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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 22 NOVEMBER 2017**

The Board is pleased to announce that the ordinary resolution in relation to the Assets Transfer Agreement proposed at the Extraordinary General Meeting was duly passed by the Independent Shareholders attending and voting at the Extraordinary General Meeting by way of poll.

Reference is made to the circular issued by the Company dated 2 November 2017 (the “**Circular**”) in relation to, among other things, (1) details of the Assets Transfer Agreement; (2) the letter from the Independent Board Committee to the Independent Shareholders, setting out its recommendations in connection with the Assets Transfer Agreement; (3) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in connection with the Assets Transfer Agreement; and (4) a notice to Shareholders convening the Extraordinary General Meeting. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that the ordinary resolution in relation to the Assets Transfer Agreement proposed at the Extraordinary General Meeting was duly passed by the Independent Shareholders attending and voting at the Extraordinary General Meeting by way of poll.

Details of the poll results in respect of the ordinary resolution proposed at the Extraordinary General Meeting are as follows:

| Ordinary resolution proposed at the Extraordinary General Meeting | FOR votes (%) | AGAINST votes (%) | Total number of votes |
|--|-------------------------------------|------------------------------|-----------------------------|
| <p>(a) The assets transfer agreement (the “Assets Transfer Agreement”) (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) dated 3 October 2017 entered into between 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) (“Mianyang Xincheng”) 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) (“BBA”) pursuant to which BBA would transfer to Mianyang Xincheng 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 “Director”) and any director of Mianyang Xincheng be and are hereby authorised, 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 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 authorised to affix the common seal of the Company (if required) on any document or deed as they consider appropriate.</p> | <p>542,704,969 (99.999447%)</p> | <p>3,000 (0.000553%)</p> | <p>542,707,969</p> |

Accordingly, the ordinary resolution in relation to the Assets Transfer Agreement put forward at the Extraordinary General Meeting was duly passed by the Independent Shareholders attending and voting at the Extraordinary General Meeting 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 Extraordinary General Meeting.

As at the date of the Extraordinary General Meeting, the Company had 1,282,211,794 Shares in issue. In accordance with the Listing Rules, Brilliance China, Mr. Wu Xiao An and their respective associates and holding an aggregate of 442,313,426 Shares (representing approximately 34.50% of the entire issued share capital of the Company) were required to abstain from voting and had abstained from voting on the ordinary resolution in relation to the Assets Transfer Agreement at the Extraordinary General Meeting.

As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution in relation to the Assets Transfer Agreement at the Extraordinary General Meeting was 839,898,368 Shares (representing approximately 65.50% of the entire issued share capital of the Company).

Save as disclosed, (i) none of the Shareholders were required to abstain from voting at the Extraordinary General Meeting; (ii) no Shareholders had stated any intention in the Circular to vote against the ordinary resolution at the Extraordinary General Meeting; and (iii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolution at the Extraordinary General Meeting.

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

Hong Kong, 22 November 2017

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. Liu Tongfu and Mr. Yang Ming; and four independent non-executive directors, Mr. Chi Guohua, Mr. Wang Jun, Mr. Huang Haibo and Mr. Wang Songlin.

* *For identification purposes only*