

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares. Potential investors should read the prospectus dated February 28, 2013 (the “Prospectus”) issued by Xinchen China Power Holdings Limited (the “Company”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

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Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.

POWER XINCHEN

新 晨 動 力

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)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 313,400,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 31,340,000 Shares (subject to adjustment)
Number of International Placing Shares	: 282,060,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price	: Not more than HK\$2.80 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value	: HK\$0.01 per Share
Stock code	: 1148

Sole Sponsor

BofA Merrill Lynch

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

BofA Merrill Lynch

Deutsche Bank 

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Global Offering including any Shares which may fall to be issued upon the exercise of the Over-allotment Option and any Shares issuable on the exercise of any options that may be granted under the Share Option Scheme.

The Global Offering comprising (a) initially 31,340,000 Shares under the Hong Kong Public Offering (subject to adjustment) (representing 10% of the total number of Shares initially available under the Global Offering), (b) initially 282,060,000 Shares under the International Placing (subject to adjustment and the Over-allotment Option) (representing 90% of the total number of Shares initially available under the Global Offering) and (c) up to 47,010,000 additional Shares representing 15% of the number of Shares initially available under the Global Offering which may be issued upon the exercise of the Over-allotment Option. In the event the Over-allotment Option is exercised, an announcement will be available at the websites of the Company at www.xinchenpower.com and the Stock Exchange at www.hkexnews.hk.

The Offer Price will not be more than HK\$2.80 per Offer Share and is expected to be not less than HK\$2.20 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$2.80 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.80 per Offer Share.

Applications of the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **WHITE Form eIPO** Service Provider at www.eipo.com.hk under the **WHITE Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, February 28, 2013 until 12:00 noon on Tuesday, March 5, 2013, from the following locations:

1. Merrill Lynch Far East Limited, 15th Floor, Citibank Tower, 3 Garden Road, Hong Kong; or
2. Deutsche Bank AG, Hong Kong Branch, Level 52, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong; or

3. any of the following branches of the receiving bank for the Hong Kong Public Offering:

The Hongkong and Shanghai Banking Corporation Limited

	Branch name	Branch address
Hong Kong Island:	Hong Kong Office	Level 3, 1 Queen's Road Central, HK
	Harcourt Road Branch	G/F, Hutchison House, 10 Harcourt Road, HK
	Aberdeen Centre Branch	Shop 2, G/F, Site I, Aberdeen Centre, Aberdeen, HK
	The Westwood Branch	LG01-3, LG Floor, The Westwood, 8 Belcher's Street, HK
Kowloon:	Kwun Tong Branch	No. 1, Yue Man Square, Kwun Tong, KLN
	Kowloon City Branch	1/F, 18 Fuk Lo Tsun Road, Kowloon City, KLN
	Mong Kok Branch	Basement & U/G, 673 Nathan Road, Mong Kok, KLN
	Waterloo Road Branch	71 Waterloo Road, Ho Man Tin, KLN
	Hung Hom Branch	G/F, Hung Hom Commercial Centre, 37-39 Ma Tau Wai Road, Hung Hom, KLN
	Tsim Sha Tsui Branch	Basement & 1/F, 82-84 Nathan Road, Tsim Sha Tsui, KLN
New Territories:	Whampoa Garden Branch	Shop No. G6 & 6A, G/F, Site 4, Whampoa Garden, KLN
	Maritime Square Branch	Shop 308F, Level 3, Maritime Square, Tsing Yi, NT
	Shatin Plaza	Shop 49, Level 1, Shatin Plaza, 21-27 Sha Tin Centre Street, Sha Tin, NT
	Tai Po Branch	54-62 Kwong Fuk Road, Tai Po, NT
	Tai Wai Branch	Shops 42-44, MTR Tai Wai Station, Sha Tin, NT

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, February 28, 2013 until 12:00 noon on Tuesday, March 5, 2013 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and Prospectus available.

Applicants applying by **WHITE Form eIPO** may submit application to the **WHITE Form eIPO** Service Provider through the designated website www.eipo.com.hk from 9:00 a.m. on Thursday, February 28, 2013 until 11:30 a.m. on Tuesday, March 5, 2013 or such later time as described under the section headed "How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, February 28, 2013 until 12:00 noon on Tuesday, March 5, 2013.

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the indication of the levels of interest in the International Placing, results of applications and basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on Tuesday, March 12, 2013, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company’s website at www.xinchenpower.com and the website of the Stock Exchange at www.hkexnews.hk. Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available in the manners as specified in the section headed “How to Apply for Hong Kong Offer Shares — X. Results of Allocation” in the Prospectus from Tuesday, March 12, 2013.

Dealing in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, March 13, 2013. The Shares will be traded in board lots of 1,000 each under the stock code “1148”. The Company will not issue any receipts for sum paid on application or any temporary documents of title.

By order of the Board
Xinchen China Power Holdings Limited
Wu Xiao An
(also known as Ng Siu On)
Chairman

Hong Kong, Thursday, February 28, 2013

As at the date of this announcement, the executive Directors are Mr. Wu Xiao An (also known as Mr. Ng Siu On) and Mr. Wang Yunxian, the non-executive Directors are Mr. Qi Yumin and Mr. Li Peiqi and the independent non-executive Directors are Mr. Chi Guohua, Mr. Wang Jun, Mr. Huang Haibo and Mr. Wang Songlin.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*