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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
DISCLOSEABLE TRANSACTION
FINANCIAL ASSISTANCE FRAMEWORK AGREEMENT**

The Board announces that on 21 December 2015, the Company, the Target Company and Evergreen entered into the Financial Assistance Framework Agreement which will govern the financial assistance provided by the Group to the Target Company in the form of loan and/or guarantee.

The Financial Assistance constitutes provision of financial assistance by the Company to the Target Company under Rule 14.04(1)(e) of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the maximum amount of Financial Assistance are more than 5% but less than 25%, the Financial Assistance constitutes a discloseable transaction of the Company subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

References are made to the announcements of the Company dated 27 and 28 August 2015, 11 September 2015, 29 October 2015 and 17 December 2015 (the “**Announcements**”) in respect of the acquisition of the entire equity interests of the Target Company. As at the date of this announcement, the acquisitions set out in the Announcements had not been completed. The Board announces that on 21 December 2015, the Company, the Target Company and Evergreen entered into the Financial Assistance Framework Agreement which will govern the financial assistance provided by the Group to the Target Company in the form of loan and/or guarantee.

I. FINANCIAL ASSISTANCE FRAMEWORK AGREEMENT

The principal terms of the Financial Assistance Framework Agreement are set out below.

Date: 21 December 2015

Parties: (i) The Company
(ii) Target Company
(iii) Evergreen

Term: From 21 December 2015 to (i) 20 December 2016, (ii) completion of

acquisition of an aggregate 63.31% equity interests in the Target Company by 中集安瑞科投資控股（深圳）有限公司 (CIMC Enric Investment Holdings (Shenzhen) Limited) from SOEG PTE LTD and 江蘇太平洋造船集團股份有限公司 (Jiangsu Pacific Shipbuilding Group Co., Ltd.) pursuant to the terms and conditions of the agreement as described in the Announcements or (iii) the termination of such acquisition in item (ii) above, whichever is earlier.

Provision of financial assistance:

Under the Financial Assistance Framework Agreement:

- (i) the Group may provide loans to the Target Company and the interest rate of loans shall not be lower than the benchmark interest rate allowed by the People's Bank of China for the same type of loan and, subject to the above, the interest rate charged on the loans shall be equal to or not be lower than the rate charged by general commercial banks in the PRC for comparable loans;
- (ii) the Group may provide guarantee (including but not limited to security deposit, prepayment bond, performance bond, etc) for financing of normal business operation of the Target Company at a fee not lower than (i) the standard fee of the People's Bank of China (if applicable) and (ii) the rate charged by other general commercial banks in the PRC for such type of service.

The signing of Financial Assistance Framework Agreement by the Company would not constitute the Group's obligation to provide financial assistance to the Target Company. The Group has the right to determine whether to provide financial assistance to the Target Company.

Maximum amount of Financial Assistance:

The maximum amount of Financial Assistance is RMB1,500,000,000.

Pursuant to the Financial Assistance Framework Agreement, Evergreen shall provide to the Group the equivalent amount of back-to-back guarantee for such financial assistance at nil consideration.

The relevant member of the Group and the Target Company will enter into separate agreements in respect of the details of terms and conditions of the financial assistance to be provided by the relevant member of the Group to the Target Company pursuant to the Financial Assistance Framework Agreement. Any loan to be granted or guarantee to be provided under the Financial Assistance Framework Agreement will be funded by internal resources of the Group.

II. REASONS FOR AND BENEFITS OF THE FINANCIAL ASSISTANCE

The provision of the financial assistance to the Target Company is a temporary arrangement to ensure that the Target Company can maintain sufficient financial resources to carry on its business operation until the Target Company becomes a subsidiary of the Company. The financial assistance provided by the Group is fully covered by back-to-back guarantee provided by Evergreen so as to

“Director(s)”	the director(s) of the Company
“Evergreen”	春和集團有限公司 (Evergreen Group Co., Ltd.), a company established in the PRC with limited liability
“Financial Assistance”	the financial assistance in the form of loan and/or guarantee provided by the Group to the Target Company pursuant to the terms and conditions of the Financial Assistance Framework Agreement
“Financial Assistance Framework Agreement”	the financial assistance framework agreement dated 21 December 2015 and entered into among the Company, the Target Company and Evergreen in relation to the Financial Assistance
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“IMO Type C Tank”	the vessel and system for liquid cargo storage usually used by small to middle scale gas carriers, and built to meet the pressure vessel codes of American Society of Mechanical Engineers (ASME) and the international gas carrier codes of International Maritime Organization (IMO)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China and for the purposes of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	南通太平洋海洋工程有限公司 (SinoPacific Offshore & Engineering Co., Ltd.), a company established in the PRC with limited liability
“%”	per cent.

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

Hong Kong, 21 December 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.