

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

(Stock Code: 1148)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Xincheng China Power Holdings Limited (the “**Company**”) will be held at Victoria I, Second Floor, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Thursday, 16 January 2014 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, and if thought fit, pass the following resolutions as ordinary resolutions of the Company:

“**THAT:**

- (a) the acquisition agreement (the “**Acquisition Agreement**”) (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) dated 25 November 2013 entered into between Mianyang Xincheng Engine Co., Ltd.* (綿陽新晨動力機械有限公司) as the purchaser (“**Mianyang Xincheng**”, an indirect wholly-owned subsidiary of the Company) and Huachen Automotive Group Holdings Company Limited* (華晨汽車集團控股有限公司) (“**Huachen**”, a deemed connected person of the Company) as the seller, pursuant to which Mianyang Xincheng agreed to purchase and Huachen agreed to sell certain production lines and inventories for a total consideration of RMB451,423,200 (equivalent to approximately HK\$572,178,906), and all transactions contemplated thereunder be and hereby approved; and

* *for identification purposes only*

- (b) any director of the Company (the “**Director**”) be and is hereby authorized to, for and on behalf of the Company to do all such things and exercise all powers which he considers necessary, desirable or expedient in connection with the Acquisition Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder, including without limitation the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements, and any Director and the company secretary of the Company or two Directors be authorized to affix the common seal of the Company (if required) on any document or deed as they consider appropriate.”

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

Hong Kong, 31 December 2013

Notes:

- (1) The record date for determining eligibility to attend and vote at the EGM will be Wednesday, 15 January 2014. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 14 January 2014.
- (2) Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him in accordance with the memorandum and articles of association of the Company. A proxy need not be a member of the Company.
- (3) To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof (as the case may be) at which the person named in such instrument proposes to vote.
- (4) A form of proxy for use at the EGM is enclosed herewith.

As at the date of this announcement, the Board comprises two executive Directors, Mr. Wu Xiao An (also known as Mr. Ng Siu On) (Chairman) and Mr. Wang Yunxian (Chief Executive Officer); two non-executive Directors, Mr. Qi Yumin and Mr. Li Peiqi; and four independent non-executive Directors, Mr. Chi Guohua, Mr. Wang Jun, Mr. Huang Haibo and Mr. Wang Songlin.