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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)

**FURTHER ANNOUNCEMENT
MAJOR TRANSACTION IN RELATION TO
ACQUISITION OF THE ENTIRE EQUITY INTERESTS OF
SINOPACIFIC OFFSHORE & ENGINEERING CO., LTD.**

Reference is made to the announcement of CIMC Enric Holdings Limited (the “**Company**”) dated 27 August 2015 (the “**Announcement**”) in relation to the acquisition of the entire equity interests of 南通太平洋海洋工程有限公司 (SinoPacific Offshore & Engineering Co., Ltd.). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board would like to provide further information in respect of Acquisition II. Upon Completion II, 65,020,253 Consideration Shares will be allotted and issued by the Company. In the event of adjustment of the consideration under Acquisition II as described in section headed “*II. Agreement II – Consideration – Adjustment II*” of the Announcement, the maximum number of Consideration Shares to be issued will be up to 115,653,165. The Consideration Shares will be allotted and issued pursuant to the general mandate granted at the Company’s annual general meeting held on 20 May 2015, authorising the Board to allot, issue and deal with a maximum of 386,951,417 shares of the Company representing not more than 20% of the total number of issued ordinary shares of the Company as at the date of passing the relevant resolution (the “**General Mandate**”). As at the date of the Announcement, the Company has not utilised any of the General Mandate.

For illustrative purpose only, the following table sets out the shareholding structure of the Company as at the date of the Announcement and immediately after Completion II and issue of the Consideration Shares (assuming no further change to the number of shares of the Company prior to Completion II and issue of the Consideration Shares):

	As at the date of the Announcement		Immediately after Completion II and issue of the Consideration Shares without adjustment to consideration under Acquisition II		Immediately after Completion II and issue of the Consideration Shares with the maximum adjustment(s) to the consideration under Acquisition II	
	No. of shares	Approximate %	No. of shares	Approximate %	No. of shares	Approximate %
中國國際海運集裝箱(集團)股份有限公司 China International Marine Containers (Group) Co., Ltd. (“CIMC”) (Note)	1,371,016,211	70.86%	1,371,016,211	68.56%	1,371,016,211	66.86%
Consideration Shares	-	-	65,020,253	3.25%	115,653,165	5.64%
Public	563,834,877	29.14%	563,834,877	28.19%	563,834,877	27.50%
	1,934,851,088	100%	1,999,871,341	100%	2,050,504,253	100%

Note: These ordinary shares are held by three wholly-owned subsidiaries of CIMC, comprising 190,703,000 shares held by Charm Wise Limited, 1,140,572,645 shares held by China International Marine Containers (Hong Kong) Limited and 39,740,566 shares held by CIMC Tank Equipment Investment Holdings Company Limited.

The Consideration Shares will only be allotted and issued upon Completion II after fulfillment of all conditions precedent in Agreement II, including 2016-2018 Net Profit being a positive figure. As such, Completion II (if any) is expected to be taken place after 1 January 2019.

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

Hong Kong, 28 August 2015

English names of the PRC established companies/entities in this announcement are only translations of their official Chinese names and for reference only.

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.