

# 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 Extraordinary General Meeting or any adjournment thereof

I/We <sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_<sup>2</sup> shares with a par value of HK\$0.01 each  
in the capital of Xinchén China Power Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company (the “Meeting”), to be held at Victoria Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 11 December 2015 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 <sup>4</sup>	AGAINST <sup>4</sup>
1.	<p>(a) the entering into of the framework agreement dated 13 October 2015 (the “<b>Huachen Sale Agreement</b>”) (copy of which is marked “A” and produced to the meeting and signed by the Chairman for identification purpose) in respect of the continuing connected transactions to be entered into between the Company on the one part and Huachen Automotive Group Holdings Company Limited* (華晨汽車集團控股有限公司) on the other part for the three financial years ending 31 December 2018 as set out in the paragraph headed “Renewal of the Continuing Connected Transactions” in the Letter from the Board contained in the circular of the Company dated 16 November 2015 (the “<b>Circular</b>”) be and is hereby approved, confirmed and ratified and the entering into of the relevant continuing connected transactions pursuant to the Huachen Sale Agreement be and are hereby approved; and that any director of the Company be and is hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the abovementioned continuing connected transactions contemplated under the Huachen Sale Agreement; and</p> <p>(b) the proposed maximum annual monetary value of the continuing connected transactions contemplated under the Huachen Sale Agreement pursuant to paragraph (a) of this Resolution for each of the three financial years ending 31 December 2018 as set out in the paragraph headed “The Proposed Caps” in the Letter from the Board contained in the Circular be and are hereby approved.</p>		
2.	<p>(a) the entering into of the framework agreement dated 13 October 2015 (the “<b>Brilliance China Sale Agreement</b>”) (copy of which is marked “B” and produced to the meeting and signed by the Chairman for identification purpose) in respect of the continuing connected transactions to be entered into between the Company on the one part and Brilliance China Automotive Holdings Limited on the other part for the three financial years ending 31 December 2018 as set out in the paragraph headed “Renewal of the Continuing Connected Transactions” in the Letter from the Board contained in the circular of the Company dated 16 November 2015 (the “<b>Circular</b>”) be and is hereby approved, confirmed and ratified and the entering into of the relevant continuing connected transactions pursuant to the Brilliance China Sale Agreement be and are hereby approved; and that any director of the Company be and is hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the abovementioned continuing connected transactions contemplated under the Brilliance China Sale Agreement; and</p> <p>(b) the proposed maximum annual monetary value of the continuing connected transactions contemplated under the Brilliance China Sale Agreement pursuant to paragraph (a) of this Resolution for each of the three financial years ending 31 December 2018 as set out in the paragraph headed “The Proposed Caps” in the Letter from the Board contained in the Circular be and are hereby approved.</p>		

ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
<p>3. (a) the entering into of the framework agreement dated 13 October 2015 (the “<b>Sichuan Pushi Purchase Agreement</b>”) (copy of which is marked “C” and produced to the meeting and signed by the Chairman for identification purpose) in respect of the continuing connected transactions to be entered into between Mianyang Xincheng Engine Co., Ltd.* (綿陽新晨動力機械有限公司) (a wholly-owned subsidiary of the Company) (“<b>Mianyang Xincheng</b>”) on the one part and Sichuan Yibin Pushi Automotive Components Co., Ltd.* (四川省宜賓普什汽車零部件有限公司) on the other part for the three financial years ending 31 December 2018 as set out in the paragraph headed “Renewal of the Continuing Connected Transactions” in the Letter from the Board contained in the circular of the Company dated 16 November 2015 (the “<b>Circular</b>”) be and is hereby approved, confirmed and ratified and the entering into of the relevant continuing connected transactions pursuant to the Sichuan Pushi Purchase Agreement be and are hereby approved; and that any director of the Company be and is hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the abovementioned continuing connected transactions contemplated under the Sichuan Pushi Purchase Agreement;</p> <p>(b) the proposed maximum annual monetary value of the continuing connected transactions contemplated under the Sichuan Pushi Purchase Agreement pursuant to paragraph (a) of this Resolution for each of the three financial years ending 31 December 2018 as set out in the paragraph headed “The Proposed Caps” in the Letter from the Board contained in the Circular be and are hereby approved;</p> <p>(c) the entering into of the framework agreement dated 13 October 2015 (the “<b>Xinhua Combustion Engine Purchase Agreement</b>”) (copy of which is marked “D” and produced to the meeting and signed by the Chairman for identification purpose) in respect of the continuing connected transactions to be entered into between Mianyang Xincheng on the one part and Mianyang Xinhua Internal Combustion Engine Joint Stock Company Limited* (綿陽新華內燃機股份有限公司) on the other part for the three financial years ending 31 December 2018 as set out in the paragraph headed “Renewal of the Continuing Connected Transactions” in the Letter from the Board contained in the Circular be and is hereby approved, confirmed and ratified and the entering into of the relevant continuing connected transactions pursuant to the Xinhua Combustion Engine Purchase Agreement be and are hereby approved; and that any director of the Company be and is hereby authorised to take such actions and to enter into such documents as are necessary to give effect to the abovementioned continuing connected transactions contemplated under the Xinhua Combustion Engine Purchase Agreement; and</p> <p>(d) the proposed maximum annual monetary value of the continuing connected transactions contemplated under the Xinhua Combustion Engine Purchase Agreement pursuant to paragraph (c) of this Resolution for each of the three financial years ending 31 December 2018 as set out in the paragraph headed “The Proposed Caps” in the Letter from the Board contained in the Circular be and are hereby approved.</p>		

\* The full text of the resolutions appears in the notice of the Extraordinary General Meeting of the Company dated 16 November 2015 which is included in the circular despatched to the shareholders.

Signature <sup>5</sup>: \_\_\_\_\_

Dated this \_\_\_\_\_

**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, Wanchai, 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 shares 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.

\* For identification purposes only