THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all of your shares in Blue Sky Power Holdings Limited, you should at once hand this circular and the accompanying Form of Proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company mentioned herein.

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)

PROPOSED GENERAL MANDATE REFRESHMENT AND NOTICE OF SPECIAL GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

Donvex 富域資本

Donvex Capital Limited
富域資本有限公司

A letter from the Board is set out on pages 4 to 15 of this circular. A letter from the Independent Board Committee is set out on page 16 of this circular. A letter from Donvex Capital Limited to the Independent Board Committee and the Independent Shareholders is set out on pages 17 to 32 of this circular. A notice convening the SGM to be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong at 10:30 a.m. on Wednesday, 16 March 2016 is set out on pages 33 to 35 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the Hong Kong shareholders) or the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore shareholders). Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the SGM (or any adjourned meeting) should you so wish.

29 February 2016

CONTENTS

Page

Definitions 1

Letter from the Board 4

Letter from the Independent Board Committee 16

Letter from Donvex Capital 17

Notice of Special General Meeting 33

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

"Annual General Meeting"	the annual general meeting of the Company held on 3 June 2015 at which the Shareholders approved, among other matters, the Existing General Mandate;
"Board"	the board of Directors;
"Bye-laws"	the Bye-laws of the Company;
"CDP"	the Central Depository (Pte) Limited, a wholly-owned subsidiary of the Singapore Exchange Limited;
"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);
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules;
"Depositor", "Depository", "Depository Register"	has the meaning ascribed to it in section 81SF of the Securities and Futures Act (Cap. 289) of Singapore;
"Directors"	the directors of the Company;
"Existing General Mandate"	the general mandate granted by the Shareholders to the Directors at the Annual General Meeting to allot, issue and deal with up to 20% of the total number of Shares in issue on the date of the Annual General Meeting;
"Form of Proxy"	the form of proxy for use by the Shareholders at the SGM;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;

"Independent Board Committee"	an independent committee of the Board comprising the independent non-executive Directors to advise the Independent Shareholders in respect of the Refreshed General Mandate;
"Independent Financial Adviser" or "Donvex Capital"	Donvex Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and the Independent Board Committee and the Independent Shareholders in relation to the Refreshed General Mandate;
"Independent Shareholder(s)"	Shareholders(s) other than the Directors (excluding independent non-executive Directors) and their associates;
"Latest Practicable Date"	23 February 2016, 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;
"Refreshed General Mandate"	the general mandate proposed to be granted to the Directors at the SGM to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares of the Company in issue on the date of the passing of the resolution;
"Refreshed General Mandate Resolution"	the ordinary resolution to approve the Refreshed General Mandate to be proposed at the SGM;
"SFO"	the Securities and Future Ordinance (Chapter 571 of the Law of Hong Kong);
"SGM"	the special general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the Refreshed General Mandate;
"Share(s)"	ordinary share(s) of HK$0.055 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of Share(s);

"Singapore Companies Act"	the Companies Act, Chapter 50 of Singapore, as amended, supplemented or modified from time to time;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"%"	Percentage.



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)

Executive Directors:
Mr. Cheng Ming Kit *(Chairman)*
Mr. Hu Xiaoming *(Chief Executive Officer)*
Mr. Sze Chun Lee
Mr. Hung Tao
Mr. Kwok Shek San

Non-executive Director:
Ms. Chung Oi Ling, Stella

Independent Non-executive Directors:
Mr. Lim Siang Kai
Mr. Wee Piew
Mr. Ma Arthur On-hing

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Rooms 1411, 14/F
New World Tower 1
16-18 Queen's Road Central
Central, Hong Kong

29 February 2016

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATE REFRESHMENT AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

On 21 December 2015, the Company announced the proposal for the refreshment of the Existing General Mandate. The refreshment of the existing General Mandate is subject to the passing of the Refreshed General Mandate Resolution by the Independent Shareholders at the SGM to be held on 16 March 2016, notice of which is set out on pages 33 to 35 of this circular.

The purpose of this circular is to provide you with information in respect of (i) the refreshment of the Existing General Mandate; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from Donvex Capital to the Independent Board Committee and the Independent Shareholders in relation to the Refreshed General Mandate; and (iv) a notice of the SGM.

BACKGROUND TO THE GENERAL MANDATE REFRESHMENT

The Existing General Mandate was granted by the Shareholders by ordinary resolution passed at the Annual General Meeting.

The Existing General Mandate authorises the Directors to allot, issue or deal with a maximum of 1,020,147,321 new Shares, being 20% of the total number of Shares as at the date of passing the resolution. As at the Latest Practicable Date, the Company has utilised approximately 99.93% of the Existing General Mandate in relation to (i) 251,250,000 new Shares that have been allotted and issued as part of the consideration for the acquisition of the entire issued share capital of Energy Shell Limited, details of which are set out in the Company's announcement dated 10 August 2015; (ii) 290,000,000 new Shares to be allotted and issued upon full conversion of the convertible bonds pursuant to the subscription agreement dated 13 August 2015, details of which are set out in the Company's announcement dated 13 August 2015; (iii) 24,019,737 new Shares that have been allotted and issued as part of the consideration for the acquisition of the entire issued share capital of Faster Success Global Limited, details of which are set out in the Company's announcement dated 21 September 2015; (iv) 37,500,000 new Shares to be allotted and issued upon full conversion of the convertible bond pursuant to the subscription agreement dated 30 November 2015, details of which are set out in the Company's announcement dated 30 November 2015; and (v) 416,666,666 new Shares to be allotted and issued upon full conversion of the convertible bonds pursuant to the subscription agreement dated 4 December 2015, details of which are set out in the Company's announcement dated 4 December 2015.

As a result of the above, the Existing General Mandate has been almost fully utilised and only 710,918 new Shares may be further issued and allotted under the Existing General Mandate.

Fund raising activities in the past 12 months

Brief particulars of equity fund-raising activities of the Company in the past 12 months are set out below:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
13 March 2015	Placing of new Shares	Approximately HK$63 million	Intended to be used for financing the expansion of natural gas business of the Company and as general working capital	- Approximately HK$29.7 million for mergers and acquisitions of natural gas projects, including (i) HK$15.0 million for the project in Yunnan Province (please refer to the announcement of the Company dated 13 April 2015 for the details of the acquisition of the beneficiary rights under the investment scheme in relation to a Yunnan project), (ii) HK$7.4 million for the project in Shandong Province (please refer to the announcement of the Company dated 10 August 2015 for the details of the acquisition of Energy Shell Limited), (iii) HK$6.2 million for the project in Ningxia Province which was paid as an earnest money for a potential target located in Ningxia Province, and (iv) HK$1.1 million for the project in Heilongjiang Province (please refer to the announcement of the Company dated 25 November 2014 for the details of the acquisition of Triple Energy Limited) - Approximately HK$30.3 million for the capital expenditure for the existing projects of the Group, including (i) HK$11.2 million for the project in Liaoning Province, (ii) HK$3.3 million for the project in Sichuan Province, and (iii) HK$15.8 million for the project in Guizhou Province - Approximately HK$3.0 million was used for general working capital
29 May 2015	Placing of new shares	Approximately HK$41.5 million	Intended to be used for financing the expansion of natural gas business of the Company and as general working capital	- Approximately HK$20.7 million for mergers and acquisitions of natural gas projects, including (i) HK$7.8 million for the project in Shandong Province (please refer to the announcement of the Company dated 10 August 2015 for the details of the acquisition of Energy Shell Limited), (ii) HK$7.8 million for the project in Hainan Province (please refer to the announcement of the Company dated 11 December 2015 for the details of the acquisition of Fox Smart Limited), (iii) HK$3.0 million for the project in Guangdong Province and (iv) HK$2.1 million for the project in Heilongjiang Province (please refer to the announcement of the Company dated 25 November 2014 for the details of the acquisition of Triple Energy Limited) - Approximately HK$15.4 million for the capital expenditure for the existing projects of the Group, including (i) HK$5.0 million for the project in Liaoning Province, (ii) HK$7.5 million for the project in Guizhou Province, and (iii) HK$2.9 million for the project in Hubei Province - Approximately HK$5.4 million was used for general working capital

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
13 August 2015	Issue of convertible bonds	Approximately HK$110 million	Intended to be used for financing the expansion of natural gas business of the Company and as general working capital	– Approximately HK$101.1 million for mergers and acquisitions of natural gas projects, including (i) HK$59.9 million for the projects in Shandong Province (for HK$42.3 million please refer to the announcement of the Company dated 10 August 2015 for the details of the acquisitions of Energy Shell Limited and for HK$4.2 million please refer to the announcement of the Company dated 21 September 2015 for the acquisition of Faster Success Global Limited and for HK$13.4 million was paid as an earnest money for a potential target in Shandong Province), (ii) HK$25.2 million for the project in Guangdong Province and HK$16.0 million for the project in Hainan Province (please refer to the announcement of the Company dated 11 December 2015 for the details of the acquisition of Fox Smart Limited) – Approximately HK$4.0 million for the capital expenditure for the existing projects of the Group, including (i) HK$2.8 million for the project in Liaoning Province and (ii) HK$1.2 million for the project in Heilongjiang Province – Approximately HK$4.9 million was used for general working capital
30 November 2015	Issue of convertible bonds	Approximately HK$14.5 million	Intended to be used for financing the expansion of natural gas business of the Company and as general working capital	To be utilised as proposed, which will include the following: – Approximately HK$4.0 million for mergers and acquisitions of natural gas projects – Approximately HK$8.5 million for capital expenditure of the existing projects of the Group – Approximately HK$2.0 million for general working capital
4 December 2015	Issue of convertible bonds	Approximately HK$190 million	Intended to be used for financing the expansion of natural gas business of the Company and as general working capital	– Approximately HK$92.0 million for mergers and acquisitions of natural gas projects, including (i) HK$61.1 million for the project in Zhejiang Province (please refer to the announcement of the Company dated 9 December 2015 for the proposed acquisition of a target company which will hold Zhejiang Bochen Energy); (ii) HK$21.9 million for the project in Hainan Province (for HK$16.2 million, please refer to the announcement of the Company dated 11 December 2015 for the details of the acquisition of Fox Smart Limited and for HK$5.7 million was paid as an earnest money for a potential target located in Hainan Province); and (iii) HK$9.0 million for the project in Shandong Province which was paid as an earnest money for a potential target located in Shandong Province – Approximately HK$28.4 million for the capital expenditure for the existing projects of the Group, including (i) HK$22.6 million for the project in Liaoning Province; (ii) HK$5.3 million for the project in Guizhou Province and (iii) HK$0.5 million for the project in Sichuan Province – Approximately HK$19.5 million was used for general working capital – The balance of HK$50.1 million shall be utilised as proposed, which will include the following: – Approximately HK$18.0 million for mergers and acquisitions of natural gas projects – Approximately HK$20.0 million for capital expenditure of the existing projects of the Group – Approximately HK$12.1 million for general working capital

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
6 January 2016	Proposed subscription of new shares and convertible bonds under specific mandate *(Note)*	Approximately HK$1,318 million	– approximately HK$750 million for mergers and acquisition of natural gas projects, including (i) HK$600 million for the settlement of cash consideration for the acquisition of and further working capital required by Zhejiang Bochen Energy (please refer to the announcement of the Company dated 9 December 2015 for the proposed acquisition of a target company which will hold Zhejiang Bochen Energy); (ii) HK$20 million for the settlement of the cash consideration/repayment of promissory note for the acquisition of Fox Smart Ltd., details of which are set out in the Company's announcement dated 11 December 2015; and (iii) HK$130 million for acquisitions of other potential natural gas projects; – approximately HK$300 million for the capital expenditure of the existing projects of the group in Shandong Province, Hainan Province, Guizhou Province, Liaoning Province, Jiangsu Province, Anhui Province and Sichuan Province; – approximately HK$138 million for repayment of loans and interest payment of loans and convertible bonds; and – approximately HK$130 million for general working capital which shall include general administrative expenses of the Group	To be utilised as proposed

Note: The proposed subscription of new shares and convertible bonds under specific mandate has not yet been completed as at the Latest Practicable Date.

Reasons for the proposed grant of the Refreshed General Mandate

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 specialized products.

As set out in the Company's interim report for the period ended 30 June 2015, the Group is active in expanding its footprints in the natural gas business in the PRC and strives to be an integrated natural gas provider and distributor that offers clean energy solutions in China. Further growth in this business sector will continue to require cash investment (whether for the purposes of construction, acquisition or otherwise).

The Company is currently in the process of identifying appropriate acquisition targets, which are also engaged in the natural gas downstream business in the PRC. The Company strives to further strengthen its market presence in the natural gas business in the PRC and intends to enhance its geographical coverage and market share through mergers and acquisition of certain gas refuelling stations for vehicles or gas distribution projects using liquefied natural gas or pipeline natural gas. Especially, the Company is currently identifying certain targets located in the areas in which the Company already has presence, so that potential synergies and the Group's market publicity in such provinces can be enhanced, and also in the areas which the Company did not have presence in order to expand our geographical coverage in the natural gas market. As at the Latest Practicable Date, the Company is in active negotiations for the potential acquisitions of around a dozen of natural gas projects of relatively large-sized in terms of operation and financial scale when compared to the existing projects of the Group. The negotiating projects are located in different provinces of the PRC including Hebei, Henan, Ningxia, Guangxi, Shanxi, Chongqing, Liaoning, Jilin and Heilongjiang. However, save as disclosed above, as at the Latest Practicable Date, there were no written or oral business arrangements/transactions/agreements/understanding/definitive proposals, terms or timetable that involve possible equity fund raising activities under the Refreshed General Mandate. The Board considers that the net proceeds from the share subscription agreement and convertible bonds subscription agreement dated 5 January 2016, details of which are set out in the Company's announcement dated 6 January 2016, are intended to be utilised substantially on the capital expenditure and development costs of the existing projects of the Company and for the mergers and acquisitions of projects already announced by the Company. Therefore, the Company will need to source additional fund-raising for future potential acquisitions and it is expected that the Refreshed General Mandate can be utilised in such acquisitions by the Group.

In view of the above, the Directors consider that funding requirement or appropriate investment opportunities may arise at any time and such funding or investment decisions are required or have to be made within a short period of time. Accordingly, the Directors consider that the proposed refreshment of the Existing General Mandate will give the Board the required flexibility for any future allotment and issue of Shares on behalf of the Company as and when necessary. When there shall be any further funding needs or if attractive offer for investments in natural gas projects are identified before the next annual general meeting, the Board will be able to respond to the market and such investment offer promptly by considering the issue of Shares under the proposed Refreshed General Mandate.

Taking into account that (i) equity financing under general mandates is normally less costly and time-consuming than raising funds by way of rights issue or open offer as issue of shares under general mandates can be done quickly as compared to rights issue or open offer, which generally involves preparation and registration of prospectuses and relatively high documentation preparation costs and professional fees; (ii) equity financing under general mandates is normally less costly and time-consuming than equity financing under specific mandates; (iii) the shareholding interests of all Shareholders will be diluted in proportion to their respective shareholdings upon any utilisation of the Refreshed General Mandate and the maximum dilution effect on the shareholding is limited to 20% of the existing issued share capital of the Company as at the date of the SGM; (iv) the next annual general meeting of the Company is expected to be held in about second quarter of 2016, which is around four months away from the Latest Practicable Date; (v) the unutilised proceeds from the previous fund raising activities are insufficient to cover the investment costs should the aforementioned negotiating transactions materialise; and (vi) the proposed grant of Refreshed General Mandate would provide the Group with financial flexibility to raise additional funds and capture any potential investment opportunities as and when they arise in a timely manner, the Board considers that the refreshment of the Existing General Mandate is necessary, fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Therefore, the Board proposes to seek approval of the Independent Shareholders to refresh the Existing General Mandate.

PROPOSED GENERAL MANDATE REFRESHMENT

The Company has not refreshed the Existing General Mandate since the Annual General Meeting. The Company has an aggregate of 6,113,609,768 Shares in issue as at the Latest Practicable Date.

As the proposed grant of the Refreshed General Mandate is being made prior to the Company's next annual general meeting, pursuant to Rule 13.36(4) of the Listing Rules, the Refreshed General Mandate is subject to the approval of the Independent Shareholders at the SGM.

Subject to the approval of the Independent Shareholders of the Refreshed General Mandate, assuming that no other Shares will be issued and/or repurchased by the Company on or prior to the date of the SGM, the Company would be allowed under the Refreshed General Mandate to allot and issue up to 1,222,721,953 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date.

The Refreshed General Mandate will, if granted, expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the authority given by such mandate by an ordinary resolution passed by the Shareholders in a general meeting; and (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company for illustrative purpose only, (i) as at the Latest Practicable Date; (ii) immediately after full utilisation of the Refreshed General Mandate; (iii) immediately after full utilization of the Refreshed General Mandate and the Closing of the Subscription and conversion of the Conversion Shares in full; (iv) immediately after full utilization of the Refreshed General Mandate and the issue and allotment of the Consideration shares; and (v) immediately after full utilization of the Refreshed General Mandate, the closing of the Subscription and conversion of the Conversion Shares in full and the issue and allotment of the Consideration Shares, assuming that there will be no other changes to the share capital of the Company from the Latest Practicable Date up to the date of full utilisation of the Refreshed General Mandate.

Shareholders	At the Latest Practicable Date		Immediately after full utilization of the Refreshed General Mandate		Immediately after full utilization of the Refreshed General Mandate and the Closing of the Subscription and conversion of the Conversion Shares in full *(note 6)*		Immediately after full utilization of the Refreshed General Mandate and the issue and allotment of the Consideration Shares *(note 7)*		Immediately after full utilization of the Refreshed General Mandate, the Closing of the Subscription and conversion of the Conversion Shares in full *(note 6)* and the issue and allotment of the Consideration Shares *(note 7)* *(note 8)*	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
Cheng Ming Kit *(Note 1)*	952,195,256	15.58	952,195,256	12.98	952,195,256	9.27	952,195,256	12.41	952,195,256	8.98
Sze Chun Lee *(Note 2)*	173,288,480	2.83	173,288,480	2.36	173,288,480	1.69	173,288,480	2.26	173,288,480	1.63
Chung Oi Ling, Stella *(Note 3)*	206,340,000	3.38	206,340,000	2.81	206,340,000	2.01	206,340,000	2.69	206,340,000	1.95
Kwok Shek San *(Note 4)*	7,296,000	0.12	7,296,000	0.10	7,296,000	0.07	7,296,000	0.10	7,296,000	0.07
Hu Xiaoming *(Note 5)*	2,640,000	0.04	2,640,000	0.04	2,640,000	0.03	2,640,000	0.03	2,640,000	0.02
Public shareholders	4,771,850,032	78.05	4,771,850,032	65.04	4,771,850,032	46.46	4,771,850,032	62.18	4,771,850,032	44.98
Maximum number of new Shares which may be issued under the Refreshed General Mandate	–	–	1,222,721,953	16.67	1,222,721,953	11.91	1,222,721,953	15.93	1,222,721,953	11.53
Beijing Gas *(Note 6)(Note 7)*	–	–	–	–	2,933,333,332	28.56	337,777,778	4.40	3,271,111,110	30.84
	6,113,609,768	100.00	7,336,331,721	100.00	10,269,665,053	100.00	7,674,109,499	100.00	10,607,442,831	100.00

Notes:

1 Mr. Cheng Ming Kit (an executive Director) holds 100% interest in Grand Powerful Group Limited and is deemed to be interested in 903,190,256 Shares held by Grand Powerful Group Limited. Mr. Cheng Ming Kit personally holds 49,005,000 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 171,488,480 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.

6 Please refer to the Company's announcement dated 6 January 2016 on the subscription of new shares and convertible bond under specific mandate.

7 Please refer to the Company's announcement dated 6 January 2016 on the proposed acquisition of interest in Beijing Gas Group (Teng County) Co., Ltd..

8 The figures on shareholding number and percentage are for illustration purposes only. Please refer to the Company's announcement dated 6 January 2016 on the subscription of new shares and convertible bond under specific mandate. The bondholder shall not exercise the Conversion Rights under the Convertible Bond if (i) the bondholder, its associates and parties acting in concert with it will, in aggregate, as a result of the issue of the relevant conversion shares acquire 30% or more (or such other percentage as stated in Rule 26 of the Takeovers Code in effect from time to time) of the issued share capital of the Company and trigger any mandatory offer obligations under Rule 26 of the Takeovers Code on the part of the bondholder, or (ii) the public float of the Shares is less than 25% (or any given percentage as required by the Listing Rules) of the issued share capital of the Company at any one time in compliance with the Listing Rules.

GENERAL

Pursuant to Rule 13.36(4)(a) of the Listing Rules, any controlling shareholders and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution to approve the Refreshed General Mandate.

The Company has no controlling shareholders. To the best knowledge, information and belief of the Directors, (i) Mr. Cheng Ming Kit, being an executive Director, held 952,195,256 Shares (approximately 15.58% of the issued Shares of the Company); (ii) Mr. Sze Chun Lee, being an executive Director, held 173,288,480 Shares (approximately 2.83%) of the issued Shares of the Company); (iii) Mr. Kwok Shek San, being an executive Director, held 7,296,000 Shares (approximately 0.12% of the issued Shares of the Company); (iv) Mr. Hu Xiaoming, being an executive Director, held 2,640,000 Shares (approximately 0.04% of the issued Shares of the Company); and (v) Ms. Chung Oi Ling, Stella, being a non-executive Director, held 206,340,000 Shares (approximately 3.38% of the issued Shares of the Company), as at the date of this circular.

As such, Mr. Cheng Ming Kit, Mr. Sze Chun Lee, Mr. Kwok Shek San, Mr. Hu Xiaoming and Ms. Chung Oi Ling, Stella and their associates who as at the date of the SGM shall hold any Shares, are required to abstain from voting in favour of the resolution regarding the Refreshed General Mandate and, as at the Latest Practicable Date, had indicated that they have no intention to vote against the resolution to approve the Refreshed General Mandate at the SGM.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprises of Mr. Lim Siang Kai, Mr. Wee Piew and Mr. Ma Arthur On-hing, all being independent non-executive Directors has been established to advise the Independent Shareholders on the grant of the Refreshed General Mandate.

Donvex Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the Refreshed General Mandate.

SGM

A SGM will be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong at 10:30 a.m. on Wednesday, 16 March 2016 at which the ordinary resolution will be proposed to seek Independent Shareholders' approval for the Refreshed General Mandate.

Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules, the relevant resolutions to be approved in respect of the Proposed Acquisition and the allotment and issue of the Consideration Shares at the SGM will be taken by way of poll.

Hong Kong

Shareholders (whether or not able to attend the SGM) are requested to complete and return the enclosed Hong Kong proxy form in accordance with the instructions printed thereon and deposit with the Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM or any adjourned meeting thereof (as the case may be) should they elect to do so. Please note that this paragraph is only applicable to Shareholders whose Shares are registered in the branch register of members in Hong Kong.

The results of the SGM will be published after the conclusion of the SGM on the websites of the Stock Exchange, the SGXNET and the Company.

Singapore

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.

If a Shareholder is unable to attend the SGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached Singapore proxy form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the SGM. The completion and return of the Singapore proxy form by a Shareholder will not prevent him from attending and voting at the SGM in person if he so wishes, and in such event the Singapore proxy form submitted bearing his name shall be deemed to be revoked. Please note that this paragraph is only applicable to Shareholders who do not hold Shares through an account with the CDP (i.e. who hold Shares in scrip).

Under the Bermuda Companies Act, only a person who agrees to become a shareholder of a Bermuda company and whose name is entered in the register of members of such a Bermuda company is considered a member with rights to attend and vote at general meetings of such company.

Accordingly, under Bermuda laws, a Depositor holding Shares through the CDP would not be recognised as a shareholder of the Company, and would not have the right to attend and vote at general meetings convened by the Company. In the event that a Depositor wishes to attend and vote at the SGM, the Depositor would have to do so through the CDP appointing him as a proxy, pursuant to the Bye-laws of the Company and the Bermuda Companies Act.

Pursuant to Bye-law 77 of the Company's Bye-laws, unless the CDP specifies otherwise in a written notice to the Company, the CDP shall be deemed to have appointed the Depositors who are individuals and whose names are shown in the records of the CDP as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the CDP to the Company as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company. Notwithstanding any other provisions in the Bye-laws, the appointment of proxies by virtue of Bye-law 77 shall not require an instrument of proxy or the lodgment of any instrument of proxy.

Accordingly, Depositors (other than Depositors which are corporations) whose names are listed in the Depository Register as at 48 hours before the time of the SGM may attend and vote as the CDP's proxies at the SGM without having to complete or return any form of proxy. A Depositor which is a corporation and who wishes to attend and vote at the SGM must complete and return the attached Depositor proxy form, for the nomination of person(s) to attend and vote at the SGM on its behalf as CDP's proxy, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the SGM.

If an individual Depositor is unable to attend the SGM personally and wishes to appoint nominee(s) to attend the meeting and vote on his behalf, he must complete, sign and return the attached Depositor proxy form attached to this circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the SGM. The completion and return of the Depositor proxy form by a Depositor (who is an individual) will not prevent him from attending and voting in person at the SGM as a proxy of CDP if he subsequently wishes to do so, and in which event the Depositor proxy form submitted bearing his name shall be deemed to be revoked.

RECOMMENDATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on page 16 of this circular which contains its recommendation to the Independent Shareholders on the Refreshed General Mandate; and (ii) the letter from Donvex Capital set out on pages 17 to 32 of this circular, which contains, among other matters, its advice to the Independent Board Committee and the Independent Shareholders in relation to the Refreshed General Mandate and the principal factors considered by it in arriving at its advice.

The Independent Board Committee, having taken into account the advice of Donvex Capital, is of the opinion that the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole and accordingly recommends the Independent Shareholders to vote in favour of the Refreshed General Mandate Resolution to be proposed at the SGM.

Accordingly, the Directors (including the independent non-executive Directors) consider that the Refreshed General Mandate is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole and recommend the Independent Shareholders to vote in favour of the Refreshed General Mandate Resolution to be proposed at the SGM.

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 Company. 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 sincerely,
On behalf of the Board of
Blue Sky Power Holdings Limited
Cheng Ming Kit
Chairman

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)

29 February 2016

To Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHED GENERAL MANDATE

We refer to the circular of the Company dated 29 February 2016 (the "**Circular**") of which this letter forms part. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the proposed Refreshed General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Donvex Capital Limited has been appointed as the Independent Financial Adviser to advise us in this respect.

We wish to draw your attention to the letter from the Board set out on pages 4 to 15 of the Circular and the letter of advice from Donvex Capital set out on pages 17 to 32 of the Circular.

Having taken into account the principal factors and reasons considered by Donvex Capital, its conclusion and advice, we concur with the view of Donvex Capital and consider the terms the Refreshed General Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend you to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Refreshed General Mandate.

Yours faithfully,
For and on behalf of
Independent Board Committee

Mr. Lim Siang Kai **Mr. Wee Piew** **Mr. Ma Arthur On-hing**
Independent Non-executive Directors

The following is the full text of the letter from Donvex Capital Limited setting out their advice to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.

Donvex Capital Limited
富域資本有限公司

Unit 1305, 13th Floor
Carpo Commercial Building
18-20 Lyndhurst Terrace
Central
Hong Kong

29 February 2016

The Independent Board Committee and the Independent Shareholders of
Blue Sky Power Holdings Limited

Dear Sirs,

PROPOSED GENERAL MANDATE REFRESHMENT

INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the Refreshed General Mandate, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular of the Company dated 29 February 2016 to the Shareholders (the "**Circular**"), of which this letter forms part. Terms used herein have the same meanings as defined elsewhere in the Circular unless the context requires otherwise.

Pursuant to Rule 13.36(4)(a) of the Listing Rules, refreshment of the Existing General Mandate will be subject to the Independent Shareholders' approval by way of an ordinary resolution at the SGM at which any controlling Shareholders and their associate, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the ordinary resolution(s) regarding the refreshment of the Existing General Mandate to be proposed at the SGM.

As at the Latest Practicable Date, the Company has no controlling Shareholder. However, (i) Mr. Cheng Ming Kit, being an executive Director, held 952,195,256 Shares (approximately 15.58% of the issued Shares of the Company); (ii) Mr. Sze Chun Lee, being an executive Director, held 173,288,480 Shares (approximately 2.83% of the issued Shares of the Company); (iii) Mr. Kwok Shek San, being an executive Director, held 7,296,000 Shares (approximately 0.12% of the issued Shares of the Company); (iv) Mr. Hu Xiaoming, being an executive Director, held 2,640,000 Shares (approximately 0.04% of the issued Shares of the Company); and (v) Ms. Chung Oi Ling, Stella, being a non-executive Director, held 206,340,000 Shares (approximately 3.38% of the issued Shares of the Company), as at the Latest Practicable Date. As such, Mr. Cheng Ming Kit, Mr. Sze Chun

Lee, Mr. Kwok Shek San, Mr. Hu Xiaoming and Ms. Chung Oi Ling, Stella and their associates who as at the date of the SGM shall hold any Shares, are required to abstain from voting in favour of the resolution regarding the Refreshed General Mandate.

The Independent Board Committee, comprising Mr. Lim Siang Kai, Mr. Wee Piew and Mr. Ma Arthur On-hing, all being the independent non-executive Directors, has been established to advise the Independent Shareholders on the proposed grant of the Refreshed General Mandate. In our capacity as the Independent Financial Adviser, our role is to advise the Independent Board Committee and the Independent Shareholders in this regard.

We, Donvex Capital Limited, are independent of and not connected with any members of the Group or any of their substantial shareholders, directors or chief executives, or any of their respective associates, and are accordingly qualified to give an independent advice in respect of the proposed grant of the Refreshed General Mandate.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and management of the Company. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all statements, information, opinions and representations contained or referred to in the Circular, which have been provided by the Directors and management of the Company and for which they are solely and wholly responsible, were true and accurate at the time they were made and continue to be true until the date of the SGM.

The Directors have jointly and severally accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

We consider that we have reviewed sufficient information to reach an informed view regarding the proposed grant of the Refreshed General Mandate, and to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our recommendation. We have not, however, for the purpose of this exercise, conducted any form of independent in-depth investigation or audit into the businesses or affairs or future prospects of the Group nor have we carried out any in-depth research on the Group. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date.

This letter is issued for the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the proposed grant of the Refreshed General Mandate, and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinions in respect of the proposed grant of the Refreshed General Mandate, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for the Refreshed General Mandate

Principal business of the Group

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.

Operating results and financial position of the Group

According to the interim report of the Company for the six months ended 30 June 2015 (the "**Interim Report**"), the Group continued its swift expansion of the natural gas business sector and the scale of operations for the projects in Liaoning Province, Sichuan Province and Jinan, Shandong Province started to ramp up gradually during the period ended 30 June 2015. For the six months ended 30 June 2015, the Group's revenue of approximately HK$42.2 million was derived from the natural gas business, representing an increase of 99.5% from the last corresponding period.

As at 30 June 2015, the Group had cash and bank balances of approximately HK$63.4 million and bank and other borrowings of approximately HK$141.5 million, of which approximately HK$14.1 million were due within one year. We further noted from the Interim Report that the Group's total borrowings of approximately HK$253.4 million as at 30 June 2015, increased by HK$165.2 million as compared to that as at 31 December 2014. As a result, the Group's gearing ratio, which is the total borrowings divided by the total assets, was 13.9% as at 30 June 2015 (31 December 2014: 7.1%). Having considered (i) the Company is currently in the process of identifying appropriate acquisition targets to further strengthen its market presence in the natural gas business in the PRC and the capital requirement for such development could be intensive; and (ii) the current capital structure of the Group, in particular the increase in gearing ratio may exert pressure on the Group if further obtain loans that incur additional interest obligation, we therefore concur with the Directors' view that the refreshment of Existing General Mandate will give the Board the required flexibility for any funding requirement or appropriate investment opportunities may arise at any time.

Followed by the completion of a number of acquisitions, the footprints for the Group's natural gas business were further enhanced. We understand from the management of the Company that the natural gas business in the PRC has been a key growing and expansion strategy of the Group. In order to finance the continuing growth momentum, the Directors consider that sufficient working capital resources is conducive to the Group's success of developing the natural gas business (whether for the purposes of construction, acquisition or otherwise) which can help fuel the Group's business developments and/or potential investment opportunities that may be identified by the Company in the future and such funding may be required or have to be made within a short period of time. The Refreshed General Mandate will therefore give the Company an option to finance any acquisitions/investments by way of issuing consideration shares/convertible securities.

Background information of the Existing General Mandate

At the Annual General Meeting held on 3 June 2015, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Existing General Mandate to allot, issue or deal with a maximum of 1,020,147,321 new Shares, being 20% of the total number of Shares as at the date of passing of the resolution.

As set out in the Letter from the Board, during the period from the grant of the Existing General Mandate to the Latest Practicable Date, the Company has utilised approximately 99.93% of the Existing General Mandate in relation to (i) 251,250,000 new Shares that have been allotted and issued as part of the consideration for the acquisition of the entire issued share capital of Energy Shell Limited, details of which are set out in the Company's announcement dated 10 August 2015; (ii) 290,000,000 new Shares to be allotted and issued upon full conversion of the convertible bonds pursuant to the subscription agreement dated 13 August 2015 ("**Convertible Bonds I**"), details of which are set out in the Company's announcement dated 13 August 2015; (iii) 24,019,737 new Shares that have been allotted and issued as part of the consideration for the acquisition of Faster Success Global Limited, details of which are set out in the Company's announcement dated 21 September 2015; (iv) 37,500,000 new Shares to be allotted and issued upon full conversion of the convertible bond pursuant to the subscription agreement dated 30 November 2015 ("**Convertible Bonds II**"), details of which are set out in the Company's announcement dated 30 November 2015; and (v) 416,666,666 new Shares to be allotted and issued upon full conversion of the convertible bonds pursuant to the subscription agreement dated 4 December 2015 ("**Convertible Bonds III**"), details of which are set out in the Company's announcement dated 4 December 2015.

As a result of the above, the Existing General Mandate has been almost fully utilised and only 710,918 new Shares may be further issued and allotted under the Existing General Mandate.

As at the Latest Practicable Date, the Company had (i) convertible bonds with an outstanding principal amount of HK$13,000,000 convertible into not more than 32,994,923 Shares on the basis of a conversion price of HK$0.394 per conversion Share (subject to adjustment); (ii) convertible notes with an outstanding principal amount of HK$135,240,151 convertible into not more than 356,834,171 Shares on the basis of a conversion price of HK$0.379 per conversion Share (subject to adjustment); and (iii) the Convertible Bonds I, II and III. Save as disclosed above, there were no other outstanding derivatives, options, warrants, convertible rights and other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

Reasons for the proposed grant of the Refreshed General Mandate

As stated in the Letter from the Board, the Company strives to further strengthen its market presence in the natural gas business in the PRC and intends to enhance its geographical coverage and market share through mergers and acquisitions of certain gas refuelling stations for vehicles or gas distribution projects using liquefied natural gas or pipeline natural gas. Especially, the Company is currently identifying certain targets located in the areas in which the Company already has presence, so that potential synergies and the Group's market publicity in such provinces can be enhanced, and also in the areas which the Company did not have presence in order to expand our geographical coverage in the natural gas market. As at the Latest Practicable Date, the Company is in active negotiations for the potential acquisitions of around a dozen of natural gas projects of relatively large-sized in terms of operation and financial scale when compared to the existing projects of the Group. The negotiating projects are located in different provinces of the PRC including Hebei, Henan, Ningxia, Guangxi, Shanxi, Chongqing, Liaoning, Jilin and Heilongjiang. However, save as disclosed above, as at the Latest Practicable Date, there were no written or oral business arrangements/transactions/agreements/understanding/definitive proposals, terms or timetable that involve possible equity fund raising activities under the Refreshed General Mandate.

As advised by the management of the Company, the next annual general meeting is expected to be held in about second quarter of 2016, which is approximately four months away from the Latest Practicable Date. In order to maintain the flexibility for the Company to raise further funds through the issue of new Shares for its future business development and expansion and/or pursuing investment opportunities, the Board proposes to seek refreshment of the Existing General Mandate for the Directors to allot and issue new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of such resolution by the Independent Shareholders.

As at the Latest Practicable Date, the Company had an aggregate of 6,113,609,768 Shares in issue. Subject to the passing of the ordinary resolution(s) for the approval of the grant of the Refreshed General Mandate and assuming that no other Shares will be issued and/or repurchased by the Company on or prior to the date of the SGM, the Company would be allowed under the Refreshed General Mandate to allot and issue up to 1,222,721,953 Shares, being 20% of the total number of Shares as at the Latest Practicable Date.

Having considered that (i) the Group is in the stage of actively expanding its natural gas business in the PRC as described in the paragraph headed "Operating results and financial position of the Group" above; (ii) the Existing General Mandate has been utilised as to 99.93%; (iii) the next annual general meeting of the Company is expected to be held in about second quarter of 2016 as advised by the management of the Company, which is around four months away from the Latest Practicable Date; and (iv) the proposed grant of Refreshed General Mandate would provide the Group with financial flexibility to raise additional funds and capture any potential investment opportunities as and when they arise in a timely manner, we consider that the proposed grant of the Refreshed General Mandate is justifiable and in the interests of the Company and the Shareholders as a whole.

2. Equity fund raising activities in the past twelve months

Set out below are the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds
13 March 2015	Placing of new Shares	Approximately HK$63.0 million	Financing the expansion of natural gas business of the Company and as general working capital	– Approximately HK$29.7 million for mergers and acquisitions of natural gas projects, including (i) HK$15.0 million for the project in Yunnan Province (please refer to the announcement of the Company dated 13 April 2015 for the details of the acquisition of the beneficiary rights under the investment scheme in relation to a Yunnan project); (ii) HK$7.4 million for the project in Shandong Province (please refer to the announcement of the Company dated 10 August 2015 for the details of the acquisition of Energy Shell Limited); (iii) HK$6.2 million for the project in Ningxia Province which was paid as an earnest money for a potential target located in Ningxia Province; and (iv) HK$1.1 million for the project in Heilongjiang Province (please refer to the announcement of the Company dated 25 November 2014 for the details of the acquisition of Triple Energy Limited);

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds
				– Approximately HK$30.3 million for the capital expenditure for the existing projects of the Group, including (i) HK$11.2 million for the project in Liaoning Province; (ii) HK$3.3 million for the project in Sichuan Province; and (iii) HK$15.8 million for the project in Guizhou Province; and – Approximately HK$3.0 million was used for general working capital
29 May 2015	Placing of new Shares	Approximately HK$41.5 million	Financing the expansion of natural gas business of the Company and as general working capital	– Approximately HK$20.7 million for mergers and acquisitions of natural gas projects, including (i) HK$7.8 million for the project in Shandong Province (please refer to the announcement of the Company dated 10 August 2015 for the details of the acquisition of Energy Shell Limited); (ii) HK$7.8 million for the project in Hainan Province (please refer to the announcement of the Company dated 11 December 2015 for the details of the acquisition of Fox Smart Limited); (iii) HK$3.0 million for the project in Guangdong Province; and (iv) HK$2.1 million for the project in Heilongjiang Province (please refer to the announcement of the Company dated 25 November 2014 for the details of the acquisition of Triple Energy Limited);

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds
				– Approximately HK$15.4 million for the capital expenditure for the existing projects of the Group, including (i) HK$5.0 million for the project in Liaoning Province; (ii) HK$7.5 million for the project in Guizhou Province; and (iii) HK$2.9 million for the project in Hubei Province; and – Approximately HK$5.4 million was used for general working capital
13 August 2015	Issue of convertible bonds	Approximately HK$110.0 million	Financing the expansion of natural gas business of the Company and as general working capital	– Approximately HK$101.1 million for mergers and acquisitions of natural gas projects, including (i) HK$59.9 million for the projects in Shandong Province (for HK$42.3 million please refer to the announcement of the Company dated 10 August 2015 for the details of the acquisitions of Energy Shell Limited and for HK$4.2 million please refer to the announcement of the Company dated 21 September 2015 for the acquisition of Faster Success Global Limited and for HK$13.4 million was paid as an earnest money for a potential target in Shandong Province); (ii) HK$25.2 million for the project in Guangdong Province; and (iii) HK$16.0 million for the project in Hainan Province (please refer to the announcement of the Company dated 11 December 2015 for the details of the acquisition of Fox Smart Limited);

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds
				– Approximately HK$4.0 million for the capital expenditure for the existing projects of the Group, including (i) HK$2.8 million for the project in Liaoning Province; and (ii) HK$1.2 million for the project in Heilongjiang Province; and – Approximately HK$4.9 million was used for general working capital
30 November 2015	Issue of convertible bonds	Approximately HK$14.5 million	Financing the expansion of natural gas business of the Company and as general working capital	To be utilised as proposed which will include the following: – Approximately HK$4.0 million for mergers and acquisitions of natural gas projects – Approximately HK$8.5 million for capital expenditure of the existing projects of the Group – Approximately HK$2.0 million for general working capital

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds
4 December 2015	Issue of convertible bonds	Approximately HK$190.0 million	Financing the expansion of natural gas business of the Company and as general working capital	– Approximately HK$92.0 million for mergers and acquisitions of natural gas projects, including (i) HK$61.1 million for the project in Zhejiang Province (please refer to the announcement of the Company dated 9 December 2015 for the proposed acquisition of a target company which will hold Zhejiang Bochen Energy); (ii) HK$21.9 million for the project in Hainan Province (for HK$16.2 million please refer to the announcement of the Company dated 11 December 2015 for the details of the acquisition of Fox Smart Limited and for HK$5.7 million was paid as an earnest money for a potential target located in Hainan Province); and (iii) HK$9.0 million for the project in Shandong Province which was paid as an earnest money for a potential target located in Shandong Province;

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds
				– Approximately HK$28.4 million for the capital expenditure for the existing projects of the Group, including (i) HK$22.6 million for the project in Liaoning Province; (ii) HK$5.3 million for the project in Guizhou Province; and (iii) HK$0.5 million for the project in Sichuan Province; – Approximately HK$19.5 million was used for general working capital; and – The balance of HK$50.1 million shall be utilised as proposed, which will include the following: – Approximately HK$18.0 million for mergers and acquisitions of natural gas projects – Approximately HK$20.0 million for capital expenditure of the existing projects of the Group – Approximately HK$12.1 million for general working capital

Date of announcement	Fund raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds
6 January 2016	Proposed subscription of new shares and convertible bonds under specific mandate *(note)*	Approximately HK$1,318 million	– Approximately HK$750 million for mergers and acquisitions of natural gas projects, including (i) HK$600 million for settlement of cash consideration for the acquisition of and further working capital required by Zhejiang Bochen Energy (please refer to the announcement of the Company dated 9 December 2015 for the proposed acquisition of a target company which will hold Zhejiang Bochen Energy); (ii) HK$20 million for the settlement of the cash consideration/repayment of promissory note for the acquisition of Fox Smart Ltd., details of which are set out in the Company's announcement dated 11 December 2015; and (iii) HK$130 million for acquisitions of other potential natural gas projects; – Approximately HK$300 million for the capital expenditure for the existing projects of the Group in Shandong Province, Hainan Province, Guizhou Province, Liaoning Province, Jiangsu Province, Anhui Province and Sichuan Province; – Approximately HK$138 million for repayment of loans and interest payment for loans and convertible bonds; and – Approximately HK$130 million for general working capital which shall include general administrative expenses of the Group	To be utilised as proposed

Note: The proposed subscription of new shares and convertible bonds under specific mandate has not yet been completed as at the Latest Practicable Date.

Save as and except the above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

We have enquired the Company as to the expected capital requirement of the Company, in particular the expansion of natural gas business in the coming months. Having considered that (i) the Company expects to require more working capital as development costs to cope with its existing projects; (ii) the net proceeds of approximately HK$1,318 million from the proposed subscription of new shares and convertible bonds have been almost fully reserved for the settlement of cash consideration for the announced acquisitions, repayment of debts and development costs of the existing natural gas projects; (iii) the Group has been actively expanding its natural gas business through mergers and acquisitions in the past few months as disclosed in the announcements of the Company dated 6 January 2016, 11 December 2015 and 21 September 2015, which is in line with its development plan as to enhance its geographical coverage in the PRC; (iv) given the ever-changing merger and acquisition market, it is important for the Group to maintain flexible fund raising availability so as to make prompt decisions and to solicit funding in a relatively short period of time; and (v) the development of natural gas business requires relatively intensive initial capital expenditure in terms of its scale of operation and thus sufficient working capital allows the Group to streamline the operation of existing natural gas projects. Thus, we concur with the Directors' view that there is a need of obtaining additional source of fund for supplementing operational working capital and business development and/or investment decisions as and when it arises.

3. Other financing alternatives

We have enquired with the management of the Company and noted that they would exercise due and careful consideration when choosing the best financing method available to the Group. The Directors consider that other forms of equity fund raising such as open offer and rights issue would incur additional costs in underwriting commissions and possibly require a relatively longer time to complete, which may lead to the Group failing to finance the business development or future investment activities in a timely manner when such opportunities arise. In other words, having the Refreshed General Mandate become available, the Board will be able to respond to the market and such investment opportunities promptly without having first to obtain the consent of the Shareholders in the general meeting and to reduce uncertainties in such circumstance that specific mandate may not be obtained in a timely manner.

As advised by the management of the Company, apart from equity financing, the Directors consider other financing alternatives such as debt financing and bank borrowings to fund the future business developments and investment opportunities. However, debt financing shall inevitably impose interest payment obligations on the Group and it may be subject to lengthy due diligence and negotiations with banks. In addition, the Directors are of the view that the ability of the Group to obtain bank borrowings usually depends on the profitability and financial position of the Group as well as the then prevailing market condition.

According to the Interim Report, the aggregate amount of the fair value of the bank borrowings, convertible notes and bonds was approximately HK$246.6 million as at 30 June 2015, representing approximately 18.5% of the total equity of the Group as at 30 June 2015. The finance costs for the Group's bank borrowings, corporate bonds, convertible notes and bonds of approximately HK$11.9 million were incurred for the six months ended 30 June 2015. Given the current debt position of the Group and the increase in gearing ratio as stated in the paragraph headed "Operating results and financial position of the Group", the management of the Company considers that it may exert pressure on the Group if further obtain loans that incur additional interest obligation. The Directors are of the view that the refreshment of Existing General Mandate will give the Board the required flexibility for equity financing, such as placing of new Shares, for the Group to obtain additional funding.

Along with the fact that the proposed grant of the Refreshed General Mandate will provide the Company with flexibility to determine the appropriate financing method for future plans and obligations and/or other potential investment opportunities as and when the Company considers desirable for the benefit of the business development given the Group's financial position, capital structure and cost of funding, we consider that if the Refreshed General Mandate is granted, the Company will be able to undergo equity financing for up to 20% of the issued share capital of the Company as at the date of passing the ordinary resolution(s) at the SGM in a timely manner without Shareholders' approval. Accordingly, we are of the view that the refreshment of the Existing General Mandate is in the interests of the Company and the Shareholders as a whole.

4. Potential dilution to the shareholding of the existing public Shareholders

The following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) for illustrative purpose only, immediately after full utilisation of the Refreshed General Mandate, assuming that there will be no other changes to the share capital of the Company from the Latest Practicable Date up to the date of full utilisation of the Refreshed General Mandate.

Shareholders	**As at the Latest Practicable Date**		**Immediately after full utilisation of the Refreshed General Mandate**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Cheng Ming Kit *(Note 1)*	952,195,256	15.58	952,195,256	12.98
Sze Chun Lee *(Note 2)*	173,288,480	2.83	173,288,480	2.36
Chung Oi Ling, Stella *(Note 3)*	206,340,000	3.38	206,340,000	2.81
Kwok Shek San *(Note 4)*	7,296,000	0.12	7,296,000	0.10
Hu Xiaoming *(Note 5)*	2,640,000	0.04	2,640,000	0.04
Public Shareholders	4,771,850,032	78.05	4,771,850,032	65.04
Maximum Shares to be issued under the Refreshed General Mandate	–	–	1,222,721,953	16.67
Total	6,113,609,768	100.00	7,336,331,721	100.00

Notes:

1. Mr. Cheng Ming Kit (an executive Director) holds 100% interest in Grand Powerful Group Limited and is deemed to be interested in 903,190,256 Shares holed by Grand Powerful Group Limited. Mr. Cheng Ming Kit personally holds 49,005,000 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 171,488,480 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 be 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.

As illustrated in the above table, assuming that (i) the Refreshed General Mandate will be approved at the SGM; and (ii) there will be no other changes to the share capital of the Company from the Latest Practicable Date up to the date of full utilisation of the Refreshed General Mandate, the shareholding of the existing public Shareholders would decrease from 78.05% to 65.04%, representing a dilution of approximately 16.67%.

We understand from the management of the Company that the Company is currently in the process of identifying appropriate acquisition targets, which are also engaged in the natural gas downstream business in the PRC. As at the Latest Practicable Date, the Directors did not have any concrete intention to utilise the Refreshed General Mandate. As such, the Refreshed General Mandate merely provides an alternative way of financing should any business development and/or investment opportunity arises.

Taking into account that the refreshment of the Existing General Mandate would provide the Group with (i) the financial flexibility to raise capital by issuance and allotment of new Shares for business development as well as for other potential future investments and/or acquisitions as and when such opportunities arise; (ii) an alternative to raise capital; and (iii) the shareholding interests of all Shareholders will be diluted in proportion to their respective shareholdings upon any utilisation of the Refreshed General Mandate and the maximum dilution effect on the shareholding is limited to 20% of the existing issued share capital of the Company as at the date of the SGM, we are of the opinion that the potential dilution to the shareholdings of the existing public Shareholders is acceptable.

RECOMMENDATION

Having taken into consideration the above principal factors and reasons, we are of the opinion that the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders, and recommend the Independent Shareholders, to vote in favour of the ordinary resolution(s) to be proposed at the SGM to approve the proposed grant of the Refreshed General Mandate.

Yours faithfully,
For and on behalf of
Donvex Capital Limited
Doris Sy
Director

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)

NOTICE IS HEREBY GIVEN that a Special General Meeting of Blue Sky Power Holdings Limited (the "**Company**") will be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong, on Wednesday, 16 March 2016 at 10:30 a.m. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

Any shareholder of the Company ("**Shareholder**"), person being a depository agent or a holder of a securities account maintained with The Central Depository (Pte) Limited ("**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.

ORDINARY RESOLUTION

1. "**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors of the Company (the "**Directors**") at the annual general meeting (the "**Annual General Meeting**") of the Company held on 3 June 2015 be and is hereby revoked and replaced by the following mandate:

   THAT:

   (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) any issue of shares of the Company on the exercise of the outstanding conversion rights attaching to the convertible bonds issued by the Company, which are convertible into shares of the Company;

(iii) the exercise of options granted under the share option scheme of the Company; and

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company,

shall not exceed 20% of the total number of shares of the Company as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in a general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held;

"**Rights Issue**" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

Yours faithfully,
On behalf of the Board of
Blue Sky Power Holdings Limited
Cheng Ming Kit
Chairman

Hong Kong, 29 February 2016

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the Hong Kong shareholders) or the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore shareholders) not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. A Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289) of Singapore) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the attached Depositor proxy form and lodge the same at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time appointed for the SGM.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or by his/her attorney duly authorised in writing. If a Shareholder or Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer, attorney or other person authorised to sign the same.

5. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

6. As at the date of this notice, the board comprises Mr. Cheng Ming Kit, Mr. Sze Chun Lee, Mr. Hung Tao, Mr. Kowk Shek San and Mr. Hu Xiaoming; the non-executive Directors 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.