
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

| | |
|---|---|
| “ABB” | ABB Group (Stock Code: ABBN), whose shares are listed on the SIX Swiss Exchange, and its PRC subsidiaries, all of which are Independent Third Parties |
| “Appleby” | Cayman Islands attorneys-at-law engaged as legal advisers to our Company as to the Cayman Islands law in the Listing |
| “Areva” | Areva (Stock Code: CEI), whose shares are listed on Euronext Paris, and its PRC subsidiaries |
| “Application Form(s)” | WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them |
| “Articles” or “Articles of Association” | the amended and restated articles of association of our Company adopted on 30 September 2010, which shall become effective upon the Listing and as amended from time to time |
| “associate” | has the meaning ascribed to it under the Listing Rules |
| “Baosteel” | Shanghai Baosteel Group Corporation (Stock Code: 600019), whose shares are listed on the Shanghai Stock Exchange, and its PRC subsidiaries |
| “Board” or “Board of Directors” | the board of directors of our Company |
| “Boer Hong Kong” | Power Investment (H.K.) Limited (博耳投資(香港)有限公司), a company incorporated in Hong Kong on 30 March 2005 and an indirect wholly-owned subsidiary of our Company |
| “Boer Services Co” | Wuxi Boer Power Engineer Co., Ltd. (無錫博耳電氣工程服務有限公司), a limited liability company established in the PRC on 4 November 2008 and owned as to 100% by Boer Wuxi |
| “Boer Wuxi” | Boer (Wuxi) Power System Co., Ltd. (博耳(無錫)電力成套有限公司), a limited liability company established in the PRC on 11 July 2005 whose registered capital is US\$13,000,000 and owned as to 100% by Boer Hong Kong |
| “Boer Yixing” | Boer (Yixing) Power System Co., Ltd. (博耳(宜興)電力成套有限公司), a limited liability company established in the PRC on 7 November 2005 and owned as to 100% by Boer Hong Kong |
| “Business Day” | a day which is not a Saturday, a Sunday or a public holiday in Hong Kong on which banks in Hong Kong are generally open for business |
| “BVI” | the British Virgin Islands |
| “CAGR” | compound annual growth rate |

DEFINITIONS

| | |
|-------------------------------|--|
| “Capitalisation Issue” | the issue of Shares pursuant to the written resolutions of the sole Shareholder of the Company passed on 30 September 2010 as referred to in the section headed “Further Information about our Company and Subsidiaries – resolutions in writing of the sole Shareholder passed on 30 September 2010” in Appendix VI to this prospectus |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “CCASS Clearing Participant” | a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant |
| “CCASS Custodian Participant” | a person admitted to participate in CCASS as a custodian participant |
| “CCASS Investor Participant” | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation |
| “CCASS Participant” | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant |
| “Cheer Success” | Cheer Success Holdings Limited (欣成控股有限公司), a company incorporated in BVI on 18 January 2010 and a direct wholly-owned subsidiary of our Company |
| “China Mobile” | China Mobile Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 941) and on the New York Stock Exchange (Stock Code: CHL), and its PRC subsidiaries |
| “CNBM” | China National Building Material Co. Ltd. (Stock Code: 3323), whose shares are listed on the Main Board of the Stock Exchange, and its PRC subsidiaries |
| “Companies Law” | the Companies Law (2010 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time |
| “Companies Ordinance” | the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time |
| “Company” or “our Company” | Boer Power Holdings Limited (博耳電力控股有限公司), an exempted limited liability company incorporated in the Cayman Islands on 12 February 2010 |
| “Connected Person” | has the meaning ascribed to it under the Listing Rules |
| “Controlling Shareholder(s)” | has the meaning ascribed to it under the Listing Rules and, in the context of our Company for the purposes of this prospectus, means Mr. Qian Yixiang, Ms. Jia Lingxia and King Able, who are entitled to control, in aggregate, the exercise of approximately 69% of the voting rights in the issued share capital of our Company immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised) |

DEFINITIONS

| | |
|------------------------------------|---|
| “Cooper” | Cooper Industries, plc. (NYSE Stock Code: CBE), whose shares are listed on the New York Stock Exchange, and its PRC subsidiaries, one of which is Cooper Nature (Ningbo) Electric Ltd., Co. |
| “CSRC” | China Securities Regulatory Commission |
| “Director(s)” | director(s) of our Company or any of them |
| “Eaton Corporation” | Eaton Corporation (Stock Code: ETN), whose shares are listed on the NYSE Euronext Exchange, and its PRC subsidiaries |
| “Fuyang Electrical” | Fuyang Electrical Appliance Plant (阜陽電氣設備總廠), a company established in the PRC, which is an Independent Third Party |
| “Fuyang Industry” | Fuyang Sanhuan Industry Group Co. (阜陽三環實業總公司), a company established in the PRC, which is an Independent Third Party |
| “General Electric” | General Electric Co. (NYSE Stock Code: GE), whose shares are listed on the New York Stock Exchange, and its PRC subsidiary |
| “GDP” | gross domestic product |
| “Global Offering” | the Hong Kong Public Offering and the International Offering |
| “Green Application Form(s)” | the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited |
| “Group”, “our Group”, “we” or “us” | our Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or the business operated by its present subsidiaries or (as the case may be) its predecessor |
| “HKD”, “HK\$” or “HK dollar(s)” | Hong Kong dollars, the lawful currency of Hong Kong |
| “HKFRS” | Hong Kong Financial Reporting Standards |
| “HKICPA” | Hong Kong Institute of Certified Public Accountants |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “HKSCC Nominees” | HKSCC Nominees Limited |
| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Banking Ordinance” | the Banking Ordinance, Chapter 155 of the Laws of Hong Kong |
| “Hong Kong Public Offering” | the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong, as further described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering” in this prospectus |

DEFINITIONS

| | |
|--|--|
| “Hong Kong Offer Shares” | the 18,750,000 new Shares (subject to adjustment) being offered by us for subscription pursuant to the Hong Kong Public Offering |
| “Hong Kong Share Registrar” | Computershare Hong Kong Investor Services Limited |
| “Hong Kong Underwriters” | the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus |
| “Hong Kong Underwriting Agreement” | the underwriting agreement dated 6 October 2010 relating to the Hong Kong Public Offering and entered into among our Company, our Controlling Shareholders, our relevant executive Directors, the Joint Global Coordinators and the Hong Kong Underwriters |
| “Independent Third Party(ies)” | a party (parties) who is (are) not a connected person (connected persons) of our Company within the meaning of the Listing Rules |
| “International Offer Shares” | the 168,750,000 new Shares being initially offered by us for subscription pursuant to the International Offering |
| “International Offering” | the placing of the International Offer Shares by the International Underwriters, as further described in the section headed “Structure of the Global Offering – The International Offering” in this prospectus |
| “International Underwriters” | the underwriters of the International Offering, who are expected to enter into the International Underwriting Agreement |
| “International Underwriting Agreement” | the underwriting agreement relating to the International Offering, which is expected to be entered into among our Company, our Controlling Shareholders, our relevant executive Directors, the Joint Global Coordinators and the International Underwriters on or around 13 October 2010 |
| “Joint Global Coordinators”, “Joint Bookrunners” and “Joint Lead Managers” | CCB International Capital Limited and UBS |
| “King Able” | King Able Limited (興寶有限公司), a company incorporated in BVI on 5 January 2010 and owned as to 50% by Mr. Qian Yixiang and 50% by Ms. Jia Lingxia |
| “KPMG” | certified public accountants engaged as our Company’s auditors and reporting accountants in the Listing |
| “Lafarge” | Lafarge S.A. (Stock Code: LG), whose shares are listed on Euronext Paris, and its joint venture, Lafarge Shui On Cement Limited, together with the subsidiary of the joint venture |
| “Latest Practicable Date” | 30 September 2010, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication |
| “Listing” | the listing of our Shares on the Main Board |

DEFINITIONS

| | |
|---|--|
| “Listing Committee” | the Listing Committee of the Stock Exchange |
| “Listing Date” | 20 October 2010, being the date on which dealings in our Shares are expected to first commence on the Main Board |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time |
| “Main Board” | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of Stock Exchange |
| “Master Agreement” | a master agreement entered into between Boer Yixing and Shanghai Boer dated 15 March 2010 for (i) the purchase of a range of products by Shanghai Boer from Boer Yixing; and (ii) the supply of parts and components manufactured by Shanghai Boer to Boer Yixing, further information of which is disclosed in the section headed “Connected Transactions” of this prospectus |
| “Memorandum” or “Memorandum of Association” | the memorandum of association of our Company as amended from time to time |
| “Ministry of Finance” or “MOF” | the Ministry of Finance of the PRC |
| “Moeller” | Moeller GmbH and its China-Germany joint venture company, Zhenjiang Klockner-Moeller Electrical Systems Co., Ltd. |
| “MOFCOM” | the Ministry of Commerce of the PRC |
| “Mr. Jia Minghao” | the cousin of Ms. Jia Lingxia |
| “Mr. Qian Yixiang” | the chairman of the Board of Directors and the chief executive officer of our Company and the husband of Ms. Jia Lingxia |
| “Mr. Qian Zhongming” | an executive Director and the father of Mr. Qian Yixiang |
| “Ms. Jia Lingxia” | an executive Director and the chief operating officer of our Company and the wife of Mr. Qian Yixiang |
| “Ms. Qian Yiyang” | the elder sister of Mr. Qian Yixiang |
| “OCBC Bank” | Oversea-Chinese Banking Corporation Limited (Stock Code: OCBC), a company incorporated in Singapore whose shares are listed on the SGX |
| “Oceanbase” | Oceanbase Group Limited (海基集團有限公司), a company incorporated in the BVI on 3 March 2004 and a wholly-owned subsidiary of Wasion Group Holdings Limited |
| “OEM” | original equipment manufacturer |

DEFINITIONS

| | |
|--------------------------------|---|
| “Offer Price” | the final Hong Kong dollar price per Offer Share (exclusive of the brokerage fee of 1%, SFC transaction levy of 0.003%, and the Stock Exchange trading fee of 0.005%), which will be not more than HK\$6.38 and is expected to be not less than HK\$4.38, such price to be agreed and determined on the Price Determination Date |
| “Offer Shares” | the Hong Kong Offer Shares and the International Offer Shares, where relevant, any additional Shares to be issued pursuant to the exercise of the Over-allotment Option |
| “Over-allotment Option” | the option to be granted by us to the International Underwriters exercisable by the Stabilising Manager on behalf of the International Underwriters, pursuant to which we may be required to allot and issue up to an aggregate of 28,125,000 additional Shares (in the aggregate representing 15% of the Shares initially being offered under the Global Offering) to cover over allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering” in this prospectus |
| “PRC” or “China” or “Mainland” | the People’s Republic of China and, except where the context requires and only for the purpose of this prospectus, reference in this prospectus to the PRC or China or Mainland do not apply to Taiwan region or Hong Kong Special Administrative Region or Macau Special Administrative Region of the PRC |
| “PRC Government” or “State” | the central government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities, or, where the context requires, any of them |
| “Predecessor Entity” | Wuxi Boer Power Instrumentation Company Ltd. (無錫博耳電力儀錶有限公司), a limited liability company established in the PRC on 15 March 1990 and owned as to 80% by Mr. Qian Yixiang and 20% by Mr. Qian Zhongming |
| “Price Determination Date” | the date on which the Offer Price is to be fixed for the purposes of the Global Offering, which is expected to be on or around 13 October 2010 (Hong Kong time), or such later date as the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) and the Company may agree |
| “Regulation S” | Regulation S under the US Securities Act |
| “Reorganisation” | the corporate reorganisation undertaken by our Group in preparation for the Listing which are more particularly described in the paragraph headed “Reorganisation” in the section headed “History and Reorganisation” of this prospectus |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “Roland Berger” | Roland Berger Strategy Consultants |

DEFINITIONS

| | |
|------------------------|---|
| “Roland Berger Report” | the “China Electrical Distribution Equipment Industry Study” prepared by Roland Berger dated 30 June 2010 (based on the data current in December 2009) |
| “SAFE” | the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局) |
| “SARS” | Severe Acute Respiratory Syndrome |
| “Schneider” | Schneider Electric SA (Stock Code: SCHN), whose shares are listed on Euronext Paris, and its PRC subsidiary, Schneider Electric China Investment Co., Ltd., all of which are Independent Third Parties |
| “SEARI” | Shanghai Electrical Apparatus Research Institute (Group) Company Limited (上海市電器科學研究所(集團)有限公司), a limited liability company established in the PRC on 17 January 1997 owned as to 88.69% by Shanghai Electrical Apparatus Research Venture Capital Co., Ltd., 5.02% by China Machinery Industry Federation, 3.77% by China Academy of Machinery Science & Technology, 1.26% by China Electrotechnical Society and 1.26% by China Electrical Equipment Industrial Association |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time |
| “SGX” | The Singapore Exchange Limited |
| “Shanghai Boer” | Shanghai Electrical Apparatus Research Institute Switch Apparatus Co., Ltd. (上海電科博耳電器開關有限公司), a limited liability company established in the PRC on 4 March 1995 and owned as to 51% by SEARI and 49% by Wuxi Boer |
| “Shanghai Shuanghuan” | Shanghai Shuanghuan Investment Development Co., Ltd. (上海雙歡投資發展有限公司), a company established in the PRC which was owned as to 33% and 67% by Mr. Qian Yixiang and Mr. Qian Zhongming, respectively, as at the Latest Practicable Date |
| “Share(s)” | ordinary share(s) of our Company with a nominal value of HK\$0.10 each |
| “Shareholder(s)” | holder(s) of the Share(s) from time to time |
| “Share Option Scheme” | the share option scheme conditionally adopted by our Company on 30 September 2010, the principal terms of which are summarised under the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus |
| “Siemens” | Siemens AG (Stock Code: SIE), whose shares are listed on the German Stock Exchange, and its PRC subsidiaries |

DEFINITIONS

| | |
|---------------------------------|--|
| “Sinoma” | China National Materials Co., Ltd. (Stock Code: 1893), whose shares are listed on the Main Board of the Stock Exchange, and its PRC subsidiaries |
| “Silver Crest” | Silver Crest Global Limited (銀輝國際有限公司), a company incorporated and registered in the BVI |
| “Sole Sponsor” | CCB International Capital Limited, licensed to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO |
| “Stabilising Manager” | UBS |
| “Stephenson Harwood” | international law firm engaged as legal advisers to our Company as to Hong Kong law in the Listing |
| “Stock Borrowing Agreement” | the stock borrowing agreement expected to be entered into between King Able and the Joint Global Coordinators on or about the same date as the International Underwriting Agreement |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed to it in section 2 of the Companies Ordinance |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Takeovers Code” | the Hong Kong Codes on Takeovers and Mergers |
| “Track Record Period” | the period comprising the three financial years ended 31 December 2009 and the six months ended 30 June 2010 |
| “UBS” | UBS AG, Hong Kong Branch, a registered institution under the SFO for Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities |
| “Underwriters” | collectively, the Hong Kong Underwriters and the International Underwriters |
| “Underwriting Agreements” | the Hong Kong Underwriting Agreement and the International Underwriting Agreement |
| “United States” or “U.S.” | the United States of America |
| “U.S. Securities Act” | the U.S. Securities Act of 1933, as amended |
| “US\$”, “U.S. dollars” or “USD” | United States dollars, the lawful currency of the United States |
| “VP” | Value Partners Limited (惠理基金管理公司), a company incorporated in the BVI in October 1991 and a wholly-owned subsidiary of Value Partners Group Limited |

DEFINITIONS

| | |
|------------------------------------|--|
| “WFOE” | wholly foreign owned enterprise incorporated and registered under the laws of the PRC |
| “White Form eIPO” | the application for the Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk |
| “White Form eIPO Service Provider” | Computershare Hong Kong Investor Services Limited |
| “Wuxi Boer” | Wuxi Boer Power Instrumentation Company Ltd. (無錫博耳電力儀錶有限公司), a limited liability company established in the PRC on 15 March 1990 and owned as to 80% by Mr. Qian Yixiang and 20% by Mr. Qian Zhongming |
| “Wuxi Weiqi” | Wuxi Weiqi Trading Co., Ltd. (無錫為琪貿易有限公司), a limited liability company established in the PRC on 26 December 2006 and owned as to 90% by Ms. Qian Yiying and 10% by Mr. Tao Qi |
| “Yixing Boai” | Yixing Boai Automation Complete Sets of Equipment Co., Ltd. (宜興博艾自動化成套設備有限公司), a sino-foreign equity joint venture established in the PRC on 15 January 2004 and held as to 75% by Mr. Jia Minghao on trust for Boer Hong Kong and 25% by Wuxi Weiqi |
| “%” | per cent. |

Unless otherwise expressly stated or the context otherwise requires, all data in this prospectus are of the Latest Practicable Date.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this prospectus, the English names of PRC nationals, companies, associations, entities, departments, facilities, certificates, titles are directly translated from their Chinese names and are furnished for identification purposes only. Should any inconsistencies between the Chinese names and the English names exist, the Chinese names shall prevail.

Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of Over-allotment Option.