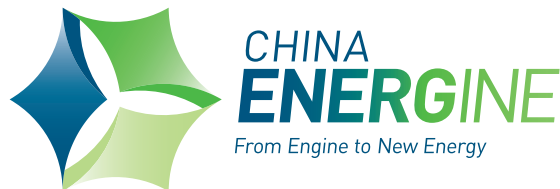


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CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際(集團)有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1185)

DISCLOSEABLE TRANSACTION PROPOSED SUBSCRIPTIONS OF NEW H SHARES IN IPO

The board of directors is pleased to announce that the Company on its own and Beijing Energine, a wholly-owned subsidiary of the Company, through a qualified domestic institutional investor, have entered into Share Subscription Agreements for subscriptions of new H Shares in Huadian Fuxin in its IPO.

The entering into of the Share Subscription Agreements constitutes discloseable transactions of the Company under the Listing Rules.

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SHARE SUBSCRIPTION AGREEMENTS

Date: 19 June 2012

Parties:

1. the Issuer:

Huadian Fuxin, a joint stock limited company incorporated in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Huadian Fuxin and their ultimate beneficial owners are third parties independent of the Group and connected persons of the Company.

2. Subscribers:

The Company on its own and Beijing Energine through a qualified domestic institutional investor, Shanghai Trust

The Share Subscription

Pursuant to the Share Subscription Agreement, the Company and Beijing Energine, through Shanghai Trust, have agreed to subscribe for Allocated Shares of the International Offer out of the Global Offering in IPO of Huadian Fuxin for subscription monies to the extent of US\$5 million (HK\$39 million) and US\$10 million (HK\$78 million) respectively, i.e. US\$15 million (HK\$117 million) in total.

It was agreed that the Allocated Shares will be allocated to the Company and Beijing Energine at the discretion of the issuer.

Subscription Price

The Subscription Price shall be at a price range of HK\$1.60 to HK\$1.76 per share. The Subscription Consideration shall be determined by multiplying the number of Allocated Shares and the Offer Price plus SFC transaction levy at 0.003%, Stock Exchange trading fee at 0.005% and 1% brokerage commission.

The funds for the Subscription Consideration are derived from working capital of the Company and will be fully paid by 9:30 a.m. on 28 June 2012 or such other date to be notified not less than 1 day's notice.

Condition to the Share Subscription Agreement

Completion of the Share Subscription shall be conditional upon the fulfillment of the conditions of the execution of the underwriting agreement relating to the International Offer among Huadian Fuxin, CSCF and other international underwriters on or before 28 June 2012.

Termination of the Share Subscription Agreement

By agreeing to purchase the Allocated Shares, the Company and Beijing Energine agreed that the Global Offering may or may not be completed and no parties shall be liable in any way to the Company and Beijing Energine save and except for the obligation to return all monies paid under the Share Subscription Agreement.

Completion of the Share Subscription

Completion of the Share Subscription shall be on or before the first day when the H Shares are listed and traded on the Stock Exchange. There are no restrictions on the subsequent sales of the shares subscribed.

REASONS AND BENEFITS FOR THE SHARE SUBSCRIPTION

The Group is principally engaged in the businesses of manufacture and sales of wind turbines and blades, operation of wind farm, trading of materials, broadband wireless access systems and equipment, manufacture and sale of telecommunications products, and of hi-tech rare-earth permanent magnetic motors for elevators as well as investment in businesses of automotive components parts.

The total investments to be made by the Company and Beijing Energin represent the strategic investments in Huadian Fuxin of the energy industry and a kind gesture in building up of the strategic cooperation with Huadian. Huadian is currently a strategic customer of the Group.

The Directors including the independent non-executive Directors consider that the terms of Share Subscription Agreement are on normal commercial terms which are fair and reasonable and the entering into of the Share Subscription Agreements are in the best interests of the Company and its Shareholders as a whole.

INFORMATION ON THE ISSUER

Huadian Fuxin is primarily engaged in the development, management and operation of hydropower projects and coal-fired power plants in Fujian province as well as wind power and other clean energy projects throughout China.

LISTING RULES IMPLICATIONS

The Share Subscriptions involve total investment commitment to the extent of US\$15 million (HK\$117 million) by the Group. As the relevant percentage ratio calculated under Chapter 14 of the Listing Rules in relation thereto exceeds 5% but less than 25%, the entering into the Share Subscription Agreements in aggregate constitutes discloseable transactions of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Allocated Shares”	the International Offer shares as shall be allocated at the discretion of CSB as agent of CSCF for the issuer, Huadian Fuxin
“Beijing Energine”	Beijing Energine Industry Co. Ltd. (北京萬源工業有限公司), a wholly-owned subsidiary of the Company established in Beijing, the PRC
“Board”	the board of Directors
“CSB”	CITIC Securities Brokerage (HK) Ltd., agent of CSCF in facilitating the entering into of the Share Subscription Agreement between Huadian Fuxin, the issuer and the subscribers relating to the International Offer
“CSCF”	CITIC Securities Corporate Finance (HK) Ltd., the joint global coordinator, joint sponsor, joint bookrunner and joint lead manager and one of the underwriters of the International Offer
“Company”	China Energine International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“H Shares”	overseas listed foreign shares in Huadian Fuxin’s ordinary share capital with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Global Offering”	global offering of 1.5 billion H Shares comprising an International Offer of initially 1.35 billion H Shares and a Hong Kong public offer of initially 150 million H Shares
“Group”	the Company and its subsidiaries

“Huadian”	China Huadian Corporation (中國華電集團公司), a state-owned company incorporated in the PRC and the controlling shareholder of Huadian Fuxin
“Huadian Fuxin”	Huadian Fuxin Energy Corp. Ltd. (華電福新能源有限公司), a joint stock limited company in the PRC and is and continues to be a subsidiary of Huadian before and after the Global Offering
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“International Offer”	an international offer of initially 1.35 billion H Shares out of the Global Offering of 1.5 billion H Shares
“IPO”	initial public offering
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer Price”	the finalized offer price of the Subscription Price
“RMB”	Renminbi, the legal currency of the PRC
“SFC”	the Securities and Futures Commission
“Share(s)”	ordinary share(s) of HK\$0.10 in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Shanghai Trust”	Shanghai International Trust Co. Ltd. (上海國際信託有限公司), the qualified domestic institutional investor making the subscription for the benefit of Beijing Energine in trust
“Share Subscription Agreement”	The agreement between the issuer of Huadian Fuxin and subscribers in respect of the subscription of the International Offer shares

“Subscription Consideration”	the subscription consideration to be determined by multiplying the number of Allocated Shares and the Offer Price plus SFC transaction levy at 0.003%, Stock Exchange trading fee at 0.005% and 1% brokerage commission
“Subscription Price”	offer price range of HK\$1.60 to HK\$1.76 per share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	having the meaning ascribed thereto in the Listing Rules
“%”	per cent

For the information purpose of this announcement, the exchange rate of US\$:HK\$ is US\$1.0:HK\$7.8.

By Order of the Board
China Engene International (Holdings) Limited
Han Shuwang
Chairman

Hong Kong, 19 June 2012

As at the date of this announcement, the Board comprise Mr. Han Shuwang (Chairman), Mr. Wang Xiaodong (Vice-Chairman), Mr. Li Guang and Mr. Wang Lijun as Executive Directors; Mr. Fang Shili and Ms. Zhang Jianhua as Non-executive Directors; Mr. Wang Dechen, Ms. Kan Lai Kuen, Alice and Mr. Gordon Ng as Independent Non-executive Directors.

** for identification purpose only.*