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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Xincheng China Power Holdings Limited (the “**Company**”) will be held at Gloucester Room, 2/F., Mandarin Oriental Hotel, 5 Connaught Road Central, Hong Kong on Wednesday, 25 March 2015 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, and if thought fit, pass the following resolutions as ordinary resolutions of the Company:

1. “**THAT:**

- (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

- (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.”
2. “**THAT** 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.”

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

Hong Kong, 18 February 2015

Notes:

- (1) The Hong Kong branch register of members of the Company will be closed from Monday, 23 March 2015 to Wednesday, 25 March 2015, both days inclusive, during which period no transfer of shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Wednesday, 25 March 2015 or their proxies or duly authorised corporate representatives are entitled to attend the meeting. In order to qualify for attending the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 March 2015.
- (2) Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him in accordance with the memorandum and articles of association of the Company. A proxy need not be a member of the Company.
- (3) To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and deposited at the Company’s branch share 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 for holding the meeting or any adjourned meeting thereof (as the case may be) at which the person named in such instrument proposes to vote.
- (4) A form of proxy for use at the EGM is enclosed herewith.

As at the date of this notice, 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*