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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)

**ANNOUNCEMENT PURSUANT TO
RULE 14.36 OF THE LISTING RULES IN RESPECT OF
SUPPLEMENTAL AGREEMENT TO THE EQUITY TRANSFER AGREEMENTS**

References are made to the announcements of CIMC Enric Holdings Limited (the “**Company**”) dated 27 August 2015 (the “**First Announcement**”), 28 August 2015, 11 September 2015 and 29 October 2015 (the “**Further Announcement**”) in relation to the acquisition of the entire equity interests of the Target Company. Capitalised terms used herein shall have the same meanings as those defined in the First Announcement unless defined otherwise. This announcement is made pursuant to Rule 14.36 of the Listing Rules.

On 17 December 2015, the Purchaser, Vendor I, Vendor II and Vendor III entered into a supplemental agreement to the equity transfer agreements (the “**Supplemental Agreement**”), pursuant to which the parties agreed to amend certain terms of Agreement I and Agreement II.

Pursuant to the Supplemental Agreement, given that the net asset value of the Target Company should be reduced and the anticipated profitability of the Target Company for 2015 and 2016 is below previous estimation, the parties agreed that the considerations payable (subject to adjustment(s)) by the Purchaser to Vendor I, Vendor II and Vendor III shall be reduced from RMB233,520,000, RMB209,650,000 and RMB256,830,000 to RMB200,160,000, RMB179,700,000 and RMB220,140,000 respectively. The Purchaser shall pay instalments of RMB113,424,000 and RMB101,830,000 to Vendor I and Vendor II respectively within 10 business days from the date of Completion I. The Purchaser shall further pay instalments of RMB40,032,000 and RMB35,940,000 to Vendor I and Vendor II respectively within 3 months from the date of Completion I.

Pursuant to the Supplemental Agreement, Vendor III guarantees to provide a sufficient and reliable security of not more than RMB300,000,000 for the right, obligation and liability under Agreement I, Agreement II and the Supplemental Agreement (the “**Security**”).

The Adjustment Prepayment of RMB250,000,000 payable by the Purchaser to Vendor III pursuant to Agreement II shall be reduced to RMB214,285,700 (the “**Revised Adjustment Prepayment**”), in proportion to the reduction in consideration agreed by the parties. As of the date of this announcement, the Purchaser has paid RMB90,000,000 as part of the Adjustment Prepayment to Vendor III pursuant to Agreement II. Pursuant to the Supplemental Agreement, the remaining balance of RMB124,285,700 of the Revised Adjustment Prepayment shall be paid by the Purchaser to Vendor III within 10 business days after the Security has been provided by Vendor III.

Save as disclosed above, there is no other material variation to Agreement I and Agreement II.

The Directors believe that the terms of the Supplemental Agreement are fair and reasonable and in the interests of the shareholders of the Company as a whole.

As disclosed in the Further Announcement, a circular containing, among other things, further information of Acquisition I and Acquisition II and the financial information of the Target Company, will be despatched on or before 31 December 2015.

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

Hong Kong, 17 December 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.