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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 (“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 Friday, 10 August 2018 at 3:00 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

(1) To consider and, if thought fit, pass with or without amendments, the following resolution, each being inter-conditional with each other, as an ordinary resolution of the Company:

**“THAT:**

- (a) the grant of specific mandate to the Directors regarding the issue and allotment of an aggregate of maximum number of 50,000,000 Restricted Shares (out of which an aggregate of a maximum number of 15,570,000 Connected Restricted Shares to Connected Selected Participants and an aggregate of a maximum number of 34,430,000 Other Restricted Shares to Other Selected Participants) to the Trustee to hold on trust for Selected Participants for participation in the Scheme (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) grant of 1,000,000 Restricted Shares pursuant to the Scheme to Mr. Gao Xiang be and is hereby approved and confirmed;
- (c) grant of 1,200,000 Restricted Shares pursuant to the Scheme to Mr. Yang Xiaohu be and is hereby approved and confirmed;

- (d) grant of 400,000 Restricted Shares pursuant to the Scheme to Mr. Yu Yuqun be and is hereby approved and confirmed;
- (e) grant of 400,000 Restricted Shares pursuant to the Scheme to Mr. Wang Yu be and is hereby approved and confirmed;
- (f) grant of 400,000 Restricted Shares pursuant to the Scheme to Mr. Zeng Han be and is hereby approved and confirmed;
- (g) grant of an aggregate of a maximum of 12,170,000 Restricted Shares pursuant to the Scheme to 36 directors of certain subsidiaries of the Company who are connected persons to the Company be and is hereby approved and confirmed; and
- (h) any one Director be and is hereby authorized to do all things and sign all documents in connection with the implementation of the Scheme, including the grant of the Restricted Shares pursuant to the Scheme.”

(2) To re-elect Mr. Zeng Han as director.

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

Hong Kong, 25 July 2018

*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. The ordinary resolution items 1(a), 1(b), 1(c), 1(d), 1(e), 1(f), 1(g) and 1(h) will be voted at the EGM (or any adjournment thereof) by way of one single resolution. The ordinary resolution item (2) will be voted at the EGM as another resolution.
2. 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.
3. 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).
4. Completion and return of the form of proxy will not preclude Shareholder from attending and voting in person at the EGM (or any adjourned meeting) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. 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.
6. Unless the context requires otherwise, terms defined in the circular of the Company dated 25 July 2018 of which this notice forms part have the same meanings in this notice.
7. As at the date of this notice, the board of directors of the Company consists of Mr. Gao Xiang (*Chairman*) and Mr. Yang Xiaohu (*General Manager*) as executive Directors; Mr. Yu Yuqun, Mr. Wang Yu, Mr. Zeng Han 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.