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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)

MEMORANDUM OF UNDERSTANDING RELATING TO POSSIBLE ACQUISITIONS

This announcement is made by CIMC Enric Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

POSSIBLE ACQUISITIONS

The board of directors of the Company (the “**Board**”) is pleased to announce that on 15 August 2015, the Company entered into:-

- (1) a memorandum of understanding (“**MOU I**”) with 江蘇太平洋造船集團股份有限公司 (Jiangsu Pacific Shipbuilding Group Co., Ltd.*) (“**Vendor I**”) and SOEG PTE. LTD. (“**Vendor II**”), pursuant to which the Company (or its associate) intends to acquire and Vendor I and Vendor II intend to sell an aggregate of approximately 63.31% equity interests of 南通太平洋海洋工程有限公司 (Sinopacific Offshore & Engineering Co., Ltd.*) (the “**Target Company**”) (the “**Possible Acquisition I**”); and
- (2) a memorandum of understanding (“**MOU II**”) with 春和集團有限公司 (Evergreen Group Co., Ltd.*) (“**Vendor III**”), pursuant to which the Company (or its associate) intends to acquire and Vendor III intends to sell approximately 36.69% equity interests of the Target Company (the “**Possible Acquisition II**”).

Upon completion of the Possible Acquisition I and the Possible Acquisition II, the Company (or its associate) would be interested in the entire equity interests of the Target Company. The Possible Acquisition I and the Possible Acquisition II are subject to the terms and conditions set out in definitive agreements to be entered into among the parties thereto, if any. MOU I and MOU II do not constitute legally-binding obligation on the parties thereto.

BACKGROUND INFORMATION OF THE TARGET COMPANY

The Target Company was established in the People’s Republic of China in 2006 with limited liability. It is principally engaged in design and manufacturing of Type C gas tank; production, design, manufacturing and delivery of liquid cargo handling system for small and mid-size liquefied

ethylene gas (LEG) / liquefied petroleum gas (LPG) / liquefied natural gas (LNG) carriers, and complete vessel construction; and production, design and manufacturing of marine oil and gas module.

REASONS FOR, AND BENEFITS OF, THE POSSIBLE ACQUISITIONS

The Board believes that LNG marine storage and transport industry and marine oil and gas module industry have faced challenges in short-term but remain bullish in long-term. The Target Company is leading and has track record performance in design and manufacturing capability for Type C gas tank; production, design, manufacturing and delivery capability of liquid cargo handling system for small and mid-size LEG/LPG/LNG carriers, and capability of complete vessel construction; and production, design and manufacturing capability for marine oil and gas module. It shall be complementary and synergistic to the Company's existing businesses. In line with the Company's development strategy to expand in industry chain for natural gas equipment and services from onshore to offshore and from downstream to upstream, the Possible Acquisition I and the Possible Acquisition II will facilitate the Company in building its integrated capabilities for purification, liquefaction, storage and transportation of natural gas both onshore and offshore.

GENERAL

The Board would like to emphasise that no legally binding agreement in relation to the Possible Acquisition I and the Possible Acquisition II has been entered into by any party as at the date of this announcement. As the Possible Acquisition I and the Possible Acquisition II may or may not proceed, shareholders of the Company and potential investors are urged to exercise caution when dealing in the shares of the Company.

Further announcement(s) in respect of the Possible Acquisition I and/or the Possible Acquisition II will be made by the Company should any legally binding agreement be entered into as and when appropriate in accordance with the Listing Rules.

** For identification purpose only*

By order of the Board
CIMC Enric Holdings Limited
Cheong Siu Fai
Company Secretary

Hong Kong, 15 August 2015

As at the date of this announcement, the Board consists of Mr. Gao Xiang (Chairman), Mr. Liu Chunfeng (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.