

# POWER XINCHEN

## 新 農 動 力

### XINCHEN CHINA POWER HOLDINGS LIMITED

#### 新農中國動力控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

#### GLOBAL OFFERING 全球發售

Number of Offer Shares under the Global Offering : 313,400,000 Shares (subject to the Over-allotment Option)  
Number of Hong Kong Offer Shares : 31,340,000 Shares (subject to adjustment)  
Number of the International Placing Shares : 282,060,000 Shares (subject to adjustment and the Over-allotment Option)  
Offer Price : Not more than HK\$2.80 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)  
Nominal value : HK\$0.01 per Share  
Stock code : 1148

全球發售的發售股份數目 : 313,400,000股(或會因行使超額配股權而更改)  
香港發售股份數目 : 31,340,000股(或會調整)  
國際配售股份數目 : 282,060,000股(或會調整及因行使超額配股權而更改)  
發售價 : 不超過每股發售股份2.80港元，另加1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費(須於申請時以港元繳足，最終定價後多繳股款可予退還)  
面值 : 每股0.01港元  
股份代號 : 1148

Please read carefully the prospectus of Xincheng China Power Holdings Limited (the "Company") dated Thursday, February 28, 2013 (the "Prospectus") (in particular, the section "How to apply for Hong Kong Offer Shares" in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus together with any supplement thereto have the same meanings when used in this Application Form unless defined herein.

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 Application Form, 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 this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in "Appendix VI — Documents Delivered to the Registrar of Companies and Available for Inspection" in the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance of Hong Kong. The Securities and Futures Commission (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed "Personal data" in the section "How to apply for Hong Kong Offer Shares" in the Prospectus which sets out the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

To: Xincheng China Power Holdings Limited  
Merrill Lynch Far East Limited  
Deutsche Bank AG, Hong Kong Branch  
The Hong Kong Underwriters

在填寫本申請表格前，請仔細閱讀新農中國動力控股有限公司(「本公司」)於2013年2月28日(星期四)刊發的招股書(「招股書」)(尤其是招股書「如何申請香港發售股份」一節)及刊於本申請表格背面的指引。除另有說明外，本申請表格所使用詞彙與招股書連同其任何增補所界定者具相同涵義。

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示不會就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本申請表格連同白色及黃色申請表格、招股書及招股書附錄六—送呈公司註冊處及於備查文件內「送呈公司註冊處文件」一段所列的其他文件，已遵照香港公司條例第342C條的規定，於香港公司註冊處註冊。證券及期貨事務監察委員會(「證監會」)和香港公司註冊處對此等文件的內容概不負責。

敬請閣下留意招股書「如何申請香港發售股份」一節內的「個人資料」一段，當中載有本公司及本公司的香港證券登記處有關個人資料及遵守個人資料(私隱)條例的政策及實際應用條文。

致：新農中國動力控股有限公司  
美林遠東有限公司  
德意志銀行股份有限公司香港分行  
香港包銷商

I We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for White Form eIPO Applications submitted via Banks/Stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our White Form eIPO services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

我們確認已(i)遵照電子公開發售指引及透過銀行/股票經紀遞交白表eIPO申請的運作程序以及我們就香港公開發售提供白表eIPO服務的所有適用法例及規則(無論法定與否);及(ii)閱讀招股書及本申請表格所載的條款和條件及申請手續，並同意受其約束。為代表與本申請有關的相關申請人作出申請，我們：

- apply for the number of Hong Kong Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum of Association and the Articles of Association;
- enclose payment in full for the Hong Kong Offer Shares applied for, including 1% brokerage, 0.003% SFC transaction levy and 0.005% Stock Exchange trading fee;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- understand that these declarations and representations will be relied upon by the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters in deciding whether or not to make any allotment of Hong Kong Offer Shares in response to this application;
- authorise the Company to place the name(s) of the underlying applicant(s) on the register of members of the Company as the holder(s) of any Hong Kong Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form) to send any share certificate(s) by ordinary post at that underlying applicant's own risk to the address stated on this Application Form in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- request that any e-Refund payment instructions be despatched to the application payment account where the applicants had paid the application monies from a single bank account;
- request that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies;
- confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and agrees to be bound by them;
- represent, warrant and undertake that the allotment of or application for the Hong Kong Offer Shares to the underlying applicant or by underlying applicant or for whose benefit this application is made would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

- 按招股書及本申請表格所載條款及條件，並在遵守組織章程大綱及組織章程細則的情況下，申請以下數目的香港發售股份；
- 隨附申請香港發售股份所需的全數款項(包括1%經紀佣金、0.003%證監會交易徵費及0.005%聯交所交易費)；
- 確認相關申請人已承諾及同意接納根據本申請所申請的香港發售股份，或任何較少數目的香港發售股份；
- 明白 貴公司、獨家保薦人、聯席全球協調人、聯席牽頭經辦人、聯席牽頭經辦人及包銷商將依賴此等聲明及陳述，以決定是否就本申請配發香港發售股份；
- 授權 貴公司將相關申請人的姓名/名稱列入 貴公司股東名冊內，作為配發予彼等的香港發售股份的持有人，並(在本申請表格所載條款及條件的規限下)根據本申請表格及招股書所載程序按本申請表格上所示地址以普通郵遞方式寄發股票，郵誤風險概由相關申請人自行承擔；
- 要求把電子退款指示發送到申請人以單一銀行賬戶繳交申請股款的付款賬戶；
- 要求以多個銀行賬戶繳交申請股款之申請人的退款支票以相關申請人為抬頭人；
- 確認各相關申請人已細閱本申請表格及招股書所載條款及條件以及申請手續，並同意受其約束；
- 聲明、保證及承諾向相關申請人或由相關申請人或為其利益而提出本申請的人士配發或由該等人士申請香港發售股份，不會引致 貴公司須遵從香港以外任何地區的法例或規例的任何規定(不論是否具有法律效力)；及
- 同意本申請、申請獲接納及因而產生的合約，均受香港法例管轄，並按其詮釋。

Signature 簽名 : \_\_\_\_\_

Name of applicant 申請人姓名/名稱 : \_\_\_\_\_

Date 日期 : \_\_\_\_\_

Capacity 身份 : \_\_\_\_\_

2 We, on behalf of the underlying applicants, offer to purchase 我們(代表相關申請人)提出認購

Total number of Shares 股份總數 \_\_\_\_\_

Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the underlying applicants, Total number of Shares read-only CD-ROM submitted with this Application Form. 股香港發售股份(代表相關申請人，其詳細資料載於連同本申請表格遞交的相關申請人及股份總數唯讀光碟內)。

3 A total of 隨附合共 \_\_\_\_\_ cheque(s) 張支票

are enclosed for a total sum of 其總金額為 \_\_\_\_\_ HK\$ 港元

Cheque numbers 支票號碼 \_\_\_\_\_

4 Please use BLOCK letters 請用正楷填寫

Name of White Form eIPO Service Provider 白表eIPO服務供應商名稱		White Form eIPO Service Provider ID 白表eIPO服務供應商編號	
Chinese Name 中文名稱			
Name of contact person 聯絡人士姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼	
Address 地址	<b>For Broker use 此欄供經紀填寫</b> Lodged by 申請由以下經紀遞交		
	Broker No. 經紀號碼		
	Broker's Chop 經紀印章		

For Bank use 此欄供銀行填寫

# Hong Kong Public Offering — White Form eIPO Service Provider Application Form 香港公開發售 — 白表eIPO 服務供應商申請表格

Please use this Application Form if you are a White Form eIPO Service Provider and are applying for Hong Kong Offer Shares on behalf of underlying applicants.  
倘閣下為白表eIPO 服務供應商，並代表相關申請人申請認購香港發售股份，請使用本申請表格。

## GUIDE TO COMPLETING THIS APPLICATION FORM

References to boxes below are to the numbered boxes on the Application Form.

- 1 Sign and date the Application Form in Box 1. Only a written signature will be accepted.**  
The name and the representative capacity of the signatory should also be stated.

To apply for Hong Kong Offer Shares using this Application Form, you must be named in the list of **White Form eIPO Service Providers** who may provide **White Form eIPO** services in relation to the Hong Kong Public Offering, which was released by the Securities and Futures Commission.

- 2 Put in Box 2 (in figures) the total number of Hong Kong Offer Shares for which you wish to apply on behalf of the underlying applicants.**  
Applicant details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

- 3 Complete your payment details in Box 3.**  
You must state in this box the number of cheque(s) you are enclosing together with this Application Form; and you must state on the reverse of each of those cheque(s) (i) your **White Form eIPO Service Provider ID** and (ii) the file number of the data file containing application details of the underlying applicant(s).

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Hong Kong Offer Shares applied for in Box 2.

All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

For payments by cheque, the cheque must:

- be in Hong Kong dollars;
- be drawn on a Hong Kong dollar bank account in Hong Kong;
- show your (or your nominee's) account name;
- be made payable to "**HSBC Nominees (Hong Kong) Limited — Xinchen Power Public Offer**";
- be crossed "Account Payee Only";
- not be post dated; and
- be signed by the authorised signatories of the **White Form eIPO Service Provider**.

Your application may be rejected if any of these requirements is not met or if the cheque is dishonoured on its first presentation.

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company and the Joint Global Coordinators have full discretion to reject any applications in the case of discrepancies.

No receipt will be issued for sums paid on application.

- 4 Insert your details in Box 4 (using BLOCK letters).**  
You should write your name, **White Form eIPO Service Provider ID** and address in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

## PERSONAL DATA

### Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (the "Ordinance") came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of Hong Kong Offer Shares of the policies and practices of the Company, and the Company's Hong Kong Share Registrar in relation to personal data and the Ordinance.

- 1 Reasons for the collection of your personal data**  
From time to time it is necessary for applicants for Hong Kong Offer Shares to supply their latest correct personal data to the Company and the Company's Hong Kong Share Registrar when applying for Hong Kong Offer Shares or transferring Hong Kong Offer Shares into or out of their names or in procuring the services of the Company's Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for the Hong Kong Offer Shares being delayed or your application may not be considered. It may also prevent or delay registration or transfer of the Hong Kong Offer Shares which you have successfully applied for and/or the despatch of share certificate, and/or the despatch of e-Refund payment instructions, and/or the despatch of refund cheque to which you are entitled.

It is important that applicants inform the Company, and the Company's Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

- 2 Purposes**  
The personal data of the applicants may be used, held and/or stored (by whatever means) for the following purposes:

- processing your application and e-Refund payment instructions/refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in the Prospectus and the Application Form and announcing results of allocations of the Hong Kong Offer Shares;
- registering new issues or transfers into or out of the names of holders of Shares including, where applicable, in the name of HKSCC Nominees Limited;
- maintaining or updating the registers of members of the Company;
- conducting or assisting to conduct signature verifications, any verification or exchange of information;
- establishing entitlements of holders of Hong Kong Offer Shares of the Company, such as distributions and notices;
- distributing communications from or on behalf of the Company or/and its subsidiaries;
- compiling statistical information and investor profiles;
- enabling compliance with all applicable laws, rules and regulations (whether statutory or otherwise) in Hong Kong or elsewhere;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or enable the Company, and the Hong Kong Share Registrar to discharge their obligations to holders of Hong Kong Offer Shares and/or regulators and/or any other purposes to which the holders of Hong Kong Offer Shares may from time to time agree.

- 3 Transfer of personal data**  
Personal data (including Hong Kong Identity Card details) held by the Company and the Hong Kong Share Registrar relating to the applicants and the holders of Hong Kong Offer Shares will be kept confidential but the Company, and the Hong Kong Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain or transfer (whether within or outside Hong Kong) the personal data of the applicants and the holders of Hong Kong Offer Shares to, from or with any and all of the following persons and entities:

- the Company, or its appointed agents such as financial advisors, receiving bankers;
- where applicants for Hong Kong Offer Shares request deposit into CCASS, to HKSCC and HKSCC Nominees Limited, who will use the personal data for the purposes of operating CCASS;
- any broker whose company chop or other identification number has been placed on the Application Form;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company, or the Hong Kong Share Registrar in connection with the operation of their respective businesses;
- the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies in Hong Kong or elsewhere; and
- any other persons or institutions with which the holders of Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers.

- 4 Access and correction of personal data**  
The Ordinance provides the applicants with rights to ascertain whether the Company or the Hong Kong Share Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company, and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and kinds of data held should be addressed to the Company for the attention of the company secretary or the Hong Kong Share Registrar for the attention of the Privacy Compliance Officer.

By signing this Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

## 填寫本申請表格的指引

下列號碼指申請表格中各欄的編號。

- 1 在申請表格欄1簽署及填上日期。只接受親筆簽名。**  
簽署人的姓名／名稱及代表身份亦必須註明。

使用本申請表格申請香港發售股份，閣下必須為名列證券及期貨事務監察委員會公佈的白表eIPO服務供應商名單內可以就香港公開發售提供白表eIPO服務的人士。

- 2 在欄2填上 閣下欲代表相關申請人申請認購的香港發售股份總數(以數字填寫)。**

閣下代表相關申請人作出申請的申請人資料必須載於連同本申請表格遞交的唯一光碟格式的資料檔案。

- 3 在欄3填上 閣下的付款詳情。**  
閣下必須在本欄註明 閣下連同本申請表格隨附的支票數目；及 閣下必須在每張支票的背面註明(i) 閣下的白表eIPO服務供應商編號及(ii)載有相關申請人申請詳細資料的資料檔案的檔案編號。

本欄所註明的金額必須與欄2所申請認購的香港發售股份總數對應金額相同。

所有支票及本申請表格，連同裝有該唯讀光碟的密封信封(如有)必須放進加蓋 閣下公司印鑑的信封內。

倘以支票付款，該支票必須：

- 為港元支票；
- 由在香港的港元銀行賬戶開出；
- 顯示 閣下(或 閣下的代名人)的賬戶名稱；
- 註明抬頭人為「滙豐代理人(香港)有限公司 — 新農動力公開發售」；
- 劃線註明「只准入抬頭人賬戶」；
- 不得為期票；及
- 由白表eIPO服務供應商的授權簽署人簽署。

倘支票不符合上述任何規定；或支票首次過戶不獲兌現，則 閣下的申請可遭拒絕受理。

閣下須確保所遞交的支票的詳細資料，與就本申請遞交的唯一讀光碟或資料檔案所載的申請詳細資料相同。倘有差異，本公司及聯席全球協調人有絕對酌情權拒絕接受任何申請。

申請所繳付的金額不會獲發收據。

- 4 在欄4填上 閣下的詳細資料(用正楷)。**  
閣下必須在本欄填上 閣下的名稱、白表eIPO服務供應商編號及地址。 閣下亦必須填寫 閣下辦公地點的聯絡人士的姓名及電話號碼及(如適用)經紀號碼及蓋上經紀印章。

## 個人資料

### 個人資料收集聲明

個人資料(私隱)條例(「條例」)的主要條文已於1996年12月20日在香港生效。此個人資料收集聲明旨在向香港發售股份申請人及持有人說明本公司及本公司的香港證券登記處有關個人資料及條例的政策及慣例。

- 1 收集 閣下個人資料的原因**  
當申請人申請認購香港發售股份或將香港發售股份轉往其名下，或將其名下的香港發售股份轉讓予他人，或要求本公司的香港證券登記處提供服務時，須不時向本公司及本公司的香港證券登記處提供最新的準確個人資料。

倘未提供所需資料，可能導致 閣下認購香港發售股份的申請延誤甚至遭拒絕受理。此外，亦可能妨礙或延誤 閣下成功申請的香港發售股份的登記或轉讓及／或股票寄發，及／或電子退款指示的發送及／或 閣下有權獲發的退款支票的發送。

申請人所提供的個人資料如有誤，應即時知會本公司及本公司的香港證券登記處。

- 2 用途**  
申請人的個人資料可能會以任何方式採用、持有及／或保存，以作下列用途：

- 處理 閣下的認購申請及電子退款指示／退款支票(如適用)，及核實是否遵守招股書及申請表格所載條款及申請手續並公佈香港發售股份的分配結果；
- 登記新發行股份或將股份轉入股份持有人名下或由其名下轉讓予他人，包括(如適用)以香港中央結算(代理人)有限公司的名義登記；
- 保存或更新本公司股東名冊；
- 核對或協助核對簽名或核對或交換資料；
- 確定本公司香港發售股份持有人的權益，例如參與分派及收取通告等；
- 本公司及／或其附屬公司或其代表寄發通訊；
- 編製統計資料及投資者資料；
- 使有關方可遵守香港或其他地區的有關適用法律、規則及規例(不論是否法定)；

- 披露有關資料以便作出權利索償；及
- 與上述有關的任何其他附帶或相關目的及／或讓本公司及本公司的香港證券登記處履行對香港發售股份持有人及／或監管當局的責任及／或香港發售股份持有人不時同意的任何其他用途。

- 3 轉交個人資料**  
本公司及本公司的香港證券登記處將有關香港發售股份申請人及持有人的個人資料(包括香港身份證資料)保密，但香港證券登記處可能會為上述用途作出必要的查詢，以確定個人資料準確，尤其可能會將香港發售股份申請人及持有人的個人資料向下列人士及實體披露、相互索取或轉交有關資料(不論在香港或外地)：

- 本公司或其委任代理，例如財務顧問、收款銀行；
- (當申請人要求將香港發售股份存入中央結算系統時)為操作中央結算系統而使用個人資料的香港結算及香港中央結算(代理人)有限公司；
- 公司印鑑或其他身份識別編碼載列於本申請表格的經紀；

- 任何向本公司或本公司的香港證券登記處提供與其業務運作有關的行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；

- 聯交所、證監會及香港或其他地區的任何其他法定、監管或政府機關；及

- 與香港發售股份持有人有業務往來或擬有業務往來的任何其他人士或機構，例如銀行、律師、會計師或股票經紀。

- 4 查閱及更正個人資料**  
條例賦予申請人權利查證本公司或本公司的香港證券登記處是否持有其個人資料、索取該等資料副本及更正任何不準確資料。依據條例，本公司及本公司的香港證券登記處有權就處理任何查閱資料的要求收取合理費用。所有關於查閱資料或更正資料或詢問關於政策及慣例的資料及所持資料類別的要求，應向本公司的公司秘書或本公司的香港證券登記處的私隱條例事務主任提出。

一經簽署本申請表格或向香港結算發出電子認購指示，即表示 閣下同意上述各項內容。

## DELIVERY OF THIS APPLICATION FORM

This completed Application Form, together with the appropriate cheque(s) must be submitted to The Hongkong and Shanghai Banking Corporation Limited by Tuesday, March 5, 2013 at 4:00 p.m.:

**Hong Kong Office — Correspondence Department, Basement Level 1, 1 Queen's Road Central, Hong Kong**

## 遞交本申請表格

填妥的申請表格，連同有關支票，必須於2013年3月5日(星期二)下午四時正前，送達香港上海滙豐銀行有限公司：

**香港總行 — 香港皇后大道中1號地庫1樓書信部**