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POWER XINCHEN

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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 20 JUNE 2024**

AND

**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular issued by the Company dated 24 April 2024 (the “**Circular**”) in relation to (i) notice of the Annual General Meeting; (ii) re-election of Directors; and (iii) general mandates to repurchase Shares and to issue new Shares. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Circular.

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

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

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

Ordinary resolutions proposed at the Annual General Meeting		FOR votes (%)	AGAINST votes (%)	Total number of votes
1.	To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 December 2023.	835,106,090 (99.999641%)	3,000 (0.000359%)	835,109,090
2.	(A) To re-elect Mr. Deng Han as executive director.	835,106,090 (99.999641%)	3,000 (0.000359%)	835,109,090
	(B) To re-elect Mr. Chi Guohua as independent non-executive director.	835,106,090 (99.999641%)	3,000 (0.000359%)	835,109,090
	(C) To re-elect Mr. Wang Jun as independent non-executive director.	835,106,090 (99.999641%)	3,000 (0.000359%)	835,109,090
	(D) To authorise the board of directors to fix the remuneration of the directors.	835,106,090 (99.999641%)	3,000 (0.000359%)	835,109,090
3.	To appoint Grant Thornton Hong Kong Limited as auditors and to authorise the board of directors to fix their remuneration.	835,106,090 (99.999641%)	3,000 (0.000359%)	835,109,090
4.	(A) To grant a general and unconditional mandate to the directors to allot, issue and otherwise deal with new shares of the Company not exceeding 20 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution.	834,294,090 (99.902408%)	815,000 (0.097592%)	835,109,090
	(B) To grant a general and unconditional mandate to the directors to repurchase the Company's own shares not exceeding 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution.	835,109,090 (100%)	0 (0%)	835,109,090
	(C) To extend the mandate granted under resolution no. 4(A) by including the number of shares repurchased by the Company pursuant to resolution no. 4(B).	834,297,090 (99.902767%)	812,000 (0.097233%)	835,109,090

Accordingly, all the ordinary resolutions put forward at the Annual General Meeting were duly passed by the Shareholders attending and voting at the Annual 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 Annual General Meeting. All Directors attended the Annual General Meeting.

As at the date of the Annual General Meeting, the Company had 1,282,211,794 Shares in issue, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Annual General Meeting. None of the Shareholders were required under the Listing Rules to abstain from voting in favour of any of the resolutions proposed at the Annual General Meeting, or to abstain from voting. No Shareholders had stated any intention in the Circular to vote against, or to abstain from voting on, any of the resolutions proposed at the Annual General Meeting.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that Mr. Huang Haibo ("**Mr. Huang**"), who retired and did not offer himself for re-election as Director at the Annual General Meeting, ceased to be an independent non-executive Director with effect from the conclusion of the Annual General Meeting.

Following the retirement of Mr. Huang, he also ceased to be the chairman of the remuneration committee of the Board, and a member of each of the audit committee and the nomination committee of the Board, with effect from the conclusion of the Annual General Meeting.

The Board has resolved to appoint Ms. Dong Yan, an independent non-executive Director, as the chairman of the remuneration committee of the Board, and a member of each of the audit committee and the nomination committee of the Board, with effect from the conclusion of the Annual General Meeting.

Mr. Huang has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Huang for his valuable contribution to the Board during his tenure of office.

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

Hong Kong, 20 June 2024

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. Deng Han (Chief Executive Officer); two non-executive Directors, Mr. Han Song and Mr. Yang Ming; and three independent non-executive Directors, Mr. Chi Guohua, Mr. Wang Jun and Ms. Dong Yan.