

POWER XINCHEN

新 晨 動 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)

Proxy form for use at the Extraordinary General Meeting or any adjournment thereof

I/We¹ _____
of _____
being the holder(s) of _____² shares with a par value of HK\$0.01 each in the capital of Xincheng China Power Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³ or _____
of _____
as my/our proxy to act for me/us at the Extraordinary General Meeting of the Company (the “Meeting”) to be held at Victoria Room, 2nd Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 12 August 2022 at 9:00 a.m. or any adjournment thereof, and in particular (but without limitation) at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice convening the said Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION [#]		FOR ⁴	AGAINST ⁴
(a)	The asset purchase agreement (資產購買協議)(the “Original AP Agreement”) (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) dated 25 May 2022 and entered into between Mianyang Xincheng Engine Co., Ltd.* (綿陽新晨動力機械有限公司)(an indirect wholly-owned subsidiary of the Company) (“Mianyang Xincheng”), Xincheng Engine (Shenyang) Co., Limited* (新晨動力機械(瀋陽)有限公司)(an indirect wholly-owned subsidiary of the Company) (“Shenyang Xincheng”) and Mianyang Xincheng Engine Co., Ltd. Shenyang Branch* (綿陽新晨動力機械有限公司瀋陽分公司)(the branch company of Mianyang Xincheng) (“Mianyang Xincheng (Shenyang Branch)”, together with Mianyang Xincheng and Shenyang Xincheng, the “Sellers”) as vendors and BMW Brilliance Automotive Ltd.* (華晨寶馬汽車有限公司)(“BBA”) as purchaser in relation to, among others, the disposal by the Sellers to BBA of the production facilities owned by the Sellers relating to the production of crankshaft and connecting rod (the “Disposed Assets”), together with the transactions contemplated thereunder, be and are hereby approved;		
(b)	the supplementary agreement to asset purchase agreement (資產購買協議之補充協議)(the “Supplementary Agreement”) (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of this meeting for the purpose of identification) dated 25 May 2022 and entered into between the Sellers and BBA, which is supplementary to the Original AP Agreement, together with the transactions contemplated thereunder, be and are hereby approved;		
(c)	the equipment lease agreement (設備租賃協議)(the “Lease Agreement”) (a copy of which has been produced to this meeting marked “C” and initialled by the chairman of this meeting for the purpose of identification) dated 25 May 2022 and entered into between BBA as lessor and Shenyang Xincheng as lessee in relation to the lease of the Disposed Assets, together with the transactions contemplated thereunder, be and are hereby approved; and		
(d)	any director of the Company (the “Director”) be and are hereby authorized, for and on behalf of the Company, to do all such things and exercise all powers which he considers necessary or desirable or expedient in connection with the Original AP Agreement, the Supplementary Agreement, the Lease Agreement or otherwise in connection with the implementation of the transactions contemplated thereunder, including without limitation the execution, amendment, supplement, delivery, waiver, submission and implementation of the Original AP Agreement, the Supplementary Agreement and the Lease Agreement and any further documents or agreements, and any Director and the company secretary of the Company or two Directors be authorised to affix the common seal of the Company (if required) on any document or deed as they consider appropriate.		

[#] The full text of the resolution appears in the notice of the Extraordinary General Meeting of the Company dated 26 July 2022 which is included in the circular despatched to the shareholders of the Company.

Signature⁵ _____

Dated _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) THE BOX MARKED “FOR” THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) THE BOX MARKED “AGAINST” THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. On a poll, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting except that persons appointed by a clearing house as a proxy will be able to vote on a show of hands and on poll.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the branch registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- In case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish and in such event, this form of proxy will be deemed to be revoked.
- The resolution will be put to shareholders to vote taken by way of a poll.

⁵ For identification purposes only