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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)

**RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 11 DECEMBER 2015**

The Board is pleased to announce that all the ordinary resolutions proposed at the Extraordinary General Meeting were 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 16 November 2015 (the “**Circular**”) in relation to, among other things, details of the Continuing Connected Transactions, the Proposed Caps for the Continuing Connected Transactions, the letter from the Independent Board Committee, the letter from the Independent Financial Adviser and a notice to Shareholders convening the Extraordinary General Meeting to approve (i) the Continuing Connected Transactions; and (ii) the Proposed Caps for the Continuing Connected Transactions. Unless the context requires otherwise, terms used herein shall have the same meanings 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 Extraordinary General Meeting were 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 resolutions proposed at the Extraordinary General Meeting are as follows:

Ordinary resolutions proposed at the Extraordinary General Meeting		FOR votes (%)	AGAINST votes (%)	Total number of votes
1.	<p>(a) the entering into of the framework agreement dated 13 October 2015 (the “Huachen Sale Agreement”) (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 “Circular”) 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>	580,325,214 (99.999483%)	3,000 (0.000517%)	580,328,214

Ordinary resolutions proposed at the Extraordinary General Meeting		FOR votes (%)	AGAINST votes (%)	Total number of votes
2.	<p>(a) the entering into of the framework agreement dated 13 October 2015 (the “Brilliance China Sale Agreement”) (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 “Circular”) 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>	580,325,214 (99.999483%)	3,000 (0.000517%)	580,328,214

Ordinary resolutions proposed at the Extraordinary General Meeting		FOR votes (%)	AGAINST votes (%)	Total number of votes
3.	<p>(a) the entering into of the framework agreement dated 13 October 2015 (the “Sichuan Pushi Purchase Agreement”) (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) (“Mianyang Xincheng”) 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 “Circular”) 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>	580,325,214 (99.999483%)	3,000 (0.000517%)	580,328,214

Ordinary resolutions proposed at the Extraordinary General Meeting	FOR votes (%)	AGAINST votes (%)	Total number of votes
<p>(c) the entering into of the framework agreement dated 13 October 2015 (the “Xinhua Combustion Engine Purchase Agreement”) (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>			

Accordingly, all the ordinary resolutions put forward at the Extraordinary General Meeting were 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 1,283,211,794 Shares in issue. In accordance with the Listing Rules, (i) Brilliance China and its associates holding an aggregate of 400,000,000 Shares (representing approximately 31.17% of the entire issued share capital of the Company) were required to abstain from voting and had abstained from voting on the ordinary resolutions in relation to the Huachen Sale Agreement and the Brilliance China Sale Agreement and the relevant Proposed Caps at the Extraordinary General Meeting; and (ii) Wuliangye and its associates holding an aggregate of 400,000,000 Shares (representing approximately 31.17% of the entire issued share capital of the Company) were required to abstain from voting and had abstained from voting on the ordinary resolutions in relation to the Sichuan Pushi Purchase Agreement and the Xinhua Combustion Engine Purchase Agreement and the relevant Proposed Caps at the Extraordinary General Meeting.

As such, (i) the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions in relation to the Huachen Sale Agreement and the Brilliance China Sale Agreement and the relevant Proposed Caps at the Extraordinary General Meeting was 883,211,794 Shares (representing approximately 68.83% of the entire issued share capital of the Company); and (ii) the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions in relation to the Sichuan Pushi Purchase Agreement and the Xinhua Combustion Engine Purchase Agreement and the relevant Proposed Caps at the Extraordinary General Meeting was 883,211,794 Shares (representing approximately 68.83% of the entire issued share capital of the Company).

Save as disclosed, none of the Shareholders were required to abstain from voting at the Extraordinary General Meeting, and there were no Shares entitling the Shareholders to attend and vote only against the ordinary resolutions at the Extraordinary General Meeting.

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

Hong Kong, 11 December 2015

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. Tang Qiao; and four independent non-executive Directors, Mr. Chi Guohua, Mr. Wang Jun, Mr. Huang Haibo and Mr. Wang Songlin.

* For identification purposes only