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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**EGM**") of Xinchen China Power Holdings Limited (the "**Company**") will be held at Conference Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 20 January 2026 at 10:00 a.m. for the following purposes of considering, and if thought fit, passing the following resolution with or without amendments, as ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular dated 31 December 2025 issued by the Company (the"**Circular**").

ORDINARY RESOLUTION

"**THAT**:

(a) the equity acquisition agreement dated 16 October 2025 entered into by 綿陽新晨動力機械有限公司 (Mianyang Xinchen Engine Co., Ltd.*), as the purchaser, the Company, as the subscriber, 山西蘭田實業集團有限公司 (Shanxi Lantian Industrial Group Co., Ltd.*), as the vendor, and 中航蘭田裝備製造有限公司 (Zhonghang Lantian Equipment Manufacturing Co., Ltd.*), as the target company, in relation to, the Transaction (as defined in the circular of the Company dated 31 December 2025) (the "**Equity Acquisition Agreement**") (a copy of which marked "A" is produced to the EGM and initialled by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder (including the Transaction), be and are hereby ratified, confirmed and approved; and

(b) any one Director be and is hereby authorised on behalf of the Company to do all such acts and things and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director may in his sole opinion and absolute discretion consider necessary, appropriate or desirable to implement or give effect to or in connection with the Equity Acquisition Agreement and the transactions contemplated thereunder."

By order of the board of directors
Xinchen China Power Holdings Limited
Ngai Ka Yan
Company Secretary

Hong Kong, 31 December 2025

Head office and principal place of business in Hong Kong:
Unit 3303, 33rd Floor
The Henderson
2 Murray Road, Central
Hong Kong

Registered office:
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

* *for identification purposes only*

Notes:

1. Any member of the Company entitled to attend and vote at the EGM may appoint another person as his/her/its proxy to attend and to vote instead of him/her/it. A proxy need not be a member of the Company.

2. All resolutions at the EGM will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

3. Where there are joint registered holders of any share of the Company, any one such person may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the EGM 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.

4. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

5. A proxy form for use at the EGM is despatched to the Shareholders together with a copy of this notice.

6. The register of members of the Company will be closed from Thursday, 15 January 2026 to Tuesday, 20 January 2026 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 14 January 2026.

As at the date of this notice, the Board comprises two executive Directors, Mr. Zhang Wei (Chairman) and Mr. Deng Han (Chief Executive Officer); one non-executive Director, Mr. Yang Ming; and three independent non-executive Directors, Mr. Chi Guohua, Mr. Wang Jun, and Ms. Dong Yan.