



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)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ Ordinary shares of HK\$0.10 each (the "Shares") in the capital of **Boer Power Holdings Limited** (the "Company") HEREBY APPOINT ^(Note 3) the chairman of the AGM (as defined below) ^(Note 4) who represents _____ Shares held by me/us) ^(Note 3) and/or _____
of _____
^(Note 4) who represents _____ Shares held by me/us) ^(Note 3) and/or _____
of _____
^(Note 4) who represents _____ Shares held by me/us), as my/our proxy(ies) to vote for me/us at the annual general meeting of the Company to be held at Room 1, Level 8, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 9 June 2023 at 10:30 a.m. (or at any adjournment thereof) (the "AGM") 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 ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2022 of the Company (the "Directors").		
2.	To re-elect Mr. Qian Zhongming as executive director of the Company.		
3.	To re-elect Mr. Yu Wai Ming as executive Director.		
4.	To re-elect Mr. Qu Weimin as independent non-executive Director.		
5.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the Directors.		
6.	To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix their remuneration.		
7.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution. ^(Note 6)		
8.	To grant a general mandate to the Directors to repurchase Shares in the capital of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution. ^(Note 6)		
9.	Conditional upon resolutions 7 and 8 being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution 7 be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 8. ^(Note 6)		
SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
10.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the new memorandum and articles of association of the Company. ^(Note 6)		

Dated this _____ 2023

Signature(s) ^(Note 7) _____

Notes:

- Please insert full name(s) 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 AGM is entitled to appoint another person as his 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/their vote(s) at his/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.
- The full text of Resolution Nos. 7 to 10 are set out in the notice of the annual general meeting dated 28 April 2023.
- 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, 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 AGM (i.e. by 10:30 a.m. on Wednesday, 7 June 2023).