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

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 6828)

(Singapore Stock Code: UQ7)

SPECIAL GENERAL MEETING — HONG KONG PROXY FORM

*I/We, _____

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

Name	Address	Proportion of shareholding	
		Number of shares	%

and/or (delete as appropriate)

Name	Address	Proportion of shareholding	
		Number of shares	%

or failing which, the Chairman of the special general meeting (the "SGM"), as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the SGM to be convened on Wednesday, 16 March 2016 at 11:00 a.m. (Hong Kong time), at Level 9, Central Building, 1–3 Pedder Street, Central, Hong Kong and at any adjournment thereof. *I/We direct *my/our proxy/proxies to vote for or against the resolutions to be proposed at the SGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the SGM.

	Ordinary resolutions	Number of votes for(1)	Number of votes against(1)
1.	To approve, confirm and ratify the sale and purchase agreement dated 11 December 2015 (the "Acquisition Agreement") entered into among the Company, Goldlink Capital Limited and Mr. Huang Liedan in relation to the acquisition of the entire issued share capital of Fox Smart Ltd., and transactions contemplated thereunder (including the allotment and issue of Consideration Shares, as defined in the circular dated 25 February 2016 despatched to the shareholders of the Company); and		
2.	To authorize any executive director of the Company to do all such acts and/or things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) as he in his sole and absolute discretion deem necessary, desirable or expedient to implement and/or give effect to any matters related to the Acquisition Agreement and the transactions contemplated thereunder.		

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

Note:

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

Dated this _____ day of _____ 2016.

Total number of shares	Number of shares
In Register of Members	

_____

Signature(s) of Member(s)/Common Seal
* Delete as appropriate

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one (1) or two (2) proxies to attend and vote in his stead.
2. Where a member appoints more than one (1) proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A proxy need not be a member of the Company.
4. Please insert the total number of shares held by you. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
5. The instrument appointing a proxy or proxies together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a shareholder of the Company may, in accordance with bye-law 83 of the Company, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the SGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies, if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies.
10. Where there are joint registered members of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint members is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

GENERAL

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

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

(於百慕達註冊成立之有限公司)

(香港股份代號：6828)

(新加坡股份代號：UQ7)

股東特別大會—香港代表委任表格

*本人／吾等 _____

地址為(地址) _____

乃**藍天威力控股有限公司**(「本公司」)之股東，謹此委任：

姓名	地址	持股比例	
		股份數目	%

及／或(請刪去不適用者)

姓名	地址	持股比例	
		股份數目	%

或如其未克出席，則委任股東特別大會(「股東特別大會」)之主席為*本人／吾等之受委代表／該等受委代表，代表*本人／吾等於將於二零一六年三月十六日(星期三)上午十一時正(香港時間)假座香港中環畢打街1–3號中建大廈9樓召開之股東特別大會及其任何續會上投票。*本人／吾等指示*本人／吾等之*受委代表／該等受委代表按下文所列之指示就於股東特別大會上將予提呈之決議案投贊成或反對票。倘並無就投票作出特定指示，*該受委代表／該等受委代表可自行酌情就於股東特別大會上提出之任何其他事宜按*彼／彼等之意願投票或放棄投票。

	普通決議案	贊成票數(1)	反對票數(1)
1.	批准、確認及追認本公司、金連投資有限公司與黃烈丹先生就收購Fox Smart Ltd.全部已發行股本所訂立日期為於二零一五年十二月十一日之買賣協議(「收購協議」)以及其項下擬進行之交易(包括配發及發行代價股份(定義見寄發予本公司股東日期為二零一六年二月二十五日之通函)；及		
2.	授權本公司任何執行董事作出其全權酌情認為對執行任何與收購協議及其項下擬進行之交易有關之事宜及／或令該等事宜生效而言屬必要、適宜或權宜之所有有關行動及／或事宜(包括但不限於簽署、簽立(親筆或蓋章)、完成及交付所有協議、文件及文據)。		

上述決議案之全文載於日期為二零一六年二月二十五日之股東特別大會通告內。

附註：

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

日期：二零一六年 _____ 月 _____ 日。

股份總數	股份數目
股東名冊中股份	

_____

股東簽署／公司印章

* 請刪去不適用者

重要提示：請於填寫本代表委任表格前細閱附註

附註：

1. 凡有權出席股東特別大會並於會上投票之本公司股東，均可委任一(1)名或兩(2)名受委代表代其出席及投票。
2. 倘股東委任超過一(1)名受委代表，彼須註明每名受委代表將代表之持股比例(以佔全部持股量之百分比形式列示)。倘未有註明有關持股比例，則名列首位之受委代表將被視為代表100%持股量，而名列次位之受委代表則被視為名列首位者之替任代表。
3. 受委代表毋須為本公司股東。
4. 請填寫　閣下所持有之股份總數。如未有填上股份數目，則本代表委任表格將被視為與　閣下所持有之所有股份有關。
5. 委任受委代表之文據連同經簽署之授權書或其他授權文件(如有)，或經核證之有關授權書或授權文件副本，最遲須於股東特別大會或其任何續會(視情況而定)指定舉行時間四十八(48)小時前送交本公司之香港股份過戶登記分處卓佳證券登記有限公司之辦事處，地址為香港皇后大道東183號合和中心22樓。
6. 委任受委代表之文據須由委任人或獲其正式書面授權代表親筆簽署。倘委任受委代表之文據由公司簽署，則須加蓋其公司印章或由其授權人或由一名獲正式授權之高級人員親筆簽署。
7. 倘委任受委代表之文據由委任人委託代表簽署，則授權函件或授權書或其正式核證之副本必須(倘先前未向本公司登記)連同受委代表之文據一併交回，否則該文據或被視作無效。
8. 凡本公司之股東為公司，均可根據本公司之公司細則第83條，透過其董事或其他監管機構之決議案授權其認為合適之有關人士作為其代表出席股東特別大會。
9. 倘委任受委代表之文據不完整、未填妥、不清晰，或未能自委任人在委任受委代表之文據內註明之指示確定其真正意向，則本公司有權拒絕處理有關委任受委代表之文據。
10. 倘屬任何股份之聯名登記股東，則任何一名該等人士均可親身或委任受委代表於大會上就有關股份投票，猶如彼為唯一有權投票之人士；惟倘超過一名聯名股東出席大會，不論親身或委任受委代表，則於登記冊排名優先之上述出席人士，方有權於大會上單獨就有關股份投票。

一般資料

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