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CIMC ENRIC

CIMC Enric Holdings Limited

中集安瑞科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3899)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CIMC Enric Holdings Limited (the “Company”) will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 25 August 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the equity interest transfer agreement dated 10 July 2014 entered into between CIMC Tank Equipment Investment Holdings Company Limited (the “Vendor”) and Sound Winner Holdings Limited in respect of the acquisition of the entire equity interest of 南通中集大型儲罐有限公司(Holvrieka (China) Co., Ltd.*) (the “Agreement”, a copy of which has been produced before the Meeting marked “A” and initialed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue to the Vendor of 39,740,566 Consideration Shares (as defined in the circular of the Company dated 30 July 2014 (the “Circular”)) credited as fully paid-up at the issue price of HK\$10.60 per Consideration Share, as consideration for the Acquisition (as defined in the Circular) pursuant to the Agreement be and is hereby approved; and
- (c) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Agreement and all the terms and the transactions contemplated thereunder (including without limitation, the allotment and issue of the Consideration Shares) as such director may in his discretion consider to be desirable and in the interests of the Company.”

By order of the Board
CIMC Enric Holdings Limited
Zhao Qingsheng
Chairman

Hong Kong, 30 July 2014

** For identification purpose only*

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principle place of business in Hong Kong:
Unit 908, 9th Floor
Fairmont House
No. 8 Cotton Tree Drive
Central, Hong Kong

Head office in the PRC:
CIMC R&D Center
No. 2 Gangwan Avenue
Shekou Industrial Zone
Shenzhen, Guangdong
PRC

Notes:

1. Any member of the Company entitled to attend and vote at the meeting (or any adjourned meeting thereof) is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the Company's branch share registrar 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 adjourned meeting thereof).
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting (or any adjourned meeting) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint holders of any share in the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
5. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 11:30 a.m. on the date of the meeting, the meeting will be postponed or adjourned. Members of the Company are requested to visit the website of the Company for details of alternative meeting arrangements. The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Members should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
6. As at the date of this notice, the board of directors of the Company consists of Mr. Zhao Qingsheng (*Chairman*), Mr. Gao Xiang (*General Manager*), Mr. Jin Jianlong and Mr. Yu Yuqun as executive directors; Mr. Jin Yongsheng as a non-executive director; and Mr. Wong Chun Ho, Mr. Tsui Kei Pang and Mr. Zhang Xueqian as independent non-executive directors.