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# Blue Sky Power Holdings Limited
# 藍天威力控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 6828)**

**(Singapore Stock Code: UQ7)**

## SHARE TRANSACTION AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF SMART RAINBOW INVESTMENTS LIMITED AND THE ISSUE OF THE CONSIDERATION SHARES UNDER SPECIFIC MANDATE

### THE ACQUISITION AGREEMENT

The Board is pleased to announce that on 16 July 2015 (after trading hours), the Company, the Purchaser (a direct wholly-owned subsidiary of the Company) and the Vendor entered into the Acquisition Agreement pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the Sale Share at the Consideration of HK$100,000,000, which shall be fully settled by the allotment and issue of 256,410,256 Consideration Shares at the Issue Price.

The Consideration Shares will be issued pursuant to the Specific Mandate. An application will be made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares.

The Sale Share represents the entire issued share capital of the Target which is principally engaged in the investment of LNG receiving terminal and LNG trading business in the PRC.

Upon Completion, the Target will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the financial statements of the Group.

## LISTING RULES IMPLICATIONS

Mr. Cheng Ming Kit, an executive Director and a substantial shareholder of the Company, holds 100% equity interest in the Vendor. As such, the Vendor is an associate of Mr. Cheng Ming Kit and a connected person of the Company and the Purchaser under the Listing Rules. Accordingly, the Proposed Acquisition constitutes a connected transaction of the Company and the Purchaser under the Listing Rules.

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Proposed Acquisition are less than 5% and the Consideration includes the allotment and issue of Consideration Shares for which listing will be sought, the Proposed Acquisition constitutes a share transaction under Chapter 14 of the Listing Rules. In addition, since the Proposed Acquisition involves the allotment and issue of Consideration Shares to the Vendor, a connected person of the Company and the Purchaser under the Listing Rules, the Proposed Acquisition constitutes a non-exempt connected transaction which is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will seek approval for, among other things, the Specific Mandate from the Independent Shareholders at the SGM. Mr. Cheng Ming Kit and his associates in aggregate hold 645,169,000 Shares, representing 12.39% interest in the issued share capital of the Company, and he and his associates will abstain from voting on the resolutions to be proposed at the SGM. Save as disclosed, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required to abstain from voting on the resolutions to be proposed at the SGM.

## APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Company has appointed Donvex Capital Limited as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition Agreement.

## DESPATCH OF CIRCULAR

A circular containing, among other matters, (i) the details of the Acquisition Agreement and the transactions contemplated thereunder; (ii) the letter from the Independent Board Committee to the Independent Shareholders; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) the details of the Specific Mandate; (v) other information required under the Listing Rules; and (vi) the notice of the SGM together with the proxy form will be despatched to the Shareholders in compliance with the Listing Rules.

Pursuant to Rule 14A.68 (11) of the Listing Rules, the Company is required to despatch to the Shareholders a circular in relation to the Proposed Acquisition within 15 business days after the publication of this announcement, that is on or before 6 August 2015. The Company expects to despatch the circular on or before 14 August 2015 due to the time required to prepare the relevant information to be included in the circular under the Listing Rules.

**As Completion is subject to the fulfillment of a number of conditions precedent, the Proposed Acquisition may or may not be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

The Board is pleased to announce that on 16 July 2015 (after trading hours), the Company, the Purchaser, and the Vendor entered into the Acquisition Agreement pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the Sale Share for a Consideration of HK$100,000,000, to be fully settled by the allotment and issue of Consideration Shares at the Issue Price.

Set out below are the major terms of the Acquisition Agreement.

## THE ACQUISITION AGREEMENT

### Date

16 July 2015

### Parties

(i) the Company;

(ii) the Purchaser; and

(iii) the Vendor

### Assets to be acquired

Pursuant to the Acquisition Agreement, the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the Sale Share, representing the entire issued share capital of the Target.

The Target is principally engaged in the investment of LNG receiving terminal and LNG trading business in the PRC. Upon the completion of the Reorganisation, the major asset of the Target Group would be the 10% equity interest in Shennan Energy. Shennan Energy currently owns and operates a LNG receiving terminal in Haikou (the "**Haikou LNG Terminal**") in Hainan Province, the PRC.

### Consideration

Pursuant to the Acquisition Agreement, the Consideration payable by the Purchaser for the purchase of the Sale Share from the Vendor shall be HK$100,000,000. The Consideration shall be satisfied fully by the allotment and issue of Consideration Shares at the Issue Price.

### Basis of Consideration

The Consideration was determined based on arm's length negotiations between the Purchaser and the Vendor having regard to (i) the financial position of the Target Group including the net asset value of the Shennan Energy, 10% equity interest of which would be held by the Target before Completion, and the Debt which will be assigned by the Vendor to the Purchaser upon Completion; (ii) the prospects and potential of the business of the Target Group; and (iii) the prime opportunities to enhance the Group to tap into the business of LNG trading in the PRC in view of the Haikou LNG Terminal currently owned by Shennan Energy.

The number of Consideration Share to be allotted and issued to the Vendor is calculated by dividing HK$100,000,000 with the Issue Price, rounded down to the nearest whole number. The Issue Price per Consideration Share is determined with reference to the prevailing market price of the Shares.

The Issue Price represents:

(i) the closing price of HK$0.39 per Share as quoted on the Stock Exchange on the Last Trading Day; and

(ii) a discount approximately 1.27% to the average closing price of HK$0.395 per Share as quoted on the Stock Exchange in the last five consecutive trading days up to and including the Last Trading Day.

(iii) a premium approximately 0.78% to the average closing price of HK$0.387 per Share as quoted on the Stock Exchange in the last ten consecutive trading days up to and including the Last Trading Day.

The Consideration Shares represent (i) approximately 4.93% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 4.69% of the enlarged issued share capital of the Company.

The Consideration Shares shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issuance, including the rights to all dividends, distributions and other payments made or to be made for which the record date falls or after the date of such allotment and issuance.

The Consideration Shares shall be allotted and issued under the Specific Mandate. Application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consideration Shares.

**Conditions precedent**

Completion is subject to the following Conditions being fulfilled and/or waived (as the case may be):

(a) the Reorganisation having been completed, Tian Li Xing Energy having been registered as the holder of 10% equity interest in Shennan Energy by the relevant PRC authorities and satisfactory evidence to this effect having been delivered to the Purchaser;

(b) the Acquisition Agreement and the transaction contemplated thereunder having been approved by the Board, the board of directors of the Purchaser and the board of directors of the Vendor, respectively;

(c) to the extent required by the Listing Rules, the approval of the Acquisition Agreement and the transaction contemplated thereunder by the Shareholders having been obtained;

(d) the Listing Committee of the Stock Exchange having granted the listing of and permission to deal in the Consideration Shares (either unconditionally or subject only to conditions to which the Purchaser have no reasonable objection);

(e) the Vendor having delivered to the Purchaser (i) a registered agent certificate with respect to the Target issued by the registered agent of the Target in the British Virgin Islands; and (ii) a certificate of good standing with respect to the Target issued by the Registrar of Corporate Affairs of the British Virgin Islands, both of which to be dated no more than two weeks before the date of Completion;

(f) the warranties given by the Vendor under the Acquisition Agreement not being untrue, inaccurate or misleading as at Completion by reference to the facts and circumstances subsisting at that date;

(g) the Purchaser being satisfied with the results of its legal and financial due diligence in respect of the Target Group and the Sale Share, and having notified the Vendor in writing;

(h) there not having occurred, in the sole opinion of the Purchaser and to its satisfaction only, a Material Adverse Change;

(i) all necessary waivers, consents and approvals being granted by third parties (including any governmental authority) to implement the transaction contemplated under the Acquisition Agreement; and

(j) no statute, regulation or decision which would prohibit, restrict or materially delay the transaction contemplated under the Acquisition Agreement having been proposed, enacted or taken by any governmental authority.

The Purchaser may waive, in part or in full, all or any of the Conditions set out in paragraphs (e) to (j) above by written notice to the Vendor any time before Completion.

**Termination**

If any of the Conditions has not been fulfilled (or waived) on or before the Long Stop Date, the Acquisition Agreement (other than the provisions in the Acquisition Agreement which are specifically identified to survive termination, including but not limited to provisions relating to confidentiality, costs and notices) shall automatically terminate, and no party to the Acquisition Agreement shall have any claim against the other party, save in respect of claims arising out of any antecedent breach of the Acquisition Agreement.

**Completion**

Subject to the fulfilment and/or waiver of the Conditions described above, Completion shall take place on the Completion Date.

Upon Completion, the Target will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the financial statements of the Group.

## INFORMATION ON THE TARGET

**The Target**

The Target was incorporated in the BVI with limited liability on 16 March 2015. The issued share capital of the Target as at the date of the Acquisition Agreement was US$1.00. To the best knowledge of the Company, after making reasonable enquiry, the Target is an investment holding company and is principally engaged in the investment of LNG receiving terminal and LNG trading business. Upon the completion of the Reorganisation, the major asset of the Target Group would be the 10% equity interest in Shennan Energy. Shennan Energy currently owns and operates the Haikou LNG Terminal.

To the best knowledge of the Company, Shennan Energy invested approximately RMB700 million in constructing the Haikou LNG Terminal. The Haikou LNG Terminal is located at the Macun Harbour in the Hainan Chengmai Old Town Development Area which covers an area of 430 acres. The Haikou LNG Terminal is equipped with two LNG storage tanks with a total storage capacity of 40,000 cubic meters and a dock which can occupy LNG vessels with storage tank capacity of up to 40,000 cubic meters. The Haikou LNG Terminal is expandable by the construction of two more LNG storage tanks with a total storage capacity of 160,000 cubic meters. The Haikou LNG Terminal has commenced its trial operation since late 2014. Since then, a total of 5 lots of LNG imports have docked at the Haikou LNG Terminal.

**Financial Information on the Target**

The Target was incorporated on 16 March 2015. It recorded a net asset value of HK$8 as at 30 June 2015. The table below sets forth further unaudited financial information of the Target for the period ended 30 June 2015:

| | **For the period ended 30 June 2015** (Unaudited) *HK$'000* |
|---|---|
| Turnover | — |
| Profit before taxation | — |
| Profit after taxation | — |

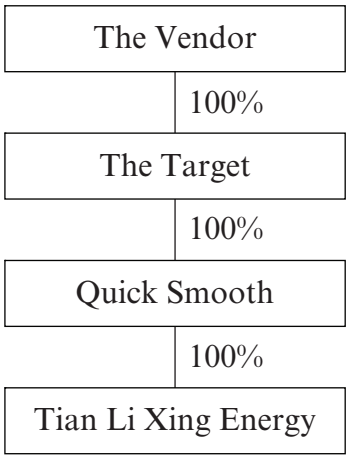
| | **As at 30 June 2015** (Unaudited) *HK$'000* |
|---|---|
| Long term investment | 56,250 |
| Amount due to the holding company | (56,250) |
| Net assets | — |

The amount due to the holding company of the Target, being the Debt, will be assigned to the Purchaser upon Completion, which will then become an intragroup balance to be eliminated in the Group's consolidated financial statements.

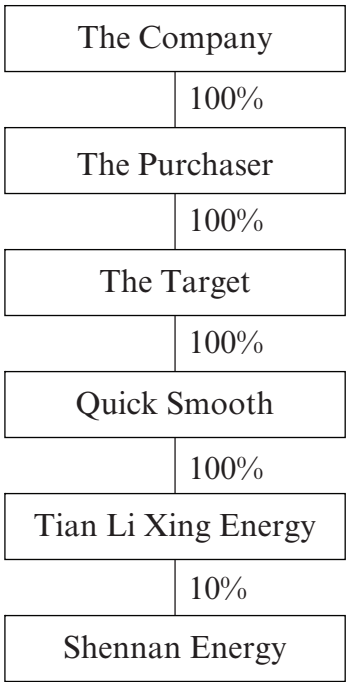
**Shareholding structure of the Target**

Set out below is the shareholding structure of the Target as at the date of this announcement and immediately after Completion:

(i) As at the date of this announcement:




(ii) Immediately after Completion:




— means legal and beneficial interests

## REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The Group is principally engaged in (i) sales and distribution of natural gas and other related products; (ii) sales of book products; and (iii) sales of specialised products. As disclosed in the annual report of the Company for the year ended 31 December 2014, the Company is exploring the opportunities to identify certain overseas LNG sources with competitive pricing, which will allow the Group to venture into LNG trading business in the PRC.

The Target is principally engaged in the investment of LNG receiving terminal and LNG trading business, and therefore the Proposed Acquisition fits into the Group's expansion plan. Upon the completion of the Reorganisation, the major asset of the Target Group would be the 10% equity interest in Shennan Energy. Shennan Energy currently owns and operates the Haikou LNG Terminal. The Target has recently entered into a strategic framework agreement in June 2015 with Shennan Energy in respect of business cooperation regarding the import of overseas LNG and trading of LNG in the PRC. According to the strategic framework agreement, the Target will be responsible for the procurement of LNG from appropriate overseas sources, while Shennan Energy will be responsible for providing storage capacity for such procured LNG at the Haikou LNG Terminal. They will agree among themselves as to the volume of each batch of procured LNG to be taken up by each of them respectively, and pay for the purchase price accordingly. It is expected that the strategic cooperation with Shennan Energy can further facilitate the Target's business of LNG trading in the PRC. Accordingly, as the Proposed Acquisition can enable the Group to (i) broaden its income stream by expanding into the LNG trading business, which will be strategically supported through the holding of interest in the Shennan Energy and in turn the assets of Haikou LNG Terminal; and (ii) import low-cost LNG as a gas source and supply to the Group's own refuelling stations to enhance the profit margin of the Group, the Board considers that the Proposed Acquisition represents a good potential investment for the Group.

## INFORMATION ON THE PARTIES

### The Company

The Company is a company incorporated in Bermuda with limited liability. The principal activity of the Company is investment holding and its subsidiaries are principally engaged in (i) sales and distribution of natural gas and other related products; (ii) sales of book products; and (iii) sales of specialised products.

### The Purchaser

The Purchaser is a company incorporated in BVI with limited liability. The principal activity of the Purchaser is investment holding.

### The Vendor

The Vendor is a company incorporated under the laws of the BVI on 11 June 2013 whose principal activity is investment holding.

## SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Consideration Shares, assuming there is no other changes in the shareholding structure of the Company after the date of this announcement:

| | | **At the date of this announcement** | | **Immediately after the allotment and issue of the Consideration Shares at the Issue Price** | |
|---|---|---|---|---|---|
| | *Notes* | *No. of shares* | *Approx. %* | *No. of shares* | *Approx. %* |
| **Directors** | | | | | |
| Cheng Ming Kit | 1 | 645,169,000 | 12.39 | 901,579,256 | 16.51 |
| Sze Chun Lee | 2 | 198,288,480 | 3.81 | 198,288,480 | 3.63 |
| Chung Oi Ling, Stella | 3 | 206,340,000 | 3.96 | 206,340,000 | 3.78 |
| Kwok Shek San | 4 | 7,296,000 | 0.14 | 7,296,000 | 0.13 |
| Hu Xiaoming | 5 | 2,640,000 | 0.05 | 2,640,000 | 0.05 |
| **Public shareholders** | | | | | |
| Public Shareholders | | 4,146,079,265 | 79.65 | 4,146,079,265 | 75.90 |
| **Total** | | 5,205,812,745 | 100.00 | 5,462,223,001 | 100.00 |

*Notes:*

1. Mr. Cheng Ming Kit (an executive Director) holds 100% interest in the Vendor and is deemed to be interested in 399,764,000 Shares held by the Vendor. Mr. Cheng Ming Kit personally holds 245,405,000 Shares.

2. Mr. Sze Chun Lee (an executive Director) holds 43.75% interest in China Print Power Limited and is deemed to be interested in 196,488,480 Shares held by China Print Power Limited. Mr. Sze Chun Lee personally holds 1,800,000 Shares.

3. Ms. Chung Oi Ling, Stella (a non-executive Director) holds 100% interest in Flame Capital Limited and is deemed to be interested in 206,340,000 Shares held by Flame Capital Limited.

4. Mr. Kwok Shek San is an executive Director and personally holds 7,296,000 Shares.

5. Mr. Hu Xiaoming is an executive Director and personally holds 2,640,000 Shares.

## LISTING RULES IMPLICATIONS

Mr. Cheng Ming Kit, an executive Director of the Company, holds 100% equity interest in the Vendor. As such, the Vendor is an associate of Mr. Cheng Ming Kit and a connected person of the Company and the Purchaser under the Listing Rules. Accordingly, the Proposed Acquisition constitutes a connected transaction of the Company and the Purchaser under the Listing Rules.

As the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Proposed Acquisition are less than 5% and the Consideration includes the allotment and issue of Consideration Shares for which listing will be sought, the Proposed

Acquisition constitutes a share transaction under Chapter 14 of the Listing Rules. In addition, since the Proposed Acquisition involves the allotment and issue of Consideration Shares to the Vendor, a connected person of the Company and the Purchaser under the Listing Rules, the Proposed Acquisition constitutes a non-exempt connected transaction which is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will seek approval for, among other things, the Specific Mandate from the Independent Shareholders at the SGM. Mr. Cheng Ming Kit and his associates in aggregate hold 645,169,000 Shares, representing 12.39% interest in the issued share capital of the Company, and he and his associates will abstain from voting on the resolutions to be proposed at the SGM. Save as disclosed, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required to abstain from voting on the resolutions to be proposed at the SGM.

## BOARD'S APPROVAL

The Directors (excluding the independent non-executive Directors whose views will be contained in the circular to be despatched to the Shareholders after considering the views of the Independent Financial Adviser on the terms of the Acquisition Agreement) consider that the Acquisition Agreement and its terms are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group, and are in the interests of the Company and its Shareholders as a whole.

Mr. Cheng Ming Kit is considered to have a material interest in the Proposed Acquisition by virtue of his interests in the Vendor, and has abstained from voting on the Board resolution to approve the Acquisition Agreement and the transactions contemplated thereunder.

Save as disclosed, no other Directors has a material interest in the Proposed Acquisition and the Board has approved the Acquisition Agreement and the transactions contemplated thereunder.

## APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Company has appointed Donvex Capital Limited as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Acquisition Agreement.

## DESPATCH OF CIRCULAR

A circular containing, among other matters, (i) the details of the Acquisition Agreement and the transactions contemplated thereunder; (ii) the letter from the Independent Board Committee to the Independent Shareholders; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) the details of the Specific Mandate; (v) other information required under the Listing Rules; and (vi) the notice of the SGM together with the proxy form will be despatched to the Shareholders in compliance with the Listing Rules.

Pursuant to Rule 14A.68 (11) of the Listing Rules, the Company is required to despatch to the Shareholders a circular in relation to the Proposed Acquisition within 15 business days after the publication of this announcement, that is on or before 6 August 2015. The Company expects to despatch the circular on or before 14 August 2015 due to the time required to prepare the relevant information to be included in the circular under the Listing Rules.

**As Completion is subject to the fulfillment of a number of conditions precedent, the Proposed Acquisition may or may not be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, the following terms have the following meanings:

| | |
|---|---|
| "Acquisition Agreement" | the sale and purchase agreement dated 16 July 2015 entered into among the Company, the Purchaser and the Vendor in respect of the Proposed Acquisition (as maybe amended or varied from time to time by an agreement in writing duly executed by the parties to the Acquisition Agreement) |
| "Business Day" | any day (excluding a Saturday, a Sunday and a public holiday) on which banks are open for business in Hong Kong and the PRC |
| "BVI" | British Virgin Islands |
| "Company" | Blue Sky Power Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are primary listed on the Main Board of the Stock Exchange (Stock Code: 6828) and secondary listed on the Singapore Exchange Securities Trading Limited (Stock Code: UQ7) |
| "Completion" | the completion of the sale and purchase of the Sale Share |
| "Completion Date" | the fifth Business Day following the date on which all of the Conditions have been fulfilled or waived or such other date as the parties to Acquisition Agreement may agree in writing, such date not being later than the Long Stop Date |
| "Conditions" | the conditions precedent to Completion, details of which are set out in this announcement |
| "Consideration" | the total consideration for the Sale Share |
| "Consideration Share" | the new Shares to be allotted and issued at the Issue Price by the Company to the Vendor (or its nominee(s)) as the Consideration |
| "Debt" | the amount payable of HK$56,250,000 owing by the Target to the Vendor as at the date of the Acquisition Agreement, which will be assigned by the Vendor to the Purchaser upon Completion |
| "Director(s)" | director(s) of the Company |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollar(s), the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Independent Board Committee" | the independent board committee of the Company |

| | |
|---|---|
| "Independent Financial Adviser" | Donvex Capital Limited |
| "Independent Shareholders" | the Shareholders who are not involved in or interested in the Proposed Acquisition |
| "Issue Price" | the issue price of HK$0.39 per Consideration Share |
| "Last Trading Day" | 15 July 2015, the last trading day preceding the date of Acquisition Agreement |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "LNG" | liquefied natural gas |
| "Long Stop Date" | 31 December 2015, or such other date as the parties to the Acquisition Agreement may agree in writing |
| "Material Adverse Change" | any change or effect, the consequence of which materially and adversely affects the condition (financial or otherwise), business, liabilities, results of operations, prospects and/or assets of any member of the Target Group or the Target Group as a whole |
| "PRC" | the People's Republic of China excluding Hong Kong, the Macau Special Administration Region of the PRC and Taiwan for the purpose of this announcement |
| "Proposed Acquisition" | the proposed acquisition of the Sale Share by the Purchaser from the Vendor pursuant to the terms and conditions of the Acquisition Agreement |
| "Purchaser" | Goldlink Capital Limited, a company established under the laws of BVI which is directly wholly-owned by the Company |
| "Quick Smooth" | Quick Smooth Limited, a company incorporated under the laws of Hong Kong which is a subsidiary of the Target |
| "Reorganisation" | the acquisition of 10% equity interest in Shennan Energy by Tian Li Xing Energy, which shall take place before Completion |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Sale Share" | the one share with par value of US$1.00 each in the share capital of the Target, representing 100% of the issued share capital of the Target |
| "SGM" | the special general meeting of the Company to be convened to approve, among other things, the Specific Mandate |
| "Share(s)" | ordinary share(s) of HK$0.055 each in the Company |
| "Shareholder(s)" | holder(s) of the Share(s) |

| | |
|---|---|
| "Shennan Energy" | 海南中油深南能源有限公司 (Hainan China Petroleum Shennan Energy Company Limited*), a company established under the laws of the PRC, held as to 90% by Shennan Petroleum Technology and as to 10% by Tian Li Xing Energy after the Reorganisation |
| "Shennan Petroleum Technology" | 海南中油深南石油技術開發有限公司 (Hainan China Petroleum Shennan Petroleum Technology Development Co., Limited*), a company established under the laws of the PRC and a wholly-owned subsidiary of Kunlun Energy Company Limited (a company listed on the Stock Exchange) |
| "Specific Mandate" | a specific mandate to be sought from the Independent Shareholders at the SGM in relation to the allotment and issue of the Consideration Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Target" | Smart Rainbow Investments Limited, a company incorporated in the BVI with limited liability on 16 March 2015 |
| "Target Group" | the Target and its subsidiaries |
| "Tian Li Xing Energy" | 深圳天力興能源有限公司 (Shenzhen Tian Li Xing Energy Co., Limited*), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Target |
| "Vendor" | Grand Powerful Group Limited, who owns the entire issued share capital of the Target and is wholly owned by Mr. Cheng Ming Kit, an executive Director, as at the date of this announcement |
| "US$" | United States dollar(s), the lawful currency of the United States of America |
| "%" | per cent. |

* *For identification purposes only.*

By order of the Board
**Blue Sky Power Holdings Limited**
**Cheng Ming Kit**
*Chairman*

Hong Kong, 16 July 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Cheng Ming Kit, Mr. Sze Chun Lee, Mr. Hung Tao, Mr. Kwok Shek San and Mr. Hu Xiaoming; the non-executive director of the Company is Ms. Chung Oi Ling, Stella; and the independent non-executive directors of the Company are Mr. Lim Siang Kai, Mr. Wee Piew and Mr. Ma Arthur On-hing.*