

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.*

**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)*

**(Stock Code: 1148)**

**RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 25 AUGUST 2016**

The Board is pleased to announce that all the ordinary resolutions proposed at the Extraordinary General Meeting were duly passed by the Independent Shareholders attending and voting at the Extraordinary General Meeting by way of poll.

Reference is made to the circular issued by the Company dated 27 July 2016 (the “**Circular**”) in relation to, among other things, (1) further details of the Possible Acquisition; (2) the valuation report of the Properties; (3) a letter from the Independent Board Committee to the Independent Shareholders, setting out its recommendations in connection with the Possible Acquisition; (4) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in connection with the Possible Acquisition; and (5) the notice of the Extraordinary General Meeting. Unless the context requires otherwise, terms used herein shall have the same meanings as in the Circular.

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that all the ordinary resolutions proposed at the Extraordinary General Meeting were duly passed by the Independent Shareholders attending and voting at the Extraordinary General Meeting by way of poll.

Details of the poll results in respect of the ordinary resolutions proposed at the Extraordinary General Meeting are as follows:

Ordinary resolutions proposed at the Extraordinary General Meeting		FOR votes (%)	AGAINST votes (%)	Total number of votes
(a)	Mianyang Xincheng Engine Co., Ltd.* (綿陽新晨動力機械有限公司) (“ <b>Mianyang Xincheng</b> ”) is hereby authorised to participate and bid at the Tender, of which the notice convening this meeting forms part and a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification for the acquisition of the Properties;	582,045,529 (100%)	0 (0%)	582,045,529
(b)	the Possible Acquisition, if the bid by Mianyang Xincheng is successful, at a total consideration of up to approximately RMB264.26 million, being the maximum price which Mianyang Xincheng is willing to bid at the Tender for the Possible Acquisition and the transactions contemplated thereunder be and are hereby approved; and	582,045,529 (100%)	0 (0%)	582,045,529
(c)	the directors of the Mianyang Xincheng be and are hereby authorised to proceed with the Tender and, if the bid of Mianyang Xincheng is successful, completion of the Possible Acquisition and to exercise all the powers of Mianyang Xincheng and to do all things and acts and execute and deliver all documents, as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions in connection with the Tender and, if the bid is successful, the Possible Acquisition including, where necessary, affix the seal and company chop of Mianyang Xincheng on such documents.	582,045,529 (100%)	0 (0%)	582,045,529

Accordingly, all the ordinary resolutions put forward at the Extraordinary General Meeting were duly passed by the Independent Shareholders attending and voting at the Extraordinary General Meeting by way of poll.

The Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the Extraordinary General Meeting.

As at the date of the Extraordinary General Meeting, the Company had 1,282,211,794 Shares in issue. In accordance with the Listing Rules, Wuliangye and its associates holding an aggregate of 400,000,000 Shares (representing approximately 31.20% of the entire issued share capital of the Company) were required to abstain from voting and had abstained from voting on the ordinary resolutions at the Extraordinary General Meeting.

As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions at the Extraordinary General Meeting was 882,211,794 Shares (representing approximately 68.80% of the entire issued share capital of the Company).

Save as disclosed, none of the Shareholders were required to abstain from voting at the Extraordinary General Meeting, and there were no Shares entitling the Shareholders to attend and vote only against the ordinary resolutions at the Extraordinary General Meeting.

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

Hong Kong, 25 August 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. Qi Yumin and Mr. Tang Qiao; and four independent non-executive Directors, Mr. Chi Guohua, Mr. Wang Jun, Mr. Huang Haibo and Mr. Wang Songlin.*

\* *For identification purposes only*