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POWER XINCHEN

新 晨 动 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)

(Stock code: 1148)

**PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION,
STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on April 3, 2013 in respect of 33,808,000 Over-allotment Shares (as defined below), representing approximately 10.8% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, for the purpose of covering over-allocations in the International Placing.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.23 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share in connection with the Global Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering will end on April 4, 2013. Stabilizing actions undertaken by the Sole Sponsor, as stabilizing manager, its affiliates or any person acting for it during the stabilization period (the “**Stabilizing Manager**”) involved:

- (i) over-allocations of an aggregate of 47,010,000 Shares in the International Placing, representing 15% of the number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 47,010,000 Shares from Brilliance Investment Holdings Limited pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Placing;
- (iii) market purchases of a total of 13,202,000 Shares in the price range of HK\$2.06 to HK\$2.23 per Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) during the stabilization period. The last purchase in the course of stabilizing actions was made on April 3, 2013 at the price of HK\$2.22 per Share; and
- (iv) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on April 3, 2013 in respect of an aggregate of 33,808,000 Over-allotment Shares, representing approximately 10.8% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on April 3, 2013 in respect of 33,808,000 Shares (the “**Over-allotment Shares**”), representing approximately 10.8% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, for the purpose of covering over-allocations in the International Placing.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.23 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share in connection with the Global Offering.

As shown in the shareholding structure of the Company set out below, immediately before the issue and allotment of the Over-allotment Shares by the Company, 28.685% of the issued share capital of the Company was held by public shareholders. Immediately after the issue and allotment of the Over-allotment Shares by the Company, such public shareholding percentage will be increased to approximately 30.559%.

Listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange on April 9, 2013.

The shareholding structure of the Company immediately before and after the issue and allotment of the Over-allotment Shares by the Company is as follows:

Shareholder	Immediately before the issue and allotment of the Over-allotment Shares		Immediately after the issue and allotment of the Over-allotment Shares	
	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>
Xinhua Investment Holdings Limited	400,000,000	31.908%	400,000,000	31.070%
Brilliance Investment Holdings Limited	400,000,000	31.908%	400,000,000	31.070%
Public Shareholders	359,600,000	28.685%	393,408,000	30.559%
Lead In Management Limited	93,999,794	7.498%	93,999,794	7.301%
	<u>1,253,599,794</u>	<u>100.000%</u>	<u>1,287,407,794</u>	<u>100.000%</u>

The additional net proceeds to be received by the Company upon issue and allotment of the Over-allotment Shares are estimated to be approximately HK\$72.7 million (after deducting the underwriting commissions, the sponsor fee and any estimated expenses payable by the Company in connection with the issue of the Over-allotment Shares) which will be used by the Company proportionally for the same purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

This announcement is made pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). The Company announces that the stabilization period in connection with the Global Offering will end on April 4, 2013, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. However, given that April 4, 2013 is a public holiday in Hong Kong and a non-trading day for the Stock Exchange’s markets, the stabilizing actions have ended on April 3, 2013.

The stabilizing actions undertaken by the Sole Sponsor, as the Stabilizing Manager, its affiliates or any person acting for it during the stabilization period from March 13, 2013 to April 4, 2013 involved:

- (i) over-allocations of an aggregate of 47,010,000 Shares in the International Placing, representing 15% of the number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 47,010,000 Shares from Brilliance Investment Holdings Limited pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Placing;
- (iii) market purchases of a total of 13,202,000 Shares in the price range of HK\$2.06 to HK\$2.23 per Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) during the stabilization period. The last purchase in the course of stabilizing actions was made on April 3, 2013 at the price of HK\$2.22 per Share; and
- (iv) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on April 3, 2013 in respect of an aggregate of 33,808,000 Over-allotment Shares, representing approximately 10.8% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

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

Hong Kong, Wednesday, April 3, 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.