

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)

Proxy form for use at the Annual General Meeting or any adjournment thereof

I/We¹ _____
of _____
being the holder(s) of _____² shares with a par value of
HK\$0.01 each in the capital of Xincheng China Power Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE
MEETING³ or _____
of _____

as my/our proxy to act for me/us at the Annual General Meeting of the Company (the "Meeting") to be held at Victoria I, 2/F., Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Thursday, 29th May, 2014 at 9:00 a.m. or any adjournment thereof, and in particular (but without limitation) at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the said Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31st December, 2013.		
2.	(A) To re-elect Mr. Wu Xiao An (also known as Mr. Ng Siu On) as executive director.		
	(B) To re-elect Mr. Wang Yunxian as executive director.		
	(C) To re-elect Mr. Qi Yumin as non-executive director.		
3.	To appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration.		
4.	(A) To grant a general and unconditional mandate to the directors to allot, issue and otherwise deal with new shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
	(B) To grant a general and unconditional mandate to the directors to repurchase the Company's own shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
	(C) To extend the mandate granted under resolution no. 4(A) by including the number of shares repurchased by the Company pursuant to resolution no. 4(B).		

* The full text of the resolutions appears in the notice of the Annual General Meeting of the Company dated 17th April, 2014 which is included in the circular despatched to the shareholders.

Signature⁵ _____

Dated _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. On a poll, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting except that persons appointed by a clearing house as a proxy will be able to vote on a show of hands and on poll.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the branch registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. In case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
10. Resolutions will be put to shareholders to vote taken by way of a poll.