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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 (the “EGM”) of CIMC Enric Holdings Limited (the “Company”) will be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 14 February 2017 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the Financial Services Framework Agreement (2016) (a copy is marked “A” and tabled before the meeting for identification purpose), the continuing connected transactions of the Deposit Services contemplated thereunder and the Proposed Deposit Annual Caps (all capitalised terms as defined and described in the circular of the Company dated 26 January 2017 of which this notice forms part), and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, 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 Financial Services Framework Agreement (2016), the continuing connected transactions of the Deposit Services contemplated thereunder and the Proposed Deposit Annual Caps (all capitalised terms as defined and described in the circular of the Company dated 26 January 2017 of which this notice forms part) as they may in their discretion consider to be desirable and in the interests of the Company.”

2. **“THAT**

- (a) the Master Sales Agreement (2016) (as defined and described in the circular of the Company dated 26 January 2017 of which this notice forms part, and a copy is marked “B” and tabled before the meeting for identification purpose), the continuing connected transactions contemplated thereunder and the proposed annual caps for such transactions, and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, 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 Master Sales Agreement (2016) (as defined and described in the circular of the Company dated 26 January 2017 of which this notice forms part), the continuing connected transactions contemplated thereunder and the proposed annual caps for such transactions as they may in their discretion consider to be desirable and in the interests of the Company.”

By order of the Board  
**CIMC Enric Holdings Limited**  
**Gao Xiang**  
*Chairman*

Hong Kong, 26 January 2017

*Registered office:*

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

*Principal 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  
The PRC

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that 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 EGM (or any adjournment thereof).
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM (or any adjournment thereof) if such member of the Company so desires, 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 holders may vote at the EGM (or any adjournment thereof), either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM (or any adjournment thereof), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. As at the date of this notice, the board of directors of the Company consists of Mr. Gao Xiang (*Chairman*) and Mr. Liu Chunfeng (*General Manager*) as executive Directors; Mr. Jin Jianlong, Mr. Yu Yuqun, Mr. Wang Yu and Mr. Jin Yongsheng as non-executive Directors; and Mr. Wong Chun Ho, Mr. Tsui Kei Pang and Mr. Zhang Xueqian as independent non-executive Directors.