



香港交易所

Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) :** 30/09/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Xinchen China Power Holdings LimitedDate Submitted 02/10/2015**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 1148 Description : Ordinary

| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
|-------------------------------------|---------------------------|---------------------|---------------------------------------|
| Balance at close of preceding month | <u>8,000,000,000</u> | <u>0.01</u> | <u>80,000,000.00</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>8,000,000,000</u> | <u>0.01</u> | <u>80,000,000.00</u> |

(2) Stock code : _____ Description : _____

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|---------------------------|----------------------------------|---|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|-------------------------------------|--------------------------|--|---|
| Stock code : | Description : | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| | | | |
|-------------------------------------|--------------------------------|--|---|
| Stock code : | Description : | | |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

Total authorised share capital at the end of the month (*HK\$*) : 80,000,000.00

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | 1,287,407,794 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | (4,196,000) | N/A | N/A | N/A |
| Balance at close of the month | 1,283,211,794 | N/A | N/A | N/A |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share option scheme adopted by shareholders' resolutions on 25/04/2012 | | | | | | |
| Ordinary shares (Note 1) | Nil | Nil | Nil | Nil | Nil | 125,359,979 |
| 2. | | | | | | |
| (/ /) | | | | | | |
| shares (Note 1) | | | | | | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| shares (Note 1) | | | | | | |
| Total A. (Ordinary shares) | | | | | Nil | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | Nil | | | | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | | |
| 1. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 2. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total B. | | | | | (Ordinary shares) | N/A |
| | | | | | (Preference shares) | N/A |
| | | | | | (Other class) | N/A |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 2. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| Total C. (Ordinary shares) | | | | | N/A | |
| (Preference shares) | | | | | N/A | |
| (Other class) | | | | | N/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|---------------------------------|--|--|--|---|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 2. Open offer | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 3. Placing | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |
| 4. Bonus issue | | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | <u>N/A</u> | <u>N/A</u> |

For Main Board and GEM listed issuers

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------------------------|---|---|
| 5. Scrip dividend | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) <u>N/A</u> | <u>N/A</u> |
| 6. Repurchase of shares | | Class of shares repurchased <i>(Note 1)</i> Ordinary shares Cancellation date : (21/09/2015) (dd/mm/yyyy) EGM approval date: AGM approval date: (dd/mm/yyyy) (01/06/2015) <u>(4,196,000)</u> | <u>N/A</u> |
| 7. Redemption of shares | | Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) <u>N/A</u> | <u>N/A</u> |
| 8. Consideration issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) <u>N/A</u> | <u>N/A</u> |

For Main Board and GEM listed issuers

| | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
|----------------------------|--|--|--|--|---|------------|
| Type of Issue | | | | | | |
| 9. Capital reorganisation | Class of shares issuable _____ (Note 1) | | | | | |
| | Issue and allotment date : (dd/mm/yyyy) | | | (/ /) | | |
| | EGM approval date: (dd/mm/yyyy) | | | (/ /) | | |
| | | | | <u>N/A</u> | <u>N/A</u> | |
| 10. Other (Please specify) | At price : State currency _____ | Class of shares issuable _____ (Note 1) | | | | |
| | | Issue and allotment date : (dd/mm/yyyy) | | | (/ /) | |
| | | EGM approval date: (dd/mm/yyyy) | | | (/ /) | |
| | | | | | <u>N/A</u> | <u>N/A</u> |
| Total E. | | | | (Ordinary shares) | <u>(4,196,000)</u> | |
| | | | | (Preference shares) | <u>N/A</u> | |
| | | | | (Other class) | <u>N/A</u> | |

| | | |
|--|-----|-------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | (4,196,000) |
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

Remarks (if any):

Submitted by: Wu Xiao An (also known as Ng Siu On)

Title: Director
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*