

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

**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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Xinchen China Power Holdings Limited (the “**Company**”) will be held at Gloucester Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 25 August 2016 at 9:00 a.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT**

- (a) Mianyang Xinchen Engine Co., Ltd.\* (綿陽新晨動力機械有限公司) (“**Mianyang Xinchen**”) is hereby authorised to participate and bid at the Tender (as defined in the circular of the Company dated 27 July 2016 (the “**Circular**”), of which the notice convening this meeting forms part and a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) for the acquisition of the Properties (as defined in the Circular);
- (b) the Possible Acquisition (as defined in the Circular), if the bid by Mianyang Xinchen is successful, at a total consideration of up to approximately RMB264.26 million, being the maximum price which Mianyang Xinchen is willing to bid at the Tender for the Possible Acquisition and the transactions contemplated thereunder be and are hereby approved; and

- (c) the directors of the Mianyang Xincheng be and are hereby authorised to proceed with the Tender and, if the bid of Mianyang Xincheng is successful, completion of the Possible Acquisition and to exercise all the powers of Mianyang Xincheng and to do all things and acts and execute and deliver all documents, as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions in connection with the Tender and, if the bid is successful, the Possible Acquisition including, where necessary, affix the seal and company chop of Mianyang Xincheng on such documents.”

By order of the Board  
**Xincheng China Power Holdings Limited**  
**Ngai Ka Yan**  
*Company Secretary*

Hong Kong, 27 July 2016

*Registered office:*

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place of business:*

Suites 1602-05  
Chater House  
8 Connaught Road Central  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch 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 appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The ordinary resolution set out in this notice of extraordinary general meeting will be put to shareholders to vote taken by way of a poll.

*As at the date of this notice, the board of directors of the Company 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*