

XINCHEN CHINA POWER HOLDINGS LIMITED (新晨中國動力控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

Procedures for shareholders to propose a person for election as a director of the Company (the “Director”) adopted pursuant to a resolution of the board of Directors on April 25, 2012 and effective from April 25, 2012

According to the Memorandum and Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the board of Directors (the “**Board**”) for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the principal office of the Company (the “**Head Office**”) or at the registered office of the Company (the “**Registration Office**”).

Notices and nomination period

Shareholder of the Company (the “**Shareholder(s)**”) who wishes to nominate a person to stand for election as a Director, must validly serve the following documents on the Company at the Head Office or the Registration Office (located at the office of the Company’s Hong Kong Branch Share Registrar)^(Notes 1 and 2):

- (a) a notice from the nominating Shareholder of his/her intention to propose a resolution to elect the nominated candidate as a Director (Appendix 1); and
- (b) a notice signed by the nominated candidate of his/her willingness to be elected as a Director together with (i) the nominated candidate’s information required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other requisite information as referred to below; and (ii) the candidate’s written consent to the publication of his/her personal data (Appendix 2).

In order to ensure that other Shareholders have sufficient time to receive and consider the particulars of the nominated candidate(s), Shareholders are encouraged to submit the said notices at least 5 business days prior to the end of the Nomination Period (as defined below). There is no assurance that the nomination proposal will be tabled before the relevant general meeting if the notice is received later than 10:00 a.m. of the Ending Date (as defined below) by the Company.

The nomination period (the “**Nomination Period**”)^(Note 3) commences from the day after the despatch of the notice of general meeting and ends on the 7th day prior to the date of the relevant general meeting (the “**Ending Date**”) so that an announcement can be issued or a supplementary circular containing particulars of the candidate(s) proposed by such Shareholders can be despatched to the Shareholders on or about 7 days prior to the date of the relevant general meeting.

For any nomination proposal not served validly within the time specified, the Board will assess and decide whether or not to propose a resolution to elect the nominated candidates(s) at the next general meeting to avoid undue delay of the scheduled general meeting.

Requisite information of the candidate(s) nominated by Shareholders

Additional information of the nominated candidate required:

- (a) full name (in both English and Chinese), age and gender;
- (b) types of proposed directorship (i.e. executive Director, non-executive Director or independent non-executive Director);
- (c) length or proposed length of service with the Company (if any);
- (d) positions held with the Company and/or any of its subsidiaries (if any);
- (e) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (f) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware, pertaining to the ability or integrity of the candidate;
- (g) relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders of the Company, or an appropriate negative statement;
- (h) interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong), or an appropriate negative statement;

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- (i) contact details (including telephone number, facsimile number and e-mail address, if any);
- (j) supporting documents that are required to facilitate necessary disclosure in the announcement of the Company concerning the nomination; and
- (k) other information as required under Rule 13.51(2) of the Listing Rules, or an appropriate negative statement.

Notes:

- (1) Head office: Suites 1602–05, Chater House, 8 Connaught Road Central, Hong Kong.
- (2) Hong Kong Branch Share Registrar: Office of Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) Pursuant to Appendix 3 to the Listing Rules, the minimum length of the Nomination Period will be at least 7 days.

(Chinese translation is for reference only. The English text shall prevail in case of any inconsistency.)

Appendix 1

Form of notice to propose a person for election as a director by shareholders

To: The Board of Directors/The Company Secretary
Xinchen China Power Holdings Limited (新晨中國動力控股有限公司) (the “Company”)
Suites 1602–05, Chater House
8 Connaught Road Central
Hong Kong

c.c. The Company’s Hong Kong Branch Share Registrar
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong

Dear Sirs,

I/We, _____ (name) of
_____ (address)
being holder of _____ (number) shares in the issued capital
of the Company, do hereby give my/our intention to propose a resolution at the forthcoming general meeting of the Company to
be held on _____ at _____ a.m./p.m. (please specify date and time) to
elect _____ (name of the proposed candidate) as a director of the Company.

A notice signed by the said nominated candidate of his/her willingness to be elected as a director of the Company together with his/her information required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other requisite information is enclosed for your further action.

If you have any question concerning this nomination, please contact the undersigned at phone no. _____ or by fax at _____ or by e-mail at _____.

Dated the _____ day of _____, _____

Yours faithfully,

Signed

(Name of Member)

(Address of Member)

Notes:

1. In order to be valid, shareholders are encouraged to deliver the duly completed and signed notice in accordance with the instructions printed hereon to the Company’s Head Office at Suites 1602–05, Chater House, 8 Connaught Road Central, Hong Kong or the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at least 5 business days prior to the end of the nomination period, which commences from the day after the despatch of the notice of general meeting and ends on the 7th day prior to the date of the relevant general meeting. For the details of notice period and the relevant deadline, please refer to the “Procedures for shareholders to propose a person for election as a director of the Company” as published on the Company’s website.
2. In the case of a corporation, this notice must be signed either under its common seal or under the hand of an officer or attorney duly authorized.

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Appendix 2 Form of notice given by a person consents to act as a director

To: The Board of Directors/The Company Secretary
Xinchen China Power Holdings Limited (新晨中國動力控股有限公司) (the “Company”)

I, _____ (name of the proposed candidate), hereby give my consent to be elected as a director of the Company at the forthcoming general meeting of the Company to be held on _____ at _____ a.m./p.m. (please specify date and time). A biography detailing my personal particulars, working experience and qualification and information required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) is enclosed for your attention.

I also declare and confirm that, save as disclosed, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

I also hereby give my consent and authorization to the Company to publish my personal information as provided herein and I confirm such information is true, accurate and not misleading unless and until I have served a written notice on the Company notifying any changes.

Should you require any further information, please contact the undersigned at phone no. _____ or by fax at _____ or by e-mail at _____.

Dated the _____ day of _____, _____.

Yours faithfully,

Signed

(Name of proposed candidate)

(Address of proposed candidate)

Note: In order to be valid, shareholders are encouraged to deliver the duly completed and signed notice in accordance with the instructions printed hereon to the Company’s Head Office at Suites 1602–05, Chater House, 8 Connaught Road Central, Hong Kong or the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at least 5 business days prior to the end of the nomination period, which commences from the day after the despatch of the notice of general meeting and ends on the 7th day prior to the date of the relevant general meeting. For the details of notice period and the relevant deadline, please refer to the “Procedures for shareholders to propose a person for election as a director of the Company” as published on the Company’s website.

(Chinese translation is for reference only. The English text shall prevail in case of any inconsistency.)