



# BOER POWER HOLDINGS LIMITED

## 博耳電力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1685)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 7 DECEMBER 2011

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each ("Shares") in the capital of Boer Power Holdings Limited (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> the Chairman of the EGM (as defined below) <sup>(Note 4)</sup> who represents Shares held by me/us <sup>(Note 3)</sup> and/or \_\_\_\_\_  
of \_\_\_\_\_  
<sup>(Note 4)</sup> who represents \_\_\_\_\_ Shares held by me/us <sup>(Note 3)</sup> and/or \_\_\_\_\_  
of \_\_\_\_\_  
<sup>(Note 4)</sup> who represents \_\_\_\_\_ Shares held by me/us, as my/our proxy(ies) to vote for me/us at the extraordinary general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on Wednesday, 7 December 2011 at 2:30 p.m. (or at any adjournment thereof) (the "EGM") in respect of the resolutions as hereunder indicated or, if no such indication is given, at the discretion of my/our proxy(ies).

| ORDINARY RESOLUTIONS |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | FOR <sup>(Note 5)</sup> | AGAINST <sup>(Note 5)</sup> |
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| 1.                   | (a) <b>"THAT</b><br>the acquisition of all the issued and fully paid-up ordinary shares in the capital of SMB United Limited (the " <b>Offeree Shares</b> ") (other than those already owned, controlled or agreed to be acquired by Profit Sea Holdings Limited (the " <b>Offeror</b> "), an indirect wholly owned subsidiary of the Company but shall include (i) all the Offeree Shares in issue, including any Offeree Shares owned, controlled or agreed to be acquired by any party acting or presumed to be acting in concert with the Offeror; (ii) any of the 23,950,000 Offeree Shares validly allotted and issued in satisfaction of (and in accordance with the terms of) the awards granted by the Offeree as at 14 November which may translate into 23,950,000 Offeree Shares or their equivalent cash value or a combination thereof; and (iii) any of the 9,400,000 new Offeree Shares validly allotted and issued pursuant to (and in accordance with the terms of) the sale and purchase agreement for the acquisition of 440,400 ordinary shares in the issued share capital of Quantum Automation Pte. Ltd. by the Offeree, announced by the board of directors of the Offeree on 31 October 2011 as having been entered into on 28 October 2011 (the " <b>Offer Shares</b> "), and the compulsory acquisition of the Offeree Shares as mentioned in the section headed "Delisting and compulsory acquisition" in the "Letter from the Board" in the circular (" <b>Circular</b> ") despatch by the Company to its shareholders on 21 November 2011 (collectively, the " <b>Acquisition</b> "), by way of a voluntary conditional cash offer (the " <b>Offer</b> ") by the Offeror in respect of the Offer Shares for a consideration of S\$0.32 (equivalent to approximately HK\$1.94) in cash for each Offer Share held as announced in the announcement of the Company dated 31 October 2011, the details of which are also set out in the Circular, be and are hereby ratified, confirmed, authorised and approved and any one of the directors of the Company (the " <b>Directors</b> ") be and is hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Acquisition and the Offer and the transactions contemplated thereunder; |                         |                             |
|                      | (b) any one of the Directors be and is hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in the opinion of such Director may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions set out in this resolution (the " <b>Offer Transactions</b> ") and to agree to any variation, amendments, supplement or waiver of matters relating thereto (including but not limited to amending the terms of the Offer) as are, in the opinion of such Director, in the interests of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Offer Transactions."                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                         |                             |

Dated \_\_\_\_\_ 2011

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

#### Notes:

- Please insert full name(s) (in Chinese or English) and address(es) in **BLOCK CAPITALS**.
- If no number is inserted, this form will be deemed to relate to all the Shares registered in your name(s).
- Every member entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy. Any member who holds 2 or more Shares may appoint more than one proxy. A proxy need not be a member of the Company.
- If you appoint more than one proxy to represent you, please also insert the number of Shares which each proxy represents and the name of the proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy(ies) to cast his/her/their vote(s) at his/her/their discretion. A tick in the relevant box indicates that the votes attached to all the Shares stated above as held by you will be casted accordingly and a number in the relevant box indicates that the votes attached to the number of Shares referred to in the box will be casted accordingly.
- This form must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM.