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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Xinchén China Power Holdings Limited (the “**Company**”) will 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., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (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
- (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.”

2. “THAT

- (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
- (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.”

3. “THAT

- (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;
- (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;

- (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
- (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.”

By order of the Board
Xincheng China Power Holdings Limited
Ngai Ka Yan
Company Secretary

Hong Kong, 16 November 2015

Registered office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business:

Suites 1602-05
Chater House
8 Connaught Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon 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 Company's branch registrar 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.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The ordinary resolutions set out in this notice of extraordinary general meeting will be put to shareholders to vote taken by way of a poll.

As at the date of this notice, the board of directors of the Company 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