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In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.

“Affiliate”	(i) in the case of an affiliate of a person (the subject person) other than a natural person, any other person that directly or indirectly controls, is controlled by or is under common control with the subject person; (ii) in the case of an affiliate of a natural person, any other person that directly or indirectly controlled by the subject person or a relative of the subject person
“Amber Bluesky”	Amber Bluesky (HK) Limited (琥珀藍天 (香港) 有限公司), a company incorporated in Hong Kong on 26 June 2008 and a wholly-owned subsidiary of the Company
“Amber Deneng”	Amber Deneng (HK) Limited (琥珀德能 (香港) 有限公司), a company incorporated in Hong Kong on 26 June 2008 and a wholly-owned subsidiary of the Company
“Amber Jingxing”	Amber Jingxing (HK) Limited (琥珀京興 (香港) 有限公司), a company incorporated in Hong Kong on 26 June 2008 and a wholly-owned subsidiary of the Company
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s) or, where the context so requires, any of them which is used in the Public Offer
“Amber International”	Amber International Investment Co., Ltd., a company incorporated in the BVI on 12 January 2004 and owned as to 90% by Mr. Lu through GDZ and 10% by Mr. Chai through DUOU
“Articles of Association” or “Articles”	the articles of association of the Company adopted on 18 June 2009 as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board” or “Board of Directors”	Board of Directors of the Company
“Business Day” or “business day”	any day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“Blue Sky Power Plant”	Hangzhou Blue Sky Natural Gas Power Generation Co., Ltd* (杭州藍天天然氣發電有限公司), a company

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	established under the laws of the PRC with limited liability on 15 December 2004 and an indirect wholly-owned subsidiary of the Company
“BP”	British Petroleum plc, a global energy group listed in New York Stock Exchange (symbol: BP)
“BP Review”	the Statistical Review of World Energy issued by BP in June 2008 with an aim to provide objective data on world energy markets with statistics taken from government sources
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of 299,999,996 Shares to be made upon capitalization of an amount of HK\$29,999,999.60 standing to the credit of the share premium account of the Company referred to in the section headed “Written resolutions of the sole shareholder of the Company passed on 18 June 2009” in “Appendix VI — Statutory and General Information” to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, CCASS Custodian Participant or a CCASS Investor Participant
“China Energy Association”	a social body registered in Hong Kong with representative office in Beijing, PRC, established on 18 July 2006 to, among others, conduct survey and research on matters relating to energy sources sector, to present the opinions and request of energy sources industry to the government and provide related consulting services to enterprises. Currently, there are 99 members which are mainly engaged in power

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	generation, power grid operation, coal, petroleum and solar energy businesses
“Company”, “our Company”, “we” or “us”	Amber Energy Limited (琥珀能源有限公司), an exempted company incorporated with limited liability and existing under the laws of the Cayman Islands, and where the text requires, “we”, “us” or “our” shall mean the Group
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Connected Person”	has the meaning ascribed thereto in the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and in this prospectus unless the context otherwise requires, refers to Mr. Lu, Mr. Chai, GDZ, DUOU and Amber International collectively
“Corporate Reorganization”	the corporate reorganization of our Group conducted in preparation for the Listing, details of which are set out in the section headed “History, Corporate Reorganization and Group Structure — Corporate Reorganization” to this prospectus
“CSRC”	the China Securities Regulatory Commission, a regulatory body responsible for the supervision and regulation of the PRC national securities market
“De-Neng Power Plant”	Zhejiang De-Neng Natural Gas Power Generation Co., Ltd* (浙江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)”	directors of our Company or any one of them
“DUOU”	DUOU Investment Co. Ltd (杜歐投資有限公司), a company incorporated in BVI on 11 December 2008 and wholly-owned by Mr. Chai
“East China Power Grid”	the power transmission network covering Shanghai, Jiangsu province, Zhejiang province, Anhui province and Fujian province
“EIA”	Energy Information Administration, the statistical and analytical agency within the U.S. Department of

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	Energy. It was established in 1970s in response to the need for additional Federal initiatives to collect and disseminate energy-related information, and to evaluate and analyze such information
“Electric Power Law”	Electric Power Law of the PRC, adopted by the Standing Committee of the 8th National People’s Congress on 28 December 1995, and effective as of 1 April 1996
“European Economic Area”	the area created by agreement which came into force on 1 January 1994 and which includes the European Union plus Iceland, Norway and Liechtenstein
“EU”	the European Union, which comprises the following 27 member states: Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, The Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and United Kingdom
“Foreign Invested Enterprises” or “FIEs”	enterprises established in the PRC with foreign investment including sino-foreign equity joint ventures, sino-foreign cooperative joint ventures and wholly foreign-owned enterprises
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal rates of GDP growth), unless otherwise stated
“GDZ”	GDZ International Limited, a company incorporated in BVI on 12 April 2007 and wholly-owned by Mr. Lu
“GREEN Application Form(s)”	the application form(s) to be completed by White Form eIPO service provider designated by our Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK\$” or “HK dollars” or “HKD” or “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong

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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Huzhou Electric Power Bureau”	local power grid company of Huzhou city of Zhejiang province, a wholly-owned subsidiary of Zhejiang Electric Power Corporation (a state owned enterprise) and an Independent Third Party of the Group
“IEA”	International Energy Agency, an autonomous body, which was established in November 1974 in Paris within the framework for Economic Co-operation and Development to implement international energy programme. According to IEA’s public records, IEA acts as energy policy advisor to 28 member countries, including Australia, Japan, Germany, U.S. and United Kingdom, in their effort to ensure reliable, affordable and clean energy for their citizens
“IFRS”	the International Financial Reporting Standards, which include standards and interpretations approved by the International Accounting Standards Board (IASB), and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Committee (IASC)
“Independent Board Committee”	an independent board committee established by the Company, which consists of all independent non-executive Directors from time to time, the further details of which are set out in the section headed “Directors, Senior Management and Employees” in this prospectus
“Independent Third Party(ies)”	independent third party(ies) who is(are) not Connected Person(s)
“Intermediate Hong Kong Companies”	Amber Bluesky, Amber Jingxing and Amber Deneng, all incorporated in Hong Kong on 26 June 2008 as part of the Corporate Reorganization
“Issuing Mandate”	the general unconditional mandate given to the Directors by the Shareholders relating to the issue of new Shares, further details of which are contained in the section headed “Written resolutions of the sole shareholder of the Company passed on 18 June 2009” in “Appendix VI — Statutory and General Information” to this prospectus

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“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 is an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	24 June 2009, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	listing of the Shares on the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Friday, 10 July 2009, on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company as currently adopted
“Ministry of Commerce” or “MOFCOM”	the PRC Ministry of Commerce, the PRC government agency responsible for the administration of domestic and international trade, foreign investment and international economic cooperation
“Mr. Chai”	Mr. Chai Wei, co-founder, President and executive Director of the Company, holding 10% of Amber International through DUOU
“Mr. Lu”	Mr. Lu Wei Ding, co-founder of the Company, holding 90% of Amber International through GDZ
“NDRC”	the National Development and Reform Commission of the PRC, a PRC government agency responsible for developing national economic strategies and long term economic plans and for reporting economic and social development to the PRC National People’s Congress which formerly named as National Development and Planning Commission before March 2003

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“Ningbo Beilun”	Ningbo Economic & Technology Development Zone Beilun Power Fuel Co., Ltd* (寧波經濟技術開發區北侖電力燃料有限公司), a company established under the laws of the PRC with limited liability and was a minority shareholder of De-Neng Power Plant before the Corporate Reorganization
“Ningbo Hong-Ji”	Ningbo Hong-Ji Energy Co., Ltd* (寧波鴻基能源化工有限公司), a company established under the laws of the PRC with limited liability and was a minority shareholder of De-Neng Power Plant before the Corporate Reorganization
“No. 1268 Regulation”	The Regulation on the Development of Cogeneration 《關於發展熱電聯產的規定》, the regulation in relation to the development of cogeneration industry jointly promulgated by the State Development and Planning Commission, the SETC, the Ministry of Construction and the State Environmental Protection Bureau on 25 August 2000
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) of not more than HK\$1.66 and expected to be not less than HK\$1.26, at which Public Offer Shares are to be subscribed pursuant to the Public Offer and Placing Shares are to be offered pursuant to the Placing, to be agreed upon by the Sole Bookrunner (on behalf of the Underwriters) and us on or before the Price Determination Date
“Offer Share(s)”	the Public Offer Shares and the Placing Shares, collectively, and where relevant, together with any shares to be sold pursuant to the exercise of the Over-allocation Option
“Our Power Plants”	Blue Sky Power Plant, De-Neng Power Plant and Jing-Xing Power Plant
“Over-allocation Option”	the option to be granted by the Company to the Placing Underwriters, exercisable by the Sole Bookrunner on behalf of the Placing Underwriters at any time from the date of the Underwriting Agreement until 30 days after the last day for the lodging of applications on the Public Offer, to require the Company to issue and sell up to 15,000,000 Shares (representing 15% of the Shares initially being offered under the Share Offer) to cover

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over-allocations in the Placing, details of which are described in the section headed “Structure of the Share Offer” in this prospectus

“PBOC”	the People’s Bank of China
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by PBOC based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“PetroChina”	PetroChina Company Limited (中國石油天然氣股份有限公司), established as a joint stock company with limited liability on 5 November 1999. Its American Depositary Shares, H shares and A shares were listed on the New York Stock Exchange on 6 April 2000 (stock code: PTR), The Stock Exchange of Hong Kong Limited on 7 April 2000 (stock code: 857) and the Shanghai Stock Exchange on 5 November 2007 (stock code: 601857) respectively
“Piper Jaffray Asia” or “Sole Sponsor”	Piper Jaffray Asia Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities (as defined under the SFO), being the sole sponsor to the Share Offer
“Piper Jaffray Asia Securities” or “Sole Bookrunner” or “Sole Lead Manager”	Piper Jaffray Asia Securities Limited, licensed to conduct type 1 (dealing in securities) and type 4 (advising in securities) regulated activities under the SFO, acting as the sole bookrunner and the sole lead manager of the Share Offer
“Placing”	the conditional placing of 90,000,000 Placing Shares by the Placing Underwriters on behalf of the Company with professional and institutional investors for cash at the Offer Price, as further described in the section headed “Structure of the Share Offer” in this prospectus
“Placing Shares”	the Shares being offered for subscription pursuant to the Placing
“Placing Underwriters”	the underwriters of the Placing listed in the section headed “Underwriting — Placing Underwriters” in this prospectus
“Placing Underwriting Agreement”	the conditional underwriting agreement relating to the Placing to be entered into among the Company, the

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	executive Directors, the Controlling Shareholders and the Placing Underwriters
“PRC” or “China”	People’s Republic of China which for the purpose of interpretation of this prospectus only, except where the context otherwise requires, does not include Hong Kong, Macau Special Administrative Region or Taiwan
“PRC government” or “State”	the Central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“Price Determination Agreement”	the agreement to be entered into by the Sole Bookrunner (on behalf of the Underwriters) and us on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Monday, 6 July 2009 (Hong Kong time) on which the Offer Price is determined, or such later time as the Sole Bookrunner (on behalf of the Underwriters) and us may agree, but in any event no later than Wednesday, 8 July 2009
“Public Offer Shares”	the Shares offered by the Company for subscription pursuant to the Public Offer
“Public Offer”	the offering by the Company of initially 10,000,000 Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Share Offer” in this prospectus) for cash at the Offer Price (plus brokerage of 1% of the Offer Price, SFC transaction levy of 0.004% of the Offer Price, and Stock Exchange trading fee of 0.005% of the Offer Price) on the terms and conditions described in this prospectus and the Application Forms
“Public Offer Underwriters”	the underwriters of the Public Offer listed in the section headed “Underwriting” in this prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 26 June 2009 relating to the Public Offer entered into among the Company, the executive Directors, the Controlling Shareholders and the Public Offer Underwriters
“RMB” and “Renminbi”	the lawful currency of the PRC

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“SAFE”	the State Administration of Foreign Exchange of the PRC, the PRC government agency responsible for matters relating to foreign exchange administration
“SAFE Notice”	the Notice Regarding Certain Administration Measures on Financing and Inbound Investment by PRC Residents through Offshore Special Purpose Vehicles issued by SAFE in October 2005
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SERC”	the State Electricity Regulatory Commission of the PRC
“SETC”	the State Economic and Trade Commission of the PRC, a former ministry of the PRC government which was dissolved in 2003
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Pu-Xing”	Shanghai Pu-Xing Energy Limited* (上海普星能源有限公司), a company incorporated in the PRC, held as to 93.25% indirectly by Mr. Lu and 6.75% directly by Mr. Chai
“Share Offer”	the Public Offer and the Placing
“Shareholder(s)”	holders of Shares
“Shares”	ordinary shares in the share capital of the Company, with a nominal value of HK\$0.10 each
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Stock Borrowing Agreement”	the stock borrowing agreement dated 26 June 2009 entered into between Amber International and Piper Jaffray Asia Securities pursuant to which Piper Jaffray Asia Securities may borrow up to 15,000,000 Shares from Amber International
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchase

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“Track Record Period”	the three years ended 31 December 2008
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollars” or “USD”	United States dollars, the lawful currency for the time being of the United States
“VAT”	value-added tax
“Wanxiang Finance”	Wanxiang Finance Co., Ltd. (萬向財務有限公司), a company established under the laws of the PRC with limited liability in which Wanxiang Holding has a minority interest of 18%. It is principally engaged in the provision of financial services
“Wanxiang Holding”	China Wanxiang Holding Co., Ltd (中國萬向控股有限公司), a company established under the laws of the PRC with limited liability and held as to 99% by Mr. Lu. It is principally engaged in investment management
“White Form eIPO”	applying for Public Offer Shares to be issued in your own name by submitting applications online through the designated website of the White Form eIPO Service Provider, www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Zhejiang Electric Power Corporation”	Zhejiang Electric Power Corporation (浙江省電力公司), provincial power grid company of Zhejiang province, a wholly-owned subsidiary of State Grid Corporation of China (國家電網公司) (a state owned enterprise) and an Independent Third Party of the Group
“Zhejiang Kai-Xin”	Zhejiang Kai-Xin Investment Holdings Group Limited* (浙江凱欣投資控股集團有限公司), a company established under the laws of the PRC with limited liability and was a minority shareholder of Blue Sky Power Plant before the Corporate Reorganization
“Zhejiang Gas Company”	Zhejiang province Natural Gas Development Company* (浙江省天然氣開發有限公司), a state-owned enterprise of

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Zhejiang province, which is responsible for the operation of natural gas pipelines and the sale and distribution of natural gas in Zhejiang province

“Zhejiang Provincial Price Bureau”

Zhejiang Provincial Price Bureau (浙江省物價局), a department of the SETC, responsible for reviewing and setting the prices of natural gas supplied to the Group and the on-grid tariff of the electricity the Group produces and sells to power grid companies

“Zhejiang Zhen-Neng”

Zhejiang Zhen-Neng Investment Co., Ltd* (浙江振能投資有限公司), a company established under the laws of the PRC with limited liability and was a minority shareholder of Blue Sky Power Plant and De-Neng Power Plant, until the disposal of all its respective interests in Blue Sky Power Plant and De-Neng Power Plant in July 2007, respectively

“%”

per cent.

Unless otherwise specified, translations of RMB into HK\$ in this prospectus are based on the exchange rate set out below (for the purpose of illustration only):

RMB0.882: HK\$1.00

No representation is made that any amounts in RMB and HK\$ can be or could have been converted at the relevant dates at the above exchange rate or any other rates at all.

In this prospectus, if there is any inconsistency between the Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. The English translation of names or any descriptions in Chinese which are marked with “*” is for identification purpose only.