THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities 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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company ("**Annual General Meeting**") to be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong on Friday, 3 June 2016 at 11:00 a.m. is set out on pages 16 to 20 of this circular. If you are unable to attend the Annual General Meeting, you are requested to complete and return the forms of proxy accompanying this circular in accordance with the instructions printed thereon 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 Hong Kong Shareholders), or 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) as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

28 April 2016

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DEFINITIONS

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 to be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong on Friday, 3 June 2016 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
"Annual Report"	the annual report of the Company for the financial year ended 31 December 2015
"Board"	the board of Directors
"Bye-laws"	bye-laws of the Company as amended, modified or supplemented from time to time
"CDP"	The Central Depository (Pte) Limited
"Company"	Blue Sky Power Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are primary listed on the main board of the SEHK and secondary listed on the SGX-ST
"Depositor(s)"	shall have the meaning ascribed to it in section 81SF of the Securities and Futures Act (Cap. 289) of Singapore
"Director(s)"	the director(s) of the Company
"General Share Issue Mandate"	a general and unconditional mandate to be granted to the Directors to allot, issue or deal with new Shares subject to and in accordance with the terms of the mandate
"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

"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on the SEHK
"Latest Practicable Date"	21 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Manual"	the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
"Memorandum"	the memorandum of association of the Company as amended, modified or supplemented from time to time
"Repurchase Mandate"	the proposed general mandate authorising the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares of the Company as at the date of the resolution approving the Repurchase Mandate
"Securities Accounts"	the securities accounts maintained with CDP, but not including the securities accounts maintained with a depository agent (as defined in Section 130A of the Singapore Companies Act)
"SEHK"	The Stock Exchange of Hong Kong Limited
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"SGX-ST"	Singapore Exchange Securities Trading Limited
"Share(s)"	ordinary share(s) of HK$0.055 each in the capital of the Company
"Shareholder(s)"	the registered holder(s) of the Share(s), except where the registered depositor is the CDP, the term "Shareholders" shall, where the context admits, mean the Depositors whose Securities Accounts are credited with the Shares
"Singapore Companies Act"	the Companies Act (Chapter 50) of Singapore as amended, modified and supplemented from time to time

"Takeover Code"	the Hong Kong Code on Takeovers and Mergers
"S$"	Singapore dollars, the lawful currency of Singapore
"%"	percentage

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Hong Kong Listing Rules, the SFO, the Singapore Companies Act, the Listing Manual or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Hong Kong Listing Rules, the SFO, the Singapore Companies Act, the Listing Manual or any modification thereof, as the case may be.

Any reference to a time of a day in this circular shall be a reference to Hong Kong time unless otherwise stated.

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 of the Board)*
Mr. Sze Chun Lee
Mr. Hung Tao
Mr. Kwok Shek San
Mr. Hu Xiaoming

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

Headquarters and principal place of business in Hong Kong:
Room 1411, 14/F
New World Tower I
16-18 Queen's Road Central
Hong Kong

28 April 2016

To the Shareholders

Dear Sir or Madam,

PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the General Share Issue Mandate and Repurchase Mandate.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Bye-law 86 of the Bye-laws, at each Annual General Meeting one-third of the Directors for the time being shall retire from office by rotation at least once every three years. Mr. Sze Chun Lee, Mr. Lim Siang Kai ("**Mr. Lim**") and Mr. Wee Piew ("**Mr. Wee**") shall retire at the Annual General Meeting. Pursuant to the Bye-law 85 of the Bye-laws, Mr. Hu Xiaoming who was appointed as an addition to the Board will hold office until the next following annual general meeting when he will retire and being eligible, will offer himself for re-election at the Annual General Meeting. The re-election of the retiring Directors will be individually voted by the Shareholders at the Annual General Meeting.

The information required to be disclosed under the Hong Kong Listing Rules in relation to the retiring Directors proposed for re-election are set out in Appendix II to this circular.

Each of Mr. Lim and Mr. Wee, being an independent non-executive Director, has given to the Company his annual written confirmation of independence pursuant to Rule 3.13 of the Hong Kong Listing Rules. The Company is of the view that each of Mr. Lim and Mr. Wee meets the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

Pursuant to the code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Hong Kong Listing Rules, any re-appointment of independent non-executive Director who served more than 9 years shall be subject to a separate resolution to be appointed by the Shareholders. Mr. Lim and Mr. Wee served the Company for more than 9 years and are due to retire at the Annual General Meeting. During the years of appointment of Mr. Lim and Mr. Wee, they have demonstrated their abilities to provide an independent view to the Company's matters. Notwithstanding their years of service as independent non-executive Directors, the Board is of the view that Mr. Lim and Mr. Wee are able to continue to fulfill their role as required and recommends them for re-election at the Annual General Meeting. The Board is satisfied that Mr. Lim and Mr. Wee remain independent, and there is no evidence that their tenure has had an impact on their independence. Separate resolutions will be proposed for re-election of Mr. Lim and Mr. Wee at the Annual General Meeting.

3. GENERAL SHARE ISSUE MANDATE

On 3 June 2015, the Shareholders passed an ordinary resolution to grant a general mandate to the Directors to allot, issue and deal with 1,020,147,321 Shares ("**Existing Issue Mandate**"), representing 20% of the total number of Shares as at the date of passing the resolution. Such general mandate had been utilized as to 1,019,436,403 Shares, representing approximately 99.93% of the Existing Issue Mandate. The Existing Issue Mandate was refreshed by an ordinary resolution passed by the independent Shareholders at the special general meeting of the Company held on 16 March 2016. The Directors were granted a general mandate to allot, issue and deal with up to 1,224,244,796 Shares ("**Refreshed Issue Mandate**"), representing 20% of the total number of Shares as at the date of the special general meeting. As at the Latest Practicable Date, no Share has been issued pursuant to the Refreshed Issue Mandate. The Refreshed Issue Mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the General Share Issue Mandate, details of which are set out in resolution no. 8 in the notice of Annual General Meeting. As at the Latest Practicable Date, there were 6,284,633,456 Shares in issue. Subject to the passing of the ordinary resolution granting the General Share Issue Mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under such General Share Issue Mandate to issue a maximum of 1,256,926,691 Shares representing 20% of the issued Shares of the Company from the date of passing of such resolution.

The Directors have no present intention to allot and issue any new Shares.

4. REPURCHASE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in resolution no. 9 in the notice of Annual General Meeting. On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 628,463,345 Shares representing 10% of the total number of Shares of the Company as at the date of passing of the ordinary resolution approving the Repurchase Mandate.

An explanatory statement as required under the Hong Kong Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENTS

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the Annual General Meeting and wish to appoint a proxy to attend and vote at the Annual General Meeting on their behalf will find attached to this circular a proxy form which they are requested to complete and sign in accordance with the instructions printed thereon and return it 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 Hong Kong Shareholders) or 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 fixed for the Annual General Meeting. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

8. GENERAL INFORMATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting. Your attention is drawn to the information set out in Appendix I and Appendix II to this circular.

9. DIRECTORS' RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors and granting of the General Share Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board of
Blue Sky Power Holdings Limited
Cheng Ming Kit
Chairman

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Hong Kong Listing Rules, to provide you with requisite information for your consideration of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 6,284,633,456 Shares in issue as at the Latest Practicable Date would result in up to 628,463,345 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. The Directors have no present intention to repurchase any Shares and will only exercise such power in such circumstances that they believe such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

Repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be fund legally available for the purpose and in accordance with the Singapore Companies Ordinance, the Company's Bye-laws, the Listing Rules and the applicable laws of Bermuda.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2015) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PURCHASED BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the SEHK or otherwise) in the six months preceding the Latest Practicable Date.

5. SHARE PRICES

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date and for the month of April 2016 up to the Latest Practicable Date:

	Highest Traded Price	**Lowest Traded Price**
	HK$	*HK$*
2015		
April	0.520	0.340
May	0.520	0.465
June	0.520	0.415
July	0.445	0.280
August	0.435	0.355
September	0.375	0.350
October	0.420	0.360
November	0.500	0.395
December	0.590	0.500
2016		
January	0.720	0.500
February	0.580	0.440
March	0.660	0.520
April (up to Latest Practicable Date)	0.600	0.570

6. EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the term under the Takeovers Code), depending on the level of increase in the Shareholder's or Shareholder group's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Cheng Ming Kit ("**Mr. Cheng**") (an executive Director) held 100% interest in Grand Powerful Group Limited and was deemed to be interested in 903,190,256 Shares held by Grand Powerful Group Limited and Mr. Cheng personally held 49,005,000 Shares, totally representing 15.15% of the total issued shares of the Company. Mr. Sze Chun Lee ("**Mr. Sze**") (an executive Director) held 43.75% interest in China Print Power Limited and was deemed to be interested in 171,488,480 Shares held by China Print Power Limited and Mr. Sze personally held 1,800,000 Shares, totally representing 2.76% of the total issued shares of the Company. Mr. Chung Oi Ling, Stella ("**Ms. Chung**") (non-executive Director) held 100% interest in Flame Capital Limited and was deemed to be interested in 206,340,000 Shares held by Flame Capital Limited, totally representing 3.28% of the total issued shares of the Company. Mr. Kwok Shek San ("**Mr. Kwok**") (an executive Director) personally held 7,296,000 Shares, representing 0.12% of the total issued shares of the Company. Mr. Hu Xiaoming ("**Mr. Hu**") (an executive Director) personally held 2,640,000 Shares, representing 0.04% of the total issued shares of the Company. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full and that there is no change in the shareholdings of Mr. Cheng, Mr. Sze, Ms. Chung, Mr. Kwok and Mr. Hu, their shareholdings would be increased to approximately 16.83%, 3.06%, 3.65%, 0.13% and 0.05% of the total issued shares of the Company respectively. Therefore, no obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code would arise.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the proposed Repurchase Mandate in accordance with the Hong Kong Listing Rules, the Singapore Companies Ordinance, the applicable laws of Bermuda and the regulations set out in the Bye-laws.

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

Mr. Sze Chun Lee ("Mr. Sze")

Mr. Sze, aged 47, has been an executive Director of the Company since 19 December 2006. He is one of the founders of the Group. Mr. Sze oversees the overall management and operations of the sales of book and specialized products of the Group. Prior to joining the Group in 2001, Mr. Sze was a director of another printing company from 1993 to 2001, where he was responsible for the sales, finance and marketing operations..

Save as disclosed above, Mr. Sze has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. Mr. Sze does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Sze held 43.75% interest in China Print Power Limited and was deemed to be interested in 171,488,480 Shares held by China Print Power Limited and was personally held 1,800,000 Shares. Save as disclosed herein, Mr. Sze has no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Sze is entitled to a basic salary in the amount of HK$73,200 per month, which was determined between Mr. Sze and the Company at arm's length on the basis of his previous experience, qualifications, responsibility to be involved in the Company, the amount of time required to be devoted to the Company's business, the current financial position of the Company and the prevailing market condition. Mr. Sze has entered into a service agreement with the Company with an initial period of three years commencing from 1 June 2010, renewable annually automatically for such annual period thereafter and his appointment can be terminated by six months' notice in writing served by either party on the other. Mr. Sze is subject to retirement by rotation in accordance with the Bye-laws.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company in respect of Mr. Sze, and Mr. Sze has confirmed that there are no other matters that need to be brought to the attention of the Shareholders with his re-election and that no other information needs to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Mr. Hu Xiaoming ("Mr. Hu")

Mr. Hu, aged 45, has been appointed as an executive Director and chief executive officer of the Company since 6 July 2015. He oversees the overall operations of the sales and natural gas and other related products business of the Group. Mr. Hu obtained his Master Degree in Business Administration from Tsinghua University in 1999. Mr. Hu has over 15 years of experience in the establishment, mergers and acquisitions, operation and management of natural gas enterprises in the PRC. Prior to joining the Company, Mr. Hu was the executive director of China Tian Lun Gas Holdings Limited (stock code: 1600) whose shares are listed on the Stock Exchange, from March 2012 and also the chief executive from June 2012 and he left the company in January 2015. Mr. Hu also held senior positions in ENN Group Co., Ltd from 1999 and left in 2011 as vice-president of the firm, where he was responsible for the strategic investment, marketing operations and daily management.

Save as disclosed above, Mr. Hu had not held any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Hu was personally interested in 2,640,000 Shares and 10,000,000 share options of the Company. Save as disclosed herein, Mr. Hu has no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Hu is entitled to an annual remuneration of RMB2,000,000, which was determined between Mr. Hu and the Company at arm's length on the basis of his previous experience, qualifications, responsibility to be involved in the Company, the amount of time required to be devoted to the Company's business, the current financial position of the Company and the prevailing market condition. Mr. Hu has entered into a service agreement with the Company with a term of three years commencing from 6 July 2015. He will be subject to retirement by rotation and re-election pursuant to the Bye-laws of the Company and his appointment may be terminated with three months' notice in writing served by either party on the other.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company in respect of Mr. Hu, and Mr. Hu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders with his re-election and that no other information needs to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lim Siang Kai ("Mr. Lim")

Mr. Lim, aged 60, has been an independent non-executive Director of the Company since 26 March 2007. Prior to joining the Group, Mr. Lim held various positions in banks, financial services companies and a fund management company and has over 28 years of experience in the securities, private and investment banking and fund management industries. Mr. Lim is also the chairman and independent director of ISDN Holdings Limited and an independent director of Natural Cool Holdings Limited and Joyas International Holdings Limited, all of which are companies listed in Singapore. Mr. Lim holds a bachelor of arts degree from the National University of Singapore, a bachelor of social sciences (Honours) degree from the National University of Singapore and a master of arts degree in economics from the University of Canterbury, New Zealand.

Save as disclosed above, Mr. Lim has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held any positions in the Company or its subsidiaries. Mr. Lim does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lim personally interested in 2,490,670 share options of the Company. Save as disclosed herein, Mr. Lim has no interest in the Share within the meaning of Part XV of the SFO. Mr. Lim is entitled to a director's fee in the amount of S$50,400 per annum, which was determined between Mr. Lim and the Company at arm's length on the basis of his previous experience, qualifications, responsibility to be involved in the Company, the amount of time required to be devoted to the Company's business, the current financial position of the Company and the prevailing market condition. Mr. Lim has entered into an appointment letter pursuant to which the term of appointment shall be automatically renewed annually for such annual period following the expiry of the initial term on 31 May 2013, and may be terminated by not less than three months' notice in writing served by the Company. Mr. Lim is subject to retirement by rotation in accordance with the Bye-laws.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company in respect of Mr. Lim, and Mr. Lim has confirmed that there are no other matters that need to be brought to the attention of the Shareholders with his re-election and that no other information needs to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Mr. Wee Piew ("Mr. Wee")

Mr. Wee, aged 52, has been an independent non-executive Director of the Company since 26 March 2007. He was formerly the chief executive and an executive director of HG Metal Manufacturing Limited, a public listed company in Singapore. Prior to joining HG Metal Manufacturing Limited, Mr. Wee held various positions in various banks. Mr. Wee is currently a non-executive independent director of Hosen Group Limited and Miyoshi Limited. He graduated from the National University of Singapore with a Bachelor of Accountancy (Honours) in 1988 and is a Fellow of the Institute of Singapore Chartered Accountants.

Save as disclosed above, Mr. Wee has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held any positions in the Company or its subsidiaries. Mr. Wee does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wee personally interested in 2,490,670 share options of the Company. Save as disclosed herein, Mr. Wee has no interest in the Shares within the meaning of Part XV of the SFO. Mr. Wee is entitled to a director's fee in the amount of S$36,750 per annum, which was determined between Mr. Wee and the Company at arm's length on the basis of his previous experience, qualifications, responsibility to be involved in the Company, the amount of time required to be devoted to the Company's business, the current financial position of the Company and the prevailing market condition. Mr. Wee has entered into an appointment letter pursuant to which the term of appointment shall be automatically renewed annually for such annual period following the expiry of the initial term on 26 May 2012, and may be terminated by not less than three months' notice in writing served by the Company. Mr. Wee is subject to retirement by rotation in accordance with the Bye-laws.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company in respect of Mr. Wee, and Mr. Wee has confirmed that there are no other matters that need to be brought to the attention of the Shareholders with his re-election and that no other information needs to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual 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 Friday, 3 June 2016 at 11:00 a.m. for the purpose of transacting the following businesses:

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 AGM 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 Annual General Meeting's agenda. Please be on time to avoid disrupting the Annual General Meeting as the Annual General Meeting will commence at the stipulated time.

AS ORDINARY BUSINESS

1. To receive and adopt the report of Directors and the audited financial statements for the financial year ended 31 December 2015 and the report of independent auditor thereon.

   (Resolution 1)

2. To re-elect the following retiring Directors:

   (i) Mr. Sze Chun Lee as an executive Director

   (Resolution 2)

   (ii) Mr. Hu Xiaoming as an executive Director

   (Resolution 3)

(iii) Mr. Lim Siang Kai as an independent non-executive Director

(Resolution 4)

(iv) Mr. Wee Piew as an independent non-executive Director

(Resolution 5)

3. To approve the sum of up to S$87,150 and HK$240,000 as Directors' fees for the financial year ending 31 December 2016 (2015: S$87,150 and HK$240,000).

(Resolution 6)

4. To reappoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 7)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without amendments, as Ordinary Resolutions:

5. General Share Issue Mandate

"**THAT**

(a) subject to paragraph (c) and (d) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to any officers, employees and/or directors of the Company and/or any of its subsidiaries and/or any other participants of such scheme or arrangement of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and the said approval shall be limited accordingly;

(d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

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

(ii) 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; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

"Rights Issue" means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company."

(Resolution 8)

6. Repurchase Mandate

"**THAT**

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purposes of this Resolution,

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

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

(ii) 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; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution."

(Resolution 9)

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

Hong Kong, 28 April 2016

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. The proxy form must be lodged 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 Hong Kong Shareholders), or 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.

3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

As at the date of this notice, 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.