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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)

RESIGNATION AND APPOINTMENT OF DIRECTORS

The Board announces that with effect from 7 November 2016, Mr. Tang Qiao has resigned as a Non-executive Director of the Company and Mr. Yang Ming has been appointed as a Non-executive Director of the Company.

RESIGNATION OF MR. TANG QIAO AS NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Xincheng China Power Holdings Limited (the “**Company**”) announces that Mr. Tang Qiao (“**Mr. Tang**”) has resigned as a Non-executive Director with effect from 7 November 2016 due to his other business engagement.

A letter of resignation was signed by Mr. Tang who confirmed that he has no claim against the Company in respect of fees or in respect of compensation for loss of office. Mr. Tang also confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Tang for his valuable contribution to the Board during his tenure of office.

APPOINTMENT OF MR. YANG MING AS NON-EXECUTIVE DIRECTOR

The Board has approved the appointment of Mr. Yang Ming (“**Mr. Yang**”) as a Non-executive Director with effect from 7 November 2016.

Biographical details of Mr. Yang

Mr. Yang Ming (楊明), aged 48, has been serving as a committee member of Communist Party of China and vice president of Sichuan Yibin Pushi Group Co., Ltd.* (四川省宜賓普什集團有限公司) (“**Pushi Group**”), the chairman of Sichuan Yibin Pushi Dies Co., Ltd.* (四川省宜賓普什模具有限公司) (“**Pushi Dies**”) and the chairman and general manager of Chengdu Pushi Vehicle Dies Co., Ltd.* (成都普什汽車模具有限公司) since May 2016. From May 2014 to May 2016, Mr. Yang was a committee member of Communist Party of China and vice president of Pushi Group and the general manager and branch secretary of Communist Party of China of Pushi Dies. From December 2007 to May 2014, he was a committee member of Communist Party of China of Pushi Group and the general manager and branch secretary of Communist Party of China of Pushi Dies. From June 2006 to December 2007, he was a committee member of Communist Party of China of Pushi Group and the deputy general manager, chairman of the labour union and branch secretary of Communist Party of China of Pushi Dies. From July 2003 to December 2007, he was the deputy general manager, chairman of the labour union and branch secretary of Communist Party of China of Pushi Dies. From August 2002 to July 2003, Mr. Yang was the supervisor at the vehicle dies workshop of Pushi Dies. From July 1988 to August 2002, he worked at the tools factory of Chongqing Changan Machinery Factory* (重慶長安機械製造廠工具分廠) and the dies centre of Chongqing Changan Automobile Co., Ltd.* (重慶長安汽車股份責任公司模具中心). Mr. Yang graduated from the department of mechanical engineering in Beijing Institute of Technology, with a major in mechanical manufacturing process and automation, in July 1988. Save as disclosed above, Mr. Yang did not hold any major appointment or professional qualification or directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other positions with the Company and other members of the Company and/or its subsidiaries (the “**Group**”).

Terms of Office

Pursuant to the letter of appointment to be entered with the Company, Mr. Yang is appointed as a Non-executive Director for an initial term of three years commencing from his appointment date subject to termination by either party with written notice. Pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), Mr. Yang shall hold office until the next general meeting of the Company and, being eligible, offer himself for re-election and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company. Mr. Yang’s emoluments will be determined by the Board in the future with reference to the market conditions, the Group’s performance, his qualifications, experience, duties and responsibilities in the Group.

Save as disclosed above and as at the date hereof, Mr. Yang does not have any relationship with any Director, senior management of the Company or substantial or controlling shareholder (as defined in the Listing Rules), nor does he have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Yang confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in relation to his appointment.

The Board would like to extend a warm welcome to Mr. Yang for joining the Board.

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

Hong Kong, 7 November 2016

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. Liu Tongfu and Mr. Yang Ming; and four independent non-executive Directors, Mr. Chi Guohua, Mr. Wang Jun, Mr. Huang Haibo and Mr. Wang Songlin.

* *For identification purposes only*