

# 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 Tuesday, 1 November 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 <sup>4</sup>	AGAINST <sup>4</sup>
1.	<p>(a) The assets transfer agreement (the “<b>Assets Transfer Agreement</b>”) (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) dated 13 September 2016 entered into between Mianyang Xinchén Engine Co., Ltd.* (綿陽新晨動力機械有限公司) (an indirect wholly-owned subsidiary of the Company) (“<b>Mianyang Xinchén</b>”) 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) (“<b>BBA</b>”) pursuant to which BBA would transfer to Mianyang Xinchén certain assets and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(b) any director of the Company (the “<b>Director</b>”) and any director of Mianyang Xinchén be and are hereby authorized, for and on behalf of the Company and Mianyang Xinchén respectively, to do all such things and exercise all powers which he considers necessary or desirable or expedient in connection with the Assets Transfer 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.</p>		

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
2.	<p>(a) The BBA compliance agreement (the “<b>BBA Compliance Agreement</b>”) (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of this meeting 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) (“<b>Mianyang Xincheng</b>”) 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) in relation to the sale and purchase of engines, engine parts and components and raw materials for manufacturing engines and engine parts and components and the provision of related services and all transactions contemplated thereunder for the second term of the BBA Compliance Agreement for another three-year period upon expiry of the first term of the BBA Compliance Agreement on 17 June 2017 be and are hereby approved, ratified and confirmed;</p> <p>(b) any director of the Company (the “<b>Director</b>”) and any director of Mianyang Xincheng be and are hereby authorized, for and on behalf of the Company and Mianyang Xincheng respectively, to do all such things and exercise all powers which he considers necessary or desirable or expedient in connection with the second term of 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; and</p> <p>(c) the proposed annual caps in respect of the transactions contemplated under the BBA Compliance Agreement for each of the three years ending 31 December 2019 as set out in the paragraph headed “Proposed Annual Caps” in the Letter from the Board contained in the circular of the Company dated 12 October 2016 be and are hereby approved.</p>		
3.	Mr. Liu Tongfu be and is hereby re-elected as a Non-executive Director of the Company and the board of directors of the Company be authorised to fix the remuneration of Mr. Liu Tongfu.		

The full text of the resolutions appears in the notice of the Extraordinary General Meeting of the Company dated 12 October 2016 which is included in the circular despatched to the shareholders.

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

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 INITIALED 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 (1) and (2) will be put forward to independent shareholders to vote by way of a poll. Resolution (3) will be put forward to shareholders to vote by way of a poll.

\* For identification purposes only