
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

POWER XINCHEN

新 晨 动 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)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 313,400,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 31,340,000 Shares (subject to adjustment)
Number of International Placing Shares : 282,060,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price : Not more than HK\$2.80 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value : HK\$0.01 per Share
Stock code : 1148

Sole Sponsor

BofA Merrill Lynch

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

BofA Merrill Lynch

Deutsche Bank 

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in “Documents Delivered to the Registrar of Companies and Available for Inspection” in Appendix VI to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on or before Tuesday, March 5, 2013 or such later date as may be agreed between the Joint Global Coordinators (on behalf of the Underwriters) and us, but in any event, no later than Tuesday, March 12, 2013. The offer price will be not more than HK\$2.80 per Offer Share and is currently expected to be not less than HK\$2.20 per Offer Share unless otherwise announced. If, for any reason, the Joint Global Coordinators (on behalf of the Underwriters) and we are unable to reach an agreement on the Offer Price by Tuesday, March 12, 2013, the Global Offering will not proceed and will lapse.

The Joint Global Coordinators (for themselves and on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of such reduction will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.xinchenpower.com as soon as practicable but in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, or to, or for the account or benefit of U.S. persons, except that the Offer Shares may be offered, sold or delivered (i) within the United States in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A under the U.S. Securities Act or another exemption from registration under the U.S. Securities Act; and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this prospectus, in particular, the risk factors set out in “Risk Factors” in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in “Underwriting — Hong Kong Public Offering — Grounds for Termination” in this prospectus.

February 28, 2013