanghai Stock Exchange, and Zhejiang Asia-Pacific Pharmaceutical Co., Ltd., a company listed on the Shenzhen Stock Exchange. Mr. Yao also served as an independent non-executive director of Zhejiang Guangsha Co., Ltd., Zhejiang Xinhua Venture Investment Co., Ltd., Xinhua Zhongbao Co., Ltd. and Zhejiang Southeast Electric Power Company Limited, all of which are companies listed on the Shanghai Stock Exchange, and Zhejiang Hailiang Co., Ltd., a company listed on the Shenzhen Stock Exchange.

Mr. Yao 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. Yao'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.

3. Mr. Yu Wayne W. (俞偉峰)

Mr. Yu, aged 50, 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 was an independent non-executive director of Shenzhen Gas Corporation Limited, a company listed on the Shanghai Stock Exchange and an independent non-executive director of Shenji Group Kunming Machine Tool Company Limited, a company listed on both the Main Board of the Stock Exchange and the Shanghai Stock Exchange.

Mr. Yu has entered into a service agreement with the Company for a term of three years commencing from 29 August 2012 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. Yu'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.

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 in relation to their re-elections.

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 2013) 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 Puxing Energy 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 (HK\$)	Lowest (HK\$)
April 2013	0.78	0.62
May 2013	0.83	0.68
June 2013	0.78	0.58
July 2013	0.77	0.62
August 2013	0.83	0.62
September 2013	0.75	0.66
October 2013	0.74	0.62
November 2013	0.77	0.68
December 2013	1.13	0.73
January 2014	0.99	0.80
February 2014	0.89	0.81
March 2014	1.10	0.86
April 2014 (up to the Latest Practicable Date)	0.93	0.82

NOTICE OF ANNUAL GENERAL MEETING

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 I, 2/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 30 May 2014 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 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. (a) To re-elect the following Directors:
 - (i) Mr. Pei Shao Hua as a non-executive Director;
 - (ii) Mr. Yao Xian Guo as an independent non-executive Director; and
 - (iii) 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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

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).”

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

NOTICE OF ANNUAL GENERAL MEETING

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, 25 April 2014

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 during the following periods:
 - (i) from Wednesday, 28 May 2014 to Friday, 30 May 2014 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting. In order to be eligible to attend and vote at the meeting, all transfers accompanied by the relevant share certificates shall 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, 27 May 2014; and
 - (ii) from Tuesday, 10 June 2014 to Thursday, 12 June 2014 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfers accompanied by the relevant share certificates shall 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 Monday, 9 June 2014.
- During the periods mentioned in sub-paragraphs (i) and (ii) 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.