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# AMBER

## Amber Energy Limited

## 琥珀能源有限公司

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

**(Stock Code: 90)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) of Amber Energy Limited (the “**Company**”) will be held at Bowen Room, 7F, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 24 November 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**

- (a) the subscription agreement dated 18 October 2011 (“**Subscription Agreement**”) entered into between the Company and Amber International Investment Co. Ltd. (“**Amber International**”) in relation to the issue of the convertible bond in the principal amount of HK\$124,800,000 (the “**Convertible Bond**”) due five years from the date of issue and convertible into ordinary shares of HK\$0.10 each in the share capital of the Company at the initial conversion price of HK\$1.3 per share (subject to adjustment) by the Company as the issuer to Amber International (a copy of the Subscription Agreement which marked “A” is produced to the meeting and signed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby confirmed and approved;
- (b) subject to completion of the Subscription Agreement, the directors of the Company be and are hereby authorised and granted a specific mandate to issue the Convertible Bond to Amber International and allot, issue and deal with 96,000,000 shares initially (or other number of shares based on subsequent adjustment to the Conversion Price) (the “**Conversion Shares**”) of par value of HK\$0.10 each in the share capital of the Company to Amber International and/or other holder(s) of the Convertible Bond upon the exercise of the conversion rights attached to the Convertible Bond in accordance with the terms and conditions of the Subscription Agreement and the Convertible Bond; and

(c) the directors of the Company be and are hereby authorized to execute on behalf of the Company all such documents, agreements, instruments or deeds, take such actions, and do such things deemed by them to be necessary, desirable or expedient for implementation of or giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 8 November 2011

*Principal place of business in Hong Kong:*

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

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

*As at the date of this notice of EGM, the executive directors of the Company are Mr. Chai Wei and Mr. Hu Xian Wei; the non-executive directors are Mr. Ding Guang Ping and Mr. Feng Li Min; and the independent non-executive directors are Mr. Zhang Shou Lin, Mr. Tse Chi Man and Mr. Yao Xian Guo.*