

The following is the text of a letter, summary of values and valuation certificates, prepared for the purpose of incorporation in this prospectus received from Jones Lang LaSalle Sallmanns Limited, an independent valuer, in connection with its valuation as at 31 July 2010 of the property interests of the Group.



Jones Lang LaSalle Sallmanns Limited
17/F Dorset House Taikoo Place
979 King's Road Quarry Bay Hong Kong
tel +852 2169 6000 fax +852 2169 6001
Licence No: C-030171

7 October 2010

The Board of Directors
Boer Power Holdings Limited
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Dear Sirs,

In accordance with your instructions to value the properties in which Boer Power Holdings Limited (the "Company") or its subsidiaries (hereinafter together referred to as the "Group") have interests in the People's Republic of China (the "PRC") and Hong Kong, we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the capital values of the property interests as at 31 July 2010 (the "date of valuation").

Our valuation of the property interests represents the market value which we would define as intended to mean "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion".

We have valued the property interest in Group I by direct comparison approach assuming sale of the property interest in its existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the relevant market.

Where, due to the nature of the buildings and structures of property interest in Group II and the particular locations in which they are situated, there are unlikely to be relevant market comparable sales readily available. The property interests have therefore been valued on the basis of their depreciated replacement cost.

Depreciated replacement cost is defined as "the current cost of replacing an asset with its modern equivalent asset less deductions for physical deterioration and all relevant forms of obsolescence and optimization." It is based on an estimate of the market value for the existing use of the land, plus the current cost of replacement (reproduction) of the improvements, less deductions for physical deterioration and all relevant forms of obsolescence and optimization. The depreciated replacement cost of the property interest is subject to adequate potential profitability of the concerned business.

We have attributed no commercial value to the property interests in Group III and IV, which are rented by the Group, due either to the short-term nature of the lease or the prohibition against assignment or sub-letting or otherwise due to the lack of substantial profit rent.

Our valuation has been made on the assumption that the seller sells the property interests in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property interests.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interests valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

In valuing the property interests, we have complied with all requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited; the RICS Valuation Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards on Properties published by the Hong Kong Institute of Surveyors; and the International Valuation Standards published by the International Valuation Standards Council.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have been shown copies of various title documents including State-owned Land Use Rights Certificates, Building Ownership Certificates and official plans relating to the property interests and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the property interests in the PRC and any material encumbrance that might be attached to the property interests or any tenancy amendment. We have relied considerably on the advice given by the Company's PRC legal advisers – Grandall Legal Group (Shenzhen), concerning the validity of the property interests in the PRC.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the properties but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the properties. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the properties are free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

Our valuation is summarised below and the valuation certificates are attached.

Yours faithfully,
for and on behalf of
Jones Lang LaSalle Sallmanns Limited
Paul L. Brown
B.Sc. FRICS FHKIS
Director

Note: Paul L. Brown is a Chartered Surveyor who has 27 years' experience in the valuation of properties in the PRC and 30 years of property valuation experience in Hong Kong, the United Kingdom and the Asia-Pacific region.

SUMMARY OF VALUES

Group I – Property interest held for future development by the Group in the PRC

No.	Property	Capital value in existing state as at 31 July 2010 <i>RMB</i>
1.	A parcel of land (Lot No. 6204-26) located at Zhenbei Village and Qunsheng Village Luoshe Town Huishan District Wuxi City Jiangsu Province The PRC	13,169,000
Sub-total:		<u><u>13,169,000</u></u>

Group II – Property interest contracted to be acquired by the Group in the PRC

No.	Property	Capital value in existing state as at 31 July 2010 <i>RMB</i>
2.	Two parcels of land, various buildings and structures located at the Centralised Industrial Area Dajian Village Wanshi Town Yixing City Jiangsu Province The PRC	No commercial value
Sub-total:		<u><u>Nil</u></u>

Group III – Property interests rented and occupied by the Group in the PRC

No.	Property	Capital value in existing state as at 31 July 2010 RMB
3.	3 buildings beside national highway No. 312 Luoshe Town Huishan District Wuxi City Jiangsu Province The PRC	No commercial value
4.	A unit on Level 2 of Building No. 7 beside national highway No. 312 Luoshe Town Huishan District Wuxi City Jiangsu Province The PRC	No commercial value
5.	Unit 508 on Level 5 of Tower A Jiahao International Center No. 116 Zizhuyuan Road Haidian District Beijing The PRC	No commercial value
6.	Unit 2210 on Level 22 of Tower No. 3 Jiaye International Mansion No. 158 Lushan Road Jianye District Nanjing City Jiangsu Province The PRC	No commercial value
Sub-total:		Nil

Group IV – Property interest rented and occupied by the Group in Hong Kong

No.	Property	Capital value in existing state as at 31 July 2010 RMB
7.	Unit 1805 on the 18th Floor Vicwood Plaza 199 Des Voeux Road Central Hong Kong	No commercial value
Sub-total:		Nil
Grand total:		13,169,000

VALUATION CERTIFICATE

Group I – Property interest held for future development by the Group in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July 2010 RMB
1.	A parcel of land (Lot No. 6204-26) located at Zhenbei Village and Qunsheng Village Luoshe Town Huishan District Wuxi City Jiangsu Province The PRC	The property comprises a parcel of land with a site area of approximately 33,941.9 sq.m. which is planned to be developed into a factory complex. The land use rights of the property have been granted for a term with the expiry date on 24 October 2059 for industrial use.	The property is currently vacant.	13,169,000

Notes:

1. Pursuant to a State-owned Land Use Rights Certificate – Xi Hui Guo Yong (2010) Di No. 0237, the land use rights of the property with a site area of approximately 33,941.9 sq.m. have been granted to Boer (Wuxi) Power System Co., Ltd. (“Boer Wuxi”), an indirect wholly-owned subsidiary of the Company, for a term with the expiry date on 24 October 2059 for industrial use.
2. Pursuant to a Construction Work Planning Permit – Jian Zi Di No. F-320206201000118 in favour of Boer Wuxi, the development with a gross floor area of approximately 23,367 sq.m. has been approved for construction.
3. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal advisers, which contains, inter alia, the following:
 - a. Boer Wuxi has the rights to occupy, use, benefit from and transfer the land use rights of the property; and
 - b. According to the written confirmation from Boer Wuxi, the land use rights of the property are not subject to any mortgages or third party encumbrance.

VALUATION CERTIFICATE

Group II – Property interest contracted to be acquired by the Group in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July 2010 RMB
2.	Two parcels of land, various buildings and structures located at the Centralised Industrial Area Dajian Village Wanshi Town Yixing City Jiangsu Province The PRC	<p>The property comprises 2 parcels of land with a total site area of approximately 74,887.2 sq.m., 4 buildings and various structures erected thereon which were completed in various stages between 2005 and 2007.</p> <p>The buildings have a total gross floor area of approximately 35,905 sq.m.</p> <p>The buildings comprise 3 industrial buildings and a dormitory.</p> <p>The structures mainly include roads, boundary fences, a bicycle shed, etc.</p> <p>The land use rights of the property have been granted for terms with the expiry dates on 28 November 2055 and 26 May 2057 respectively for industrial use.</p>	The property is currently occupied by Yixing Boai for production and ancillary purposes except for a portion of the property which is leased to Boer Yixing (see note 4).	No commercial value

Notes:

1. Power Investment (H.K.) Limited (“Boer Hong Kong”), an indirect wholly-owned subsidiary of the Company, and Mr. Jia Minghao entered into an Equity Transfer Agreement on 20 May 2010, pursuant to which both parties agreed to transfer the legal title of the 75% equity interest in Yixing Boai Automation Complete Sets of Equipment Co., Ltd. (“Yixing Boai”) from Mr. Jia Minghao to Boer Hong Kong.
2. Pursuant to 2 State-owned Land Use Rights Certificates – Yi Guo Yong (2010) Zi Di Nos. 27600006 and 27600007, the land use rights of 2 parcels of land of the property with a total site area of approximately 74,887.2 sq.m. have been granted to Yixing Boai for different terms with the expiry dates on 28 November 2055 and 26 May 2057 respectively for industrial use.
3. Pursuant to 4 Building Ownership Certificates – Yi Fang Quan Zheng Wan Shi Zi Di Nos. 1000022662 to 1000022664 and 1000025918, 4 buildings with a total gross floor area of approximately 35,905 sq.m. are owned by Yixing Boai.
4. Pursuant to a Tenancy Agreement entered into between Yixing Boai and Boer (Yixing) Power System Co., Ltd. (“Boer Yixing”), an indirect wholly-owned subsidiary of the Company, portions of the property under the Building Ownership Certificates – Yi Fang Quan Zheng Wan Shi Zi Di Nos. 1000022662 and 1000022663 with a total gross floor area of approximately 4,460 sq.m. are leased to Boer Yixing for a term of 10 years commencing from 1 January 2010 and expiring on 31 December 2019 at an annual rent of RMB100,000.
5. As at the date of valuation, the property has not been assigned to the Group and thus the title of the property has not been vested in the Group. Therefore we have attributed no commercial value to the property. However, for reference purpose, we are of the opinion that the capital value of the property as at the date of valuation would be RMB44,339,000, on condition that the registered owner of the property is under the name of the Group and the Group is entitled to freely transfer, lease, mortgage or otherwise dispose of the property.
6. We have been provided with a legal opinion regarding the property interest by the Company’s PRC legal advisers, which contains, inter alia, the following:
 - a. Yixing Boai has the rights to occupy, use, benefit from and transfer the land use rights of the property;
 - b. Yixing Boai has the rights to occupy, use, benefit from and dispose of the building ownership rights of the property;
 - c. According to the written confirmation from Yixing Boai, the land use rights and the building ownership rights of the property are not subject to any mortgages or third party encumbrance;
 - d. The Tenancy Agreement has been duly registered and filed with the relevant authorities.

VALUATION CERTIFICATE

Group III – Property interests rented and occupied by the Group in the PRC

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July 2010 RMB
3.	3 buildings beside national highway No. 312 Luoshe Town Huishan District Wuxi City Jiangsu Province The PRC	<p>The property comprises 3 single-storey industrial buildings completed in about 1998.</p> <p>The property has a gross floor area of approximately 8,498.42 sq.m.</p> <p>The property is leased from Wuxi Boer Power Instrumentation Company Ltd., a connected party of the Company for a term of 10 years commencing from 1 January 2010 and expiring on 31 December 2019 at an annual rent of RMB840,000, exclusive of management fees, water and electricity charges.</p>	The property is currently occupied by the Group for production and storage purposes.	No commercial value

Notes:

1. Pursuant to a Tenancy Agreement dated 22 February 2010, entered into between Wuxi Boer Power Instrumentation Company Ltd. (“Wuxi Boer”), a connected party of the Company, and Boer (Wuxi) Power System Co., Ltd. (“Boer Wuxi”), an indirect wholly-owned subsidiary of the Company, the property is leased to Boer Wuxi for a term of 10 years commencing from 1 January 2010 and expiring on 31 December 2019 at an annual rent of RMB840,000, exclusive of management fees, water and electricity charges.
2. We have been provided with a legal opinion on the legality of the Tenancy Agreement to the property issued by the Company’s PRC legal advisers, which contains, inter alia, the following:
 - a. According to 3 Building Ownership Certificates – Xi Fang Quan Zheng Hui Shan Zi Di Nos. HS1000243853-1 to HS10000243853-3, the property is owned by Wuxi Boer;
 - b. The Tenancy Agreement is valid; and
 - c. The Tenancy Agreement has been duly registered and filed with the relevant authorities.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July 2010 RMB
4.	A unit on Level 2 of Building No. 7 beside national highway No. 312 Luoshe Town Huishan District Wuxi City Jiangsu Province The PRC	<p>The property comprises a unit on Level 2 of a 2-storey industrial building completed in 1998.</p> <p>The property has a gross floor area of approximately 80 sq.m.</p> <p>The property is leased from Wuxi Boer Power Instrumentation Company Limited, a connected party of the Company, for a term of 10 years commencing from 1 January 2010 and expiring on 31 December 2019 at an annual rent of RMB7,200.</p>	The property is currently occupied by the Group for office purpose.	No commercial value

Notes:

1. Pursuant to a Tenancy Agreement dated 22 February 2010, entered into between Wuxi Boer Power Instrumentation Company Ltd, (“Wuxi Boer”), a connected party of the Company, and Wuxi Boer Power Engineer Co., Ltd. (“Boer Services Co”), an indirect wholly-owned subsidiary of the Company, the property is leased to Boer Wuxi for a term of 10 years commencing from 1 January 2010 and expiring on 31 December 2019 at an annual rent of RMB7,200.
2. We have been provided with a legal opinion on the legality of the Tenancy Agreement to the property issued by the Company’s PRC legal advisers, which contains, inter alia, the following:
 - a. According to a Building Ownership Certificate – Xi Fang Quan Zheng Hui Shan Zi Di No. HS1000243853-3, the property is owned by Wuxi Boer;
 - b. The Tenancy Agreement is valid; and
 - c. The Tenancy Agreement has been duly registered and filed with the relevant authorities.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July 2010 RMB
5.	Unit 508 on Level 5 of Tower A Jiahao International Center No. 116 Zizhuyuan Road Haidian District Beijing The PRC	The property comprises a unit on Level 5 of a 15-storey composite building completed in 2004. The property has a gross floor area of approximately 150 sq.m. The property is leased from Zhang Jianqi, an independent third party, for a term of 3 years commencing from 1 January 2010 and expiring on 31 December 2012 at an annual rent of RMB150,000, exclusive of management fees, water and electricity charges.	The property is currently occupied by the Group for office purpose.	No commercial value

Notes:

1. Pursuant to a Tenancy Agreement dated 1 January 2010, entered into between Zhang Jianqi, an independent third party, and Boer (Wuxi) Power System Co., Ltd. ("Boer Wuxi"), an indirect wholly-owned subsidiary of the Company, the property is leased to Boer Wuxi for a term of 3 years commencing from 1 January 2010 and expiring on 31 December 2012 at an annual rent of RMB150,000.
2. We have been provided with a legal opinion on the legality of the Tenancy Agreement to the property issued by the Company's PRC legal advisers, which contains, inter alia, the following:
 - a. According to a Building Ownership Certificate – Jing Fang Quan Zheng Hai Si Yi Zi Di No. 0073659, the property is owned by Zhang Jianqi;
 - b. The Tenancy Agreement is valid; and
 - c. The Tenancy Agreement has been duly registered and filed with the relevant authorities.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July 2010 RMB
6.	Unit 2210 on Level 22 of Tower No. 3 Jiaye International Mansion No. 158 Lushan Road Jianye District Nanjing City Jiangsu Province The PRC	<p>The property comprises a unit on Level 22 of a 29-storey office building completed in 2006.</p> <p>The property has a gross floor area of approximately 327.57 sq.m.</p> <p>The property is leased from Zheng Feng, an independent third party, for a term of 3 years commencing from 16 January 2010 and expiring on 15 January 2013 at an annual rent of RMB182,400, exclusive of management fees, water and electricity charges.</p>	The property is currently occupied by the Group for office purpose.	No commercial value

Notes:

1. Pursuant to a Tenancy Agreement dated 25 December 2009, entered into between Zheng Feng, an independent third party, and Boer (Wuxi) Power System Co., Ltd. ("Boer Wuxi"), an indirect wholly-owned subsidiary of the Company, the property is leased to Boer Wuxi for a term of 3 years commencing from 16 January 2010 and expiring on 15 January 2013 at an annual rent of RMB182,400.
2. We have been provided with a legal opinion on the legality of the Tenancy Agreement to the property issued by the Company's PRC legal advisers, which contains, inter alia, the following:
 - a. The Tenancy Agreement is valid; and
 - b. The non-registration of the Tenancy Agreement with the relevant authorities will not affect the validity of the Tenancy Agreement. However, Boer Wuxi is preparing to apply for the registration of the Tenancy Agreement with relevant authorities as otherwise Boer (Wuxi) may be subject to a penalty of up to RMB10,000 according to the Regulation of Nanjing on the Lease of Premises.

VALUATION CERTIFICATE

Group IV – Property interest rented and occupied by the Group in Hong Kong

No.	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July 2010 <i>RMB</i>
7.	Unit 1805 on the 18th Floor Vicwood Plaza 199 Des Voeux Road Central Hong Kong	<p>The property comprises a unit on the 18th Floor of a 39-storey office building completed in about 1987.</p> <p>The property has a lettable area of approximately 142.1 sq.m.</p> <p>Pursuant to Tenancy Agreements made between Power Investment (H.K.) Limited, as Tenant, and Foxhill Investment Limited, as Landlord and an Independent Third Party, the property is leased by the Group for a term of 2 years commencing from 1 April 2010 and expiring on 31 March 2012 at a monthly rent of HK\$56,030, exclusive of rates, management fees and air-conditioning charges.</p>	The property is currently occupied by the Group for office purpose.	No commercial value

Notes:

1. The registered owner of the property is Foxhill Investment Limited with Memorial No. UB8989535 dated 31 July 2003.