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POWER XINCHEN

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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 ANNUAL GENERAL MEETING
HELD ON 1 JUNE 2015**

<p>The Board is pleased to announce that all the ordinary resolutions proposed at the Annual General Meeting were duly passed by the Shareholders attending and voting at the Annual General Meeting by way of poll.</p>
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Reference is made to the circular issued by the Company dated 21 April 2015 (the “**Circular**”) in relation to, among other things, (i) notice of the Annual General Meeting; (ii) re-election of Directors; and (iii) general mandates to repurchase Shares and to issue new Shares. Unless the context requires otherwise, terms used herein shall have the same meanings as in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the ordinary resolutions proposed at the Annual General Meeting were duly passed by the Shareholders attending and voting at the Annual General Meeting by way of poll.

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

Ordinary resolutions proposed at the Annual General Meeting		FOR votes (%)	AGAINST votes (%)	Total number of votes
1.	To receive and consider the audited consolidated financial statements and the reports of Directors and auditors of the Company for the year ended 31 December 2014.	945,212,007 (100%)	0 (0%)	945,212,007
2.	(A) To re-elect Mr. Wang Jun as independent non-executive Director.	945,212,007 (100%)	0 (0%)	945,212,007
	(B) To re-elect Mr. Huang Haibo as independent non-executive Director.	945,212,007 (100%)	0 (0%)	945,212,007
	(C) To re-elect Mr. Wang Songlin as independent non-executive Director.	945,212,007 (100%)	0 (0%)	945,212,007
	(D) To authorise the Board to fix the remuneration of the Directors.	945,033,767 (99.981143%)	178,240 (0.018857%)	945,212,007
3.	To appoint Deloitte Touche Tohmatsu as auditors and to authorise the Board to fix their remuneration.	945,212,007 (100%)	0 (0%)	945,212,007
4.	(A) To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with new shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	873,042,115 (92.364687%)	72,169,892 (7.635313%)	945,212,007
	(B) To grant a general and unconditional mandate to the Directors to repurchase the Company's own shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	945,212,007 (100%)	0 (0%)	945,212,007
	(C) To extend the mandate granted under resolution No. 4(A) by including the number of Shares repurchased by the Company pursuant to resolution No. 4(B).	873,042,115 (92.364687%)	72,169,892 (7.635313%)	945,212,007

Accordingly, all the ordinary resolutions put forward at the Annual General Meeting were duly passed by the Shareholders attending and voting at the Annual 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 Annual General Meeting.

As at the date of the Annual General Meeting, the number of issued Shares of the Company was 1,287,407,794 Shares, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Annual General Meeting. None of the Shareholders were required under the Listing Rules to abstain from voting in favour of any of the resolutions proposed at the Annual General Meeting, or to abstain from voting. No Shareholders stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the Annual General Meeting.

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

Hong Kong, 1 June 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.