# 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)**

## SPECIAL GENERAL MEETING — HONG KONG PROXY FORM

*I/We, _____

of _____ (Address)
being* a member/members of **BLUE SKY POWER HOLDINGS LIMITED** (the "Company") hereby appoint:

| Name | Address | Proportion of shareholding | |
|---|---|---|---|
| | | Number of shares | % |
| | | | |

and/or (delete as appropriate)

| Name | Address | Proportion of shareholding | |
|---|---|---|---|
| | | Number of shares | % |
| | | | |

or failing which, the Chairman of the special general meeting (the "SGM"), as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the SGM to be convened on Tuesday, 20 September 2016 at 11:00 a.m. (Hong Kong time), at Level 9, Central Building, 1–3 Pedder Street, Central, Hong Kong and at any adjournment thereof. *I/We direct *my/our proxy/proxies to vote for or against the resolutions to be proposed at the SGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the SGM.

| Ordinary Resolution | | Number of votes for *(Note 4)* | Number of votes against *(Note 4)* |
|---|---|---|---|
| (a) | To approve, confirm and ratify the agreement dated 27 June 2016 (the "Agreement") entered into between the Company and Tian Feng International Limited in relation to the sale and purchase of the 10 shares representing 25% issued share capital of Legon Ventures Limited (the "Disposal") and the transactions contemplated thereunder; and | | |
| (b) | To authorize the directors of the Company to do all such acts and execute all such documents as they may in their discretion consider necessary, expedient or desirable to implement or give effect to the Agreement and the Disposal and the transactions contemplated thereunder. | | |

# full text of the above resolutions is set out in the notice of SGM dated 25 August 2016.

*Note:*

(1) If you wish to exercise all your votes "For" or "Against", please indicate with a tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2016.

| Total number of shares | Number of shares |
|---|---|
| In Register of Members | |

_____

Signature(s) of Member(s)/Common Seal

* Delete as appropriate

**IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM**

*Notes:*

1. Where a member appoints more than one (1) proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
2. A proxy need not be a member of the Company.
3. Please insert the total number of shares held by you. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK ("√") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("√") THE BOX) MARKED "AGAINST". IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES "FOR" AND SOME OF YOUR VOTES "AGAINST" THE RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES)**. Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or abstain from voting.
5. The instrument appointing a proxy or proxies together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a shareholder of the Company may, in accordance with bye-law 83 of the Company, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the SGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies, if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies.
10. Where there are joint registered members of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint members is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

**GENERAL**

Any shareholder, Depositor or proxy who wishes to attend, speak and vote at the SGM may do so via video conferencing at Level 30, Singapore Land Tower, 50 Raffles Place, Singapore 048623. The person attending the said video conference will be able to pose questions to the Company management and to comment on issues on the SGM's agenda. Please be on time to avoid disrupting the SGM as the SGM will commence at the stipulated time.

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

*(於百慕達註冊成立之有限公司)*

**(香港股份代號：6828)**

**(新加坡股份代號：UQ7)**

## 股東特別大會 — 香港代表委任表格

*本人／吾等 _____

地址為(地址) _____

乃**藍天威力控股有限公司**(「本公司」)之股東，謹此委任：

| 姓名 | 地址 | 持股比例 | |
|---|---|---|---|
| | | 股份數目 | % |
| | | | |

及／或(請刪去不適用者)

| 姓名 | 地址 | 持股比例 | |
|---|---|---|---|
| | | 股份數目 | % |
| | | | |

或如其未克出席，則委任股東特別大會(「股東特別大會」)之主席為*本人／吾等之受委代表／該等受委代表，代表*本人／吾等於將於二零一六年九月二十日(星期二)上午十一時正(香港時間)假座香港中環畢打街1–3號中建大廈9樓召開之股東特別大會及其任何續會上投票。*本人／吾等指示*本人／吾等之*受委代表／該等受委代表按下文所列之指示就於股東特別大會上將予提呈之決議案投贊成或反對票。倘並無就投票作出特定指示，*該受委代表／該等受委代表可自行酌情就於股東特別大會上提出之任何其他事宜按*彼／彼等之意願投票或放棄投票。

| **普通決議案** | | **贊成票數** *(附註4)* | **反對票數** *(附註4)* |
|---|---|---|---|
| (a) | 批准、確認及追認本公司與田豐國際有限公司就買賣Legon Ventures Limited十股股份(即已發行股本之25%)(「出售事項」)訂立之日期為二零一六年六月二十七日之協議(「該協議」)及其項下擬進行之交易；及 | | |
| (b) | 授權本公司董事作出彼等認為必須、適當或權宜之一切有關行動及簽立一切有關文件，使該協議及出售事項及其項下擬進行之交易落實進行或生效。 | | |

# 上述決議案之全文載於日期為二零一六年八月二十五日之股東特別大會通告內。

*附註：*

(1) 倘　閣下欲以全部票數投「贊成」或「反對」票，請於空欄內填上「√」號，否則請填入適當票數。

日期：二零一六年 _____ 月 _____ 日。

| 股份總數 | 股份數目 |
|---|---|
| 股東名冊中股份 | |

_____

股東簽署／公司印章

* 請刪去不適用者

**重要提示：請於填寫本代表委任表格前細閱附註**

*附註：*

1. 倘股東委任超過一(1)名受委代表，彼須註明每名受委代表將代表之持股比例(以佔全部持股量之百分比形式列示)。倘未有註明有關持股比例，則名列首位之受委代表將被視為代表100%持股量，而名列次位之受委代表則被視為名列首位者之替任代表。
2. 受委代表毋須為本公司股東。
3. 請填寫　閣下所持有之股份總數。如未有填上股份數目，則本代表委任表格將被視為與　閣下所持有之所有股份有關。
4. **重要提示：倘　閣下擬投票贊成上文所述決議案，請在「贊成」之方格內填上「√」號；倘　閣下擬投票反對決議案，請在「反對」之方格內填上「√」號。如在決議案上，　閣下擬不行使全部票數的表決權，或擬投下部分「贊成」票及部分「反對」票，務必於有關空格內填上擬投的票數。**如未有就決議案加上「√」號或在方格內填上票數，則　閣下的受委代表有權就該決議案自行酌情投票或放棄投票。
5. 委任受委代表之文據連同經簽署之授權書或其他授權文件(如有)，或經核證之有關授權書或授權文件副本，最遲須於股東特別大會或其任何續會(視情況而定)指定舉行時間四十八(48)小時前送交本公司之香港股份過戶登記分處卓佳證券登記有限公司之辦事處，地址為香港皇后大道東183號合和中心22樓。
6. 委任受委代表之文據須由委任人或獲其正式書面授權代表親筆簽署。倘委任受委代表之文據由公司簽署，則須加蓋其公司印章或由其授權人或由一名獲正式授權之高級人員親筆簽署。
7. 倘委任受委代表之文據由委任人委託代表簽署，則授權函件或授權書或其正式核證之副本必須(倘先前未向本公司登記)連同受委代表之文據一併交回，否則該文據或被視作無效。
8. 凡本公司之股東為公司，均可根據本公司之公司細則第83條，透過其董事或其他監管機構之決議案授權其認為合適之有關人士作為其代表出席股東特別大會。
9. 倘委任受委代表之文據不完整、未填妥、不清晰，或未能自委任人在委任受委代表之文據內註明之指示確定其真正意向，則本公司有權拒絕處理有關委任受委代表之文據。
10. 倘屬任何股份之聯名登記股東，則任何一名該等人士均可親身或委任受委代表於大會上就有關股份投票，猶如彼為唯一有權投票之人士；惟倘超過一名聯名股東出席大會，不論親身或委任受委代表，則於登記冊排名優先之上述出席人士，方有權於大會上單獨就有關股份投票。

**一般資料**

任何股東、寄存人或受委代表可依願透過於Level 30, Singapore Land Tower, 50 Raffles Place, Singapore 048623舉行之視頻會議出席股東特別大會並於會上發言及投票。出席上述視頻會議之人士將可向本公司管理層提問及就有關股東特別大會議程之事項發表意見。由於股東特別大會將於訂明時間舉行，敬請　閣下準時出席以免干擾股東特別大會。