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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Boer Power Holdings Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

“THAT

- (a) the acquisition of all the issued and fully paid-up ordinary shares in the capital of SMB United Limited (the “**Offeree Shares**”) (other than those already owned, controlled or agreed to be acquired by Profit Sea Holdings Limited (the “**Offeror**”), 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 “**Offer Shares**”), 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 (“**Circular**”) despatch by the Company to its shareholders on 21 November 2011 (collectively, the “**Acquisition**”), by way of a voluntary conditional cash offer (the “**Offer**”) 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 “**Directors**”) 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 “**Offer Transactions**”) 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.”

By order of the board
Boer Power Holdings Limited
Qian Yixiang
Chairman

Hong Kong, 21 November 2011

Registered office:

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P.O. Box 1350
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KY1-1108
Cayman Islands

Headquarters and head office in the PRC:

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Huishan District
Wuxi City
Jiangsu Province
PRC

Principal place of business in Hong Kong:

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No. 199 Des Voeux Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy (where he or she is holder of 2 or more Shares) to attend and, subject to the provisions of the articles of association of the Company, to vote on his or her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of any shares of the Company ("Shares"), any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Monday, 5 December 2011 to Wednesday, 7 December 2011 (both days inclusive) for the purpose of identifying the shareholders who are entitled to attend and vote at the EGM and no transfer of Shares will be registered during such period. In order to qualify for the right to attend the EGM, completed transfer forms accompanied by the share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 2 December 2011.

As at the date hereof, the Board comprises (i) five executive Directors, namely Mr. Qian Yixiang, Ms. Jia Lingxia, Mr. Zha Saibin, Mr. Qian Zhongming and Mr. Huang Liang; (ii) one non-executive Director, Mr. Zhang Huaqiao; and (iii) three independent non-executive Directors, Mr. Yeung Chi Tat, Mr. Tang Jianrong and Mr. Zhao Jianfeng.