

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares. Potential investors should read the prospectus dated June 17, 2011 (the “Prospectus”) issued by Xing Yuan Power Holdings Company Limited (the “Company”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, 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 announcement.

Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.

Xing Yuan Power Holdings Company Limited
興源動力控股有限公司
(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares : 260,000,000 Shares (comprising 200,000,000 new Shares and 60,000,000 Sale Shares, subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares : 26,000,000 Shares (subject to adjustment)
Number of International Offer Shares : 234,000,000 Shares (comprising 174,000,000 new Shares and 60,000,000 Sale Shares, subject to adjustment and the Over-allotment Option)
Offer Price : Not more than HK\$3.62 per Offer Share (payable in full on application in Hong Kong dollar, plus a brokerage of 1.0%, a SFC transaction levy of 0.003% and a Hong Kong Stock Exchange trading fee of 0.005% and subject to refund)
Nominal value : US\$0.01 per Share
Stock code : 01156

Sole Sponsor, Sole Global Coordinator and Sole Bookrunner



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to Global Offering, comprising 200,000,000 new Shares to be offered by the Company and 60,000,000 Sale Shares to be offered by the Selling Shareholder, the Capitalization Issue and any additional Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option and options which may be granted under the Share Option Scheme. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

Applications of the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Hong Kong Public Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who wish to have the Hong Kong Public Offer Shares allotted in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant's stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, June 17 2011 until 12:00 noon on Wednesday, June 22 2011, from the following locations:

1. UBS AG, Hong Kong Branch, 52nd Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong

2. Any of the following branches and sub-branches of Bank of China (Hong Kong) Limited:

District	Branch name	Branch address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
Kowloon	Kwun Tong Branch	20-24 Yue Man Square, Kwun Tong
	Mong Kok (President Commercial Centre) Branch	608 Nathan Road, Mong Kok
New Territories	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II
	Tai Po Branch	68-70 Po Heung Street, Tai Po Market

Any of the following branches and sub-branches of Bank of Communications Co., Ltd. Hong Kong Branch:

District	Branch name	Branch address
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Bldg, 125A Des Voeux Road C., Central
	Wanchai Sub-Branch	G/F., 32-34 Johnston Road Wan Chai
Kowloon	Cheung Sha Wan Plaza Sub-Branch	Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, June 17 2011 until 12:00 noon on Wednesday, June 22 2011 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

Applicants applying by **HK eIPO White Form** service may submit applications to the **HK eIPO White Form** Service Provider through the designated website **www.hkeipo.hk** from 9:00 a.m. on Friday, June 17 2011 until 11:30 a.m. on Wednesday, June 22 2011 (or such later time as described under the section headed “How to Apply for Hong Kong Public Offer Shares — Effect of bad weather on the opening of the application lists” in the Prospectus) (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, June 17 2011 until 12:00 noon on Wednesday, June 22 2011.

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Public Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

The Company expects to announce the final Offer Price, the indication of level of interest in the International Offer, level of applications and basis of allocation of the Hong Kong Public Offer Shares under the Hong Kong Public Offer on Monday, June 27 2011, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company’s website at **www.xingyuanpower.com** and the website of the Stock Exchange at **www.hkexnews.hk**. Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offer will be available through a variety of channels from Monday, June 27 2011.

Dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, June 28 2011. The Shares will be traded in board lots of 1,000 Shares each. The Company will not issue any receipts for sum paid on application or any temporary document of title.

By order of the Board
Xing Yuan Power Holdings Company Limited
Li Zuoyuan
Chairman

Hong Kong, June 17, 2011

As at the date of this announcement, the executive Directors are Mr. Li Zuoyuan, Ms. Xu Nengchen, Mr. Luo Huibin, Mr. Zhang Yu, Mr. Fan Xiao and Ms. Huang Fei; and the independent non-executive Directors are Mr. Sun Hongjun, Mr. Guo Miao and Mr. Cheung Wai Hung, Boswell.