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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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF THE REMUNERATION COMMITTEE, NOMINATION COMMITTEE AND AUDIT COMMITTEE; AND (2) RESIGNATION OF EXECUTIVE DIRECTOR

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Boer Power Holdings Limited (the “**Company**”) hereby announces that Mr. Zhao Jianfeng (“**Mr. Zhao**”) has tendered his resignation as an independent non-executive Director of the Board, a member of the remuneration committee, a member of the nomination committee and a member of the audit committee, with effect from 5 February 2016, due to his other work commitments.

Mr. Zhao has confirmed that he has no disagreement with the Board. Both Mr. Zhao and the Board are not aware of any matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Zhao for his services and valuable contributions to the Company during his tenure of office with the Company.

Following the resignation of Mr. Zhao, the Company only has two independent non-executive Directors which falls below the minimum number as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the number of independent non-executive Directors does not represent one-third of the Board as required under Rule 3.10A of the Listing Rules. Both of the remuneration committee and nomination committee will comprise two executive Directors and two independent non-executive Directors. As such the remuneration committee will not comprise a majority of independent non-executive Directors as required under Rule 3.25 of the Listing Rules. In addition, the composition of the nomination committee will not comprise a majority of independent non-executive Directors as required under code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules.

In order to comply with the required number of independent non-executive Directors under the Listing Rules, the Company will use its best endeavour to identify a suitable candidate to fill up the vacancy arising from the resignation of Mr. Zhao as soon as practicable and in any event within three months as required under Rules 3.11 and 3.27 of the Listing Rules, and will make further announcement(s) as and when appropriate.

Mr. Zhao was a member of the audit committee, the Company does not expect the resignation of Mr. Zhao to have any negative impact on the timing of the audit and Board review process of the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2015. The Company expects to make announcement of the annual results in accordance with the timing as required under the Listing Rules and the Company also expects its performance for the year ended 31 December 2015 to generally fall in line with the outlook for the year as stated in the Company's 2014 annual results announcement.

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Huang Liang (“**Mr. Huang**”) has tendered his resignation as an executive Director of the Board, with effect from 5 February 2016, due to his other work commitments within the Company. Mr. Huang will remain as the chief financial officer of the Company following his resignation as an executive Director of the Board.

Mr. Huang has confirmed that he has no disagreement with the Board. Both Mr. Huang and the Board are not aware of any matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its gratitude to Mr. Huang for his services and valuable contributions to the Company during his tenure of office with the Company.

For and on behalf of the board
Boer Power Holdings Limited
Qian Yixiang
Chairman

Hong Kong, 5 February 2016

As at the date hereof, the Board comprises (i) four executive Directors: Mr. Qian Yixiang, Ms. Jia Lingxia, Mr. Zha Saibin and Mr. Qian Zhongming; (ii) one non-executive Director: Mr. Zhang Huaqiao; and (iii) two independent non-executive Directors: Mr. Yeung Chi Tat and Mr. Tang Jianrong.