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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)

CHANGE OF COMPLIANCE ADVISER

The board of directors (the “**Board**”) of Xinchen China Power Holdings Limited (the “**Company**”) announces that due to an internal reorganization of Somerley Limited (“**Somerley**”), the existing compliance adviser of the Company, Somerley Capital Limited (“**Somerley Capital**”), a fellow subsidiary of Somerley, will take over the role as compliance adviser of the Company with the effect on 1 January 2014. As a result, Somerley Capital will be appointed as the compliance adviser of the Company as required pursuant to Rule 3A.19 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Somerley Capital is a licensed corporation under the Securities and Futures Ordinances (Chapter 571 of the laws of Hong Kong) to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities.

Save as disclosed in this announcement, the Board confirms that there are no other material matters or circumstances in connection with the change of compliance adviser of the Company that need to be drawn to the attention of the shareholders of the Company.

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

Hong Kong, 31 December 2013

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.