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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)**

## **DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement (the “**Announcement**”) of the Company dated 21 January 2015 in relation to (1) the major transaction and connected transaction with BBA in relation to the acquisition of a crankshaft production line in Tiexi District, Shenyang City, (2) the major transaction and connected transaction with BBA in relation to the call option over the crankshaft production line, (3) the continuing connected transaction with BBA in relation to the lease related to the acquired crankshaft production line, (4) the continuing connected transactions with BBA in relation to consultancy services and supply and purchase arrangements related to the acquired crankshaft production line and (5) revisions of annual caps for continuing connected transactions with BBA. Capitalized terms used herein shall have the meaning ascribed to them in the Announcement unless stated otherwise.

As stated in the Announcement, a circular (the “**Circular**”) containing, among other things, (i) further details of the Transaction Agreements (except the Agreement on Operation Site) 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 together with (iv) a notice convening the extraordinary general meeting will be despatched within 15 Business Days after the date of the Announcement, that is, on or before 11 February 2015.

As additional time is required for the Company to finalize the contents of the Circular, it is expected that the despatch date of the Circular will be postponed to a date not later than 13 March 2015.

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

Hong Kong, 10 February 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.*