

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 ¹, _____
of _____
being the holder(s) of _____² 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 MEETING³
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 Gloucester Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 25 August 2016 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
(a)	Mianyang Xinchén Engine Co., Ltd.* (綿陽新晨動力機械有限公司) ("Mianyang Xinchén") is hereby authorised to participate and bid at the Tender (as defined in the circular of the Company dated 27 July 2016 (the "Circular"), of which the notice convening this meeting forms part and a copy of which has been produced to this meeting marked "A" and initialled by the chairman of this meeting for the purpose of identification) for the acquisition of the Properties (as defined in the Circular);		
(b)	the Possible Acquisition (as defined in the Circular), if the bid by Mianyang Xinchén is successful, at a total consideration of up to approximately RMB264.26 million, being the maximum price which Mianyang Xinchén is willing to bid at the Tender for the Possible Acquisition and the transactions contemplated thereunder be and are hereby approved; and		
(c)	the directors of the Mianyang Xinchén be and are hereby authorised to proceed with the Tender and, if the bid of Mianyang Xinchén is successful, completion of the Possible Acquisition and to exercise all the powers of Mianyang Xinchén and to do all things and acts and execute and deliver all documents, as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions in connection with the Tender and, if the bid is successful, the Possible Acquisition including, where necessary, affix the seal and company chop of Mianyang Xinchén on such documents.		

* The full text of the resolutions appears in the notice of the Extraordinary General Meeting of the Company dated 27 July 2016 which is included in the circular despatched to the shareholders.

Signature⁵: _____

Dated this _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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.
- Resolutions will be put to shareholders to vote taken by way of a poll.

* For identification purposes only