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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)

RESIGNATION AND APPOINTMENT OF DIRECTORS

The Board announces that with effect from 12 September 2016, Mr. Qi Yumin has resigned as a Non-executive Director of the Company and Mr. Liu Tongfu has been appointed as a Non-executive Director of the Company.

RESIGNATION OF MR. QI YUMIN AS NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Xinchen China Power Holdings Limited (the “**Company**”) announces that Mr. Qi Yumin (“**Mr. Qi**”) has resigned as a Non-executive Director with effect from 12 September 2016 due to his other business engagement.

A letter of resignation was signed by Mr. Qi who confirmed that he has no claim against the Company in respect of fees or in respect of compensation for loss of office. Mr. Qi 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. Qi for his valuable contribution to the Board during his tenure of office.

APPOINTMENT OF MR. LIU TONGFU AS NON-EXECUTIVE DIRECTOR

The Board has approved the appointment of Mr. Liu Tongfu (“**Mr. Liu**”) as a Non-executive Director with effect from 12 September 2016.

Biographical details of Mr. Liu

Mr. Liu Tongfu (劉同富), aged 51, has been serving as director, executive vice president, member of the standing committee of the Communist Party of China and vice general manager of auto business unit of Huachen Automotive Group Holdings Company Limited (“**Huachen Automotive**”) since March 2016. From February to March 2016, he was the director, executive vice president and member of the standing committee of the Communist Party of China of Huachen Automotive. From December 2015 to February 2016, he was the vice president and member of the standing committee of the Communist Party of China of Huachen Automotive. From June 2011 to December 2015, he served as the vice president and member of the leading party group of Huachen Automotive. From February 2008 to June 2011, he acted as president assistant of Huachen Automotive. From December 2006 to February 2008, he acted as the vice general manager of Dahua Group Co., Ltd (大化集團有限責任公司). From August 1990 to December 2006, he held various positions in Dalian Heavy Industries Co., Ltd (大連重工集團有限公司), including assistant to general manager, head of development and planning department, and director of party office. Mr. Liu graduated from Department of Materials Engineering in Jilin College of Engineering (吉林工學院) with a major in metallic material in July 1986 and obtained a master’s degree in Metal Material and Heat Treatment from Department of Materials in Dalian University of Technology (大連理工大學) in August 1990. In July 1998, he was qualified as a senior engineer by the Personnel Department of Liaoning Province (遼寧省人事廳). Save as disclosed above, Mr. Liu 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. Liu 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. Liu 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. Liu’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. Liu 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. Liu 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. Liu 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, 12 September 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. Tang Qiao; and four independent non-executive Directors, Mr. Chi Guohua, Mr. Wang Jun, Mr. Huang Haibo and Mr. Wang Songlin.