

---

## DEFINITIONS

---

*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in “Glossary of Technical Terms” in this prospectus.*

“Aerospace Mitsubishi”	Shenyang Aerospace Mitsubishi Motors Engine Manufacturing Co., Ltd.* (瀋陽航天三菱汽車發動機製造有限公司), a company incorporated on August 12, 1997 in the PRC, in which Brilliance China has an effective equity interest of 14.43%
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	<b>WHITE, YELLOW and GREEN</b> application form(s) relating to the Hong Kong Public Offering or, where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of the Company conditionally adopted on April 25, 2012 (as amended or supplemented from time to time)
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“BMW Brilliance Automotive”	BMW Brilliance Automotive Ltd. (華晨寶馬汽車有限公司) is a sino-foreign equity joint venture company incorporated in the PRC in 2003 and is owned as to 50% by Shenyang Jinbei Automotive Industry Holdings Co., Ltd.* (瀋陽金杯汽車工業控股有限公司), an indirect wholly-owned subsidiary of Brilliance China and 50% by BMW Holding B.V.
“Board of Directors” or “Board”	the board of directors of our Company
“Brilliance China”	Brilliance China Automotive Holdings Limited (華晨中國汽車控股有限公司*), a company incorporated on June 9, 1992 in Bermuda, whose shares are listed on the Main Board, and one of our Controlling Shareholders
“Brilliance China Group”	Brilliance China and its subsidiaries
“Brilliance Investment”	Brilliance Investment Holdings Limited (華晨投資控股有限公司), a company incorporated on February 28, 2011 in the BVI, a wholly-owned subsidiary of Brilliance China, and one of our Controlling Shareholders
“Business Day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate

---

## DEFINITIONS

---

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, CCASS Custodian Participant or CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this prospectus, references in this prospectus to the PRC or China do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“China Aerospace”	China Aerospace Motors Co., Ltd.* (中國航天汽車有限責任公司), a state-owned company established in the PRC and an independent third party
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and amended from time to time) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Company” or “our Company”	Xinchen China Power Holdings Limited (新晨中國動力控股有限公司), an exempted company incorporated on March 10, 2011 in the Cayman Islands with limited liability
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means Brilliance Investment, Brilliance China, Xinhua Investment, Xinhua Combustion Engine, Pushi Group and Wuliangye
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	the director(s) of our Company

---

## DEFINITIONS

---

“Dong Feng Motor Corporation”	Dong Feng Motor Corporation* (東風汽車公司), a state-owned enterprise legally incorporated in the PRC, which wholly owns Dongfeng Motors Engineering and is the parent company of Dongfeng Group
“Dongfeng”	Dongfeng Automobile Co., Ltd.* (東風汽車股份有限公司), a company incorporated on July 21, 1999 in the PRC
“Dongfeng Group”	Dongfeng and its subsidiaries
“Dongfeng JV”	Changzhou Dongfeng Xincheng Engine Co., Ltd.* (常州東風新晨動力機械有限公司), a joint venture incorporated on January 9, 2012 in the PRC and is owned as to 50% by Mianyang Xincheng and 50% by Dongfeng
“Dongfeng Motors Engineering”	Dong Feng Motors Engineering Co., Limited (東風汽車工程有限公司), a company incorporated on December 28, 1998 in Hong Kong, wholly-owned by Dong Feng Motor Corporation and one of our Shareholders
“FAW Jilin”	FAW Jilin Automobile Co., Ltd.* (一汽吉林汽車有限公司), a company incorporated in the PRC and an independent third party
“GAC Changfeng”	GAC Changfeng Motor Co., Ltd.* (廣汽長豐汽車股份有限公司), a company incorporated in the PRC and an independent third party
“Global Offering”	the Hong Kong Public Offering and the International Placing
“GREEN application form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries at the relevant point of time (including where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company)
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

---

## DEFINITIONS

---

“Hong Kong Offer Shares”	the 31,340,000 Shares (subject to adjustment as described in the section “Structure of the Global Offering” in this prospectus) being offered by our Company for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong (subject to adjustment as described in the section “Structure of the Global Offering” in this prospectus) at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this prospectus and the Application Forms, as further described in the paragraph “The Hong Kong Public Offering” under the section “Structure of the Global Offering” in this prospectus
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters listed in the paragraph “Underwriters — Hong Kong Underwriters” under the section “Underwriting” in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated February 27, 2013 relating to the Hong Kong Public Offering and entered into by, among others, the Joint Global Coordinators, the Hong Kong Underwriters and us, as further described in the paragraph “Hong Kong Public Offering” under the section “Underwriting” in this prospectus
“Huachen”	Huachen Automotive Group Holdings Company Limited* (華晨汽車集團控股有限公司), a state-owned company incorporated on September 16, 2002 in the PRC and a controlling shareholder of Brilliance China <sup>(1)</sup>
“Huachen Group”	Huachen and its subsidiaries
“independent third party(ies)”	individual(s) or company(ies) who is not connected with (within the meaning of the Listing Rules) any directors, chief executive or substantial shareholders of our Company, its subsidiaries or any of their respective associates
“International Placing”	the conditional placing by the International Underwriters of the International Placing Shares at the Offer Price outside the United States in accordance with Regulation S, and in the United States only to QIBs in reliance on Rule 144A or another available exemption from registration requirement of the U.S. Securities Act, as further described in the section “Structure of the Global Offering” in this prospectus

---

(1) Brilliance China is not a subsidiary of Huachen.

---

## DEFINITIONS

---

“International Placing Shares”	the 282,060,000 Shares being initially offered for subscription under the International Placing together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section “Structure of the Global Offering” in this prospectus
“International Placing Agreement”	the conditional placing agreement relating to the International Placing and to be entered into on or about the Price Determination Date by, among others, the Joint Global Coordinators, the International Underwriters and us, as further described in the paragraph “The International Placing” under the section “Structure of the Global Offering” in this prospectus
“International Underwriters”	the underwriters of the International Placing
“Joint Bookrunners” and “Joint Global Coordinators”	Merrill Lynch International and Deutsche Bank
“Joint Lead Managers”	Merrill Lynch and Deutsche Bank, for the purpose of the Hong Kong Public Offering, and Merrill Lynch International and Deutsche Bank, for the purpose of the International Placing
“Latest Practicable Date”	February 19, 2013, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Lead In”	Lead In Management Limited (領進管理有限公司), a company incorporated on May 18, 2011 in the BVI and is owned as to 50% by Mr. Wu Xiao An and 50% by Mr. Wang Yunxian, both of whom are our executive Directors
“Lead In Subscribed Shares”	being 93,999,794 Shares subscribed by Lead In at a consideration of HK\$101,681,967.73 on October 31, 2011, details of which are set out in “History and Reorganization — Incentive Scheme Established by Lead In” in this prospectus
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Wednesday, March 13, 2013, on which dealings in the Shares first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)

---

## DEFINITIONS

---

“Main Board”	the stock exchange operated by the Stock Exchange before the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the option market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Merrill Lynch”	Merrill Lynch Far East Limited
“Mianyang High-Tech Development Zone”	Mianyang National High and New Technology Industry Development Zone* (綿陽國家高新技術產業開發區)
“Mianyang Huarui”	Mianyang Huarui Automotive Company Limited* (綿陽華瑞汽車有限公司), a company incorporated on December 27, 2004 in the PRC and a wholly-owned subsidiary of Huachen
“Mianyang Huaxiang”	Mianyang Huaxiang Machinery Manufacturing Co., Ltd.* (綿陽華祥機械製造有限公司), a company incorporated on April 29, 2005 in the PRC and an indirect wholly-owned subsidiary of Huachen
“Mianyang Jianmen Real Estate”	Mianyang Jianmen Real Estate Development and Construction Co., Ltd.* (綿陽劍門房地產開發建設有限責任公司), a company incorporated on June 11, 1997 in the PRC and a wholly-owned subsidiary of Xinhua Combustion Engine
“Mianyang Ruian”	Mianyang Brilliance Ruian Automotive Components Co., Ltd.* (綿陽華晨瑞安汽車零部件有限公司), a company incorporated on July 3, 2000 in the PRC and a wholly-owned subsidiary of Brilliance China
“Mianyang Xincheng”	Mianyang Xincheng Engine Co., Ltd.* (綿陽新晨動力機械有限公司), a company incorporated on March 23, 1998 in the PRC and an indirect wholly-owned subsidiary of our Company
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“MST”	The Ministry of Science and Technology of the PRC (中華人民共和國科學技術部)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

---

## DEFINITIONS

---

“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offering, and at which the International Placing Shares are to be offered under the International Placing, to be determined as described in the paragraph “Pricing of the Global Offering” under the section “Structure of the Global Offering” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares
“Over-allotment Option”	the option to be granted by the Company to the International Underwriters exercisable by the Joint Global Coordinators on behalf of the International Underwriters under the International Placing Agreement, to require the Company to allot and issue up to 47,010,000 additional Shares at the Offer Price, to, among other things, cover over-allocations in the International Placing, if any
“PBOC”	The People’s Bank of China (中國人民銀行)
“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“Price Determination Date”	on or about Tuesday, March 5, 2013 (Hong Kong time) at which time the Offer Price is determined, or such later time as the Company and the Joint Global Coordinators (on behalf of the Underwriters) may agree, but in any event not later than Tuesday, March 12, 2013
“Pushi Group”	Sichuan Yibin Pushi Group Co., Ltd.* (四川省宜賓普什集團有限公司), a company incorporated on August 20, 1998 in the PRC and a holding company of Xinhua Engine Combustion, and one of our Controlling Shareholders
“QIB”	a qualified institutional buyer as defined in Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the companies now comprising our Group in preparation for the Listing, details of which are set out in “Statutory and General Information — Further information about our Companies and our Subsidiaries — Corporate Reorganization” in Appendix V to this prospectus
“RMB”	Renminbi, the lawful currency of the PRC

---

## DEFINITIONS

---

“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAIC”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“Share(s)”	ordinary share(s) in our Company with a nominal value of HK\$0.01 each
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on April 25, 2012 and amended and restated on February 8, 2013, the principal terms of which are summarized in “Statutory and General Information — Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of Shares
“Shenyang Jinbei”	Shenyang Brilliance JinBei Automobile Co., Ltd.* (瀋陽華晨金杯汽車有限公司), a company established on July 19, 1991 in the PRC, and a non-wholly-owned subsidiary of Brilliance China
“Shenyang Brilliance Power”	Shenyang Brilliance Power Train Machinery Co., Ltd.* (瀋陽華晨動力機械有限公司), a company established on December 13, 2004 in the PRC, and owned as to 51% by Huachen and 49% by Brilliance China
“Shenyang ChenFa”	Shenyang ChenFa Automobile Component Co., Ltd.* (瀋陽晨發汽車零部件有限公司), a company established on June 19, 2003 in the PRC, and owned as to 25% by Brilliance China and 75% by an independent third party
“Shenyang Xinguang Brilliance”	Shenyang Xinguang Brilliance Automobile Engine Co., Ltd.* (瀋陽新光華晨汽車發動機有限公司), a joint venture established on October 28, 1998 in the PRC, and owned as to 50% by Brilliance China and 50% by China Aerospace



---

## DEFINITIONS

---

“Sichuan Pushi”	Sichuan Yibin Pushi Automotive Components Co., Ltd.* (四川省宜賓普什汽車零部件有限公司), a company established on February 28, 2008 in the PRC and a wholly-owned subsidiary of Pushi Group
“Sole Sponsor”	Merrill Lynch Far East Limited
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between Merrill Lynch International and Brilliance Investment
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Southern State”	Southern State Investment Limited (南邦投資有限公司*), a company incorporated on September 30, 1997 in the BVI and a direct wholly-owned subsidiary of our Company
“Track Record Period”	the three years ended December 31, 2011 and the nine months ended September 30, 2012
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“ <b>White Form eIPO</b> ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“ <b>White Form eIPO</b> Service Provider”	Computershare Hong Kong Investor Services Limited
“Wuliangye”	Sichuan Province Yibin Wuliangye Group Co., Ltd.* (四川省宜賓五糧液集團有限公司), a state-owned company incorporated on August 19, 1997 in the PRC, a holding company of Pushi Group and one of our Controlling Shareholders
“Wuliangye Group”	Wuliangye and its subsidiaries
“Xiamen Golden Dragon”	Xiamen Golden Dragon Bus Co., Ltd.* (廈門金龍旅行車有限公司), a company incorporated in the PRC and an independent third party

---

## DEFINITIONS

---

“Xing Yuan Dong”	Shenyang XingYuanDong Automobile Component Co., Ltd.* (瀋陽興遠東汽車零部件有限公司), a company established on October 12, 1998 in the PRC and a wholly-owned subsidiary of Brilliance China
“Xinhua Combustion Engine”	Mianyang Xinhua Internal Combustion Engine Joint-stock Company Limited* (綿陽新華內燃機股份有限公司), a joint-stock company established on June 30, 1994 in the PRC and a direct non wholly-owned subsidiary of Pushi Group, and one of our Controlling Shareholders
“Xinhua Investment”	Xinhua Investment Holdings Limited (新華投資控股有限公司), a company incorporated on May 19, 2011 in the BVI, a wholly-owned subsidiary of Xinhua Combustion Engine and one of our Controlling Shareholders
“Zhengzhou Nissan”	Zhengzhou Nissan Automobile Co., Ltd.* (鄭州日產汽車有限公司), a company established in the PRC and an independent third party

The terms “associate”, “connected person”, “connected transaction” and “subsidiary” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

The names of PRC laws, regulations, governmental authorities, institutions, and of companies or entities marked with an asterisk(\*) included in this prospectus are translations of their Chinese names or vice versa and are included for identification purposes only. In the event of inconsistency, the Chinese versions shall prevail.

The Chinese names of some of the companies incorporated outside the PRC marked with an asterisk (\*) included in this prospectus are translations of their English names and are included for identification purposes only.

The term “on an entity basis” shall mean on the basis of a single entity when referring to that entity; the term “on a group basis” shall mean on the basis of including all the relevant subsidiaries or holding companies or fellow subsidiaries of any such holding company when referring to that entity.