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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)

**RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 17 JUNE 2014**

The board of directors (the “**Board**”) of Xinchen China Power Holdings Limited (the “**Company**”) is pleased to announce that all the ordinary resolutions proposed at the extraordinary general meeting (the “**EGM**”) were duly passed by the Independent Shareholders attending and voting at the EGM by way of poll.

Reference is made to the circular issued by the Company dated 28 May 2014 (the “**Circular**”) in relation to, among other things, (i) further details of the BBA Compliance Agreement and the transactions contemplated thereunder, (ii) recommendations from the Independent Board Committee to the Independent Shareholders, (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders together with (iv) a notice convening the EGM. Unless the context requires otherwise, terms used herein shall have the same meaning as in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that all the ordinary resolutions proposed at the EGM were duly passed by the Independent Shareholders attending and voting at the EGM by way of poll.

Details of the poll results in respect of the ordinary resolutions proposed at the EGM are as follows:

Ordinary resolutions proposed at the EGM		FOR votes (%)	AGAINST votes (%)	Total number of votes
(a)	the BBA Compliance 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 23 May 2014 entered into between the Company, Mianyang Xincheng Engine Co., Ltd.* (綿陽新晨動力機械有限公司) (an indirect wholly-owned subsidiary of the Company) and BMW Brilliance Automotive Ltd. (華晨寶馬汽車有限公司*) (an associate of Brilliance China Automotive Holdings Limited (華晨中國汽車控股有限公司*) which is a controlling shareholder of the Company) including the proposed annual caps and all transactions contemplated thereunder be and hereby approved, ratified and confirmed; and	572,000,155 (100%)	0 (0%)	572,000,155 (100%)
(b)	any director of the Company (the “ Director ”) be and are hereby authorized to, for and on behalf of the Company to do all such things and exercise all powers which he considers necessary or desirable or expedient in connection with the BBA Compliance 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.	572,000,155 (100%)	0 (0%)	572,000,155 (100%)

* for identification purposes only

Accordingly, all the ordinary resolutions put forward at the EGM were duly passed by the Independent Shareholders attending and voting at the EGM by way of poll.

The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the Company had 1,287,407,794 Shares in issue. In accordance with the Listing Rules, Brilliance China and its associates holding an aggregate of 400,000,000 Shares (representing approximately 31.07% of the entire issued share capital of the Company) were required to abstain from voting and had abstained from voting on the ordinary resolutions at the EGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions at the EGM was 887,407,794 Shares (representing 68.93% of the entire issued share capital of the Company). There was no Shareholder who was only entitled to attend the EGM but was only entitled to vote against the ordinary resolutions.

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

Hong Kong, 17 June 2014

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.