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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 25 MARCH 2015**

The board of directors (the “**Board**”) of Xincheng China Power Holdings Limited (the “**Company**”) is pleased to announce that the ordinary resolutions in relation to the Transaction Agreements and the Revised Annual Caps proposed at the extraordinary general meeting (the “**EGM**”) were duly passed by the Independent Shareholders attending and voting at the EGM by way of poll; and the ordinary resolution in relation to the re-election of Director proposed at the EGM was duly passed by the Shareholders attending and voting at the EGM by way of poll.

Reference is made to the circular issued by the Company dated 18 February 2015 (the “**Circular**”) in relation to, among other things, (i) further details of the Assets Transfer Agreement, the Raw Materials Supply Agreement, the Consulting Service and Technical Support Agreement and the Purchase Agreement on Finished Crankshaft and the transactions contemplated thereunder and the Revised Annual Caps, (ii) recommendations from the Independent Board Committee to the Independent Shareholders (iii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, and (iv) details in relation to the re-election of Director together with (v) a notice convening the EGM. Unless the context requires otherwise, terms used herein shall have the same meaning as in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that the ordinary resolutions in relation to the Transaction Agreements and the Revised Annual Caps proposed at the EGM were duly passed by the Independent Shareholders attending and voting at the EGM by way of poll; and the ordinary resolution in relation to the re-election of Director proposed at the EGM was duly passed by the Shareholders attending and voting at the EGM by way of poll.

Details of the poll results in respect of the ordinary resolutions proposed at the EGM are as follows:

Ordinary resolutions proposed at the EGM			FOR votes (%)	AGAINST votes (%)	Total number of votes
1.	(a)	the Assets Transfer Agreement, the Raw Materials Supply Agreement, the Consulting Service and Technical Support Agreement and the Purchase Agreement on Finished Crankshaft (the “ Transaction Agreements ”) (a copy of each which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) dated 21 January 2015 entered into between Mianyang Xincheng Engine Co., Ltd.* (綿陽新晨動力機械有限公司) (including its branches) (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 ”) including the revised annual caps for continuing connected transactions between Mianyang Xincheng and BBA and all transactions (including the Call Option pursuant to the Assets Transfer Agreement) contemplated thereunder be and hereby approved, ratified and confirmed; and	515,110,213 (100%)	0 (0%)	515,110,213

Ordinary resolutions proposed at the EGM		FOR votes (%)	AGAINST votes (%)	Total number of votes
	(b) any director of the Company (the “ Director ”) be and are hereby authorized to, for and on behalf of the Company to do all such things and exercise all powers which he considers necessary or desirable or expedient in connection with the Transaction Agreements 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.	515,110,213 (100%)	0 (0%)	515,110,213
2.	Mr. Tang Qiao be and is hereby re-elected as a Non-executive Director of the Company and the Board be authorised to fix the remuneration of Mr. Tang Qiao.	915,101,213 (99.999672%)	3,000 (0.000328%)	915,104,213

* for identification purposes only

Accordingly, the ordinary resolutions in relation to the Transaction Agreements and the Revised Annual Caps put forward at the EGM were duly passed by the Independent Shareholders attending and voting at the EGM by way of poll; and the ordinary resolution in relation to the re-election of Director put forward at the EGM was duly passed by the Shareholders attending and voting at the EGM 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 EGM.

As at the date of the EGM, the Company had 1,287,407,794 Shares in issue. In accordance with the Listing Rules, Brilliance China and its associates holding an aggregate of 400,000,000 Shares (representing approximately 31.07% 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 Transaction Agreements and the Revised Annual Caps at the EGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions in relation to the Transaction Agreements and the Revised Annual Caps at the EGM was 887,407,794 Shares (representing 68.93% of the entire issued share capital of the Company). Save as disclosed, none of the other Shareholders were required to abstain from voting at the EGM, and there were no Shares entitling the Shareholders to attend and vote only against the ordinary resolutions at the EGM.

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

Hong Kong, 25 March 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.