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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)

**PLACING OF NEW SHARES UNDER
GENERAL MANDATE**

Overall Coordinator and Sole Placing Agent



CITIC SECURITIES

The Board is pleased to announce that on 19 January 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which (i) the Company has agreed to issue and allot up to an aggregate of 79,700,000 new Shares under the General Mandate, and (ii) the Placing Agent has agreed to act as the agent of the Company to procure, on a best effort basis, Placees to subscribe for the Placing Shares at the Placing Price of HK\$9.79 for each Placing Share.

It is expected that the Placing Shares will be placed by the Placing Agent to not less than six Placees who, together with their respective ultimate beneficial owners, are Independent Third Parties.

Assuming there will be no change in the issued shares of the Company (excluding Treasury Shares) between the date of this announcement and the Placing Closing Date save for the allotment and issue of the Placing Shares being placed in full, the 79,700,000 Placing Shares represent approximately 3.92% of the issued share capital of the Company (excluding Treasury Shares) as at the date of this announcement, and approximately 3.77% of the issued share capital of the Company (excluding Treasury Shares) as enlarged by the allotment and issue of the Placing Shares.

The Placing Shares will be allotted and issued under the General Mandate and therefore no Shareholders' approval is required for the allotment and issue of the Placing Shares. Application will be made by the Company to the Listing Committee for the listing of, and permission to deal, in the Placing Shares.

The completion of the Placing is subject to the fulfillment or (if applicable) waiver of the conditions precedent set out in the Placing Agreement. Please refer to the section headed "Conditions of the Placing" in this announcement for further information.

The Placing Price is HK\$9.79 per Placing Share and represents (i) a discount of approximately 7.73% to the closing price of HK\$10.61 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; (ii) a discount of approximately 8.86% to the average closing price of approximately HK\$10.742 per Share as quoted on the Stock Exchange for the last five (5) consecutive Trading Days immediately prior to the date of the Placing Agreement; and (iii) a discount of approximately 6.03% to the average closing price of approximately HK\$10.418 per Share as quoted on the Stock Exchange for the last ten (10) consecutive Trading Days immediately prior to the date of the Placing Agreement.

Assuming all the Placing Shares are fully placed, the gross proceeds and the net proceeds (after deducting all relevant expenses, including the Placing commission and professional fees etc.) to be received by the Company from the Placing are estimated to be approximately HK\$780 million and approximately HK\$774 million, respectively. The Company intends to apply the net proceeds from the Placing in the manner detailed in the section headed "Reasons for and Benefits of the Placing and Use of Proceeds" in this announcement.

The completion of the Placing is subject to the fulfillment or (if applicable) waiver of the conditions precedent set out in the Placing Agreement and the Placing Agreement not having been terminated. As the completion of the Placing may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

The Board is pleased to announce that on 19 January 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which (i) the Company has agreed to issue and allot up to an aggregate of 79,700,000 new Shares under the General Mandate, and (ii) the Placing Agent has agreed to act as the agent of the Company to procure, on a best effort basis, Placees to subscribe for the Placing Shares at the Placing Price of HK\$9.79 for each Placing Share.

THE PLACING AGREEMENT

Date : 19 January 2026 (after trading hours)

Parties : 1. the Company; and
2. the Placing Agent.

Number of Placing Shares

Assuming there will be no change in the issued shares of the Company (excluding Treasury Shares) between the date of this announcement and the Placing Closing Date save for the allotment and issue of the Placing Shares being placed in full, the 79,700,000 Placing Shares to be allotted and issued by the Company have an aggregate nominal value of HK\$797,000, and represent in aggregate approximately 3.92% of the issued share capital of the Company (excluding Treasury Shares) as at the date of this announcement and approximately 3.77% of the issued share capital of the Company (excluding Treasury Shares) as enlarged by the allotment and issue of the Placing Shares.

Placees

It is expected that the Placing Shares will be placed by the Placing Agent to not less than six Placees who, together with their respective ultimate beneficial owners, are Independent Third Parties. The choice of Placees for the Placing Shares has been determined solely by the Placing Agent, subject to the requirements of the Listing Rules. The Placing Agent will use its reasonable endeavours to ensure that the Placees (if applicable, together with their respective ultimate beneficial owner(s)) are Independent Third Parties. It is not expected that any Placee will become a Substantial Shareholder of the Company as a result of the Placing. If any of the Placees will become a Substantial Shareholder of the Company after completion of the Placing, the Company will make appropriate disclosure in the completion announcement.

Placing Price

The Placing Price is HK\$9.79 per Placing Share and represents:

- (i) a discount of approximately 7.73% to the closing price of HK\$10.61 per Share as quoted on the Stock Exchange on the date of the Placing Agreement;
- (ii) a discount of approximately 8.86% to the average closing price of approximately HK\$10.742 per Share as quoted on the Stock Exchange for the last five (5) consecutive Trading Days immediately prior to the date of the Placing Agreement; and
- (iii) a discount of approximately 6.03% to the average closing price of approximately HK\$10.418 per Share as quoted on the Stock Exchange for the last ten (10) consecutive Trading Days immediately prior to the date of the Placing Agreement.

The Placing Price is exclusive of brokerage (if any), trading fees, transaction fees and levies.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the Placing Price and the terms and conditions of the Placing Agreement are fair and reasonable, and in the interest of the Company and the Shareholders as a whole.

Rights of the Placing Shares

The Placing Shares will be allotted and issued free from all pledges, liens, charges and encumbrances, equities, security interests or other claims and together with all rights attaching thereto as at the Placing Closing Date, including the rights to all dividends and other distributions declared, made or paid on or after the Placing Closing Date. The Placing Shares rank *pari passu* in all respects with the other Shares in issue or to be issued by the Company on or prior to the Placing Closing Date.

Independence of the Placing Agent

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placing Commission

In consideration of the services of the Placing Agent in relation to the Placing, the Company shall pay the Placing Agent a commission equal to 0.7% of the aggregate value of the Placing Shares at the Placing Price. The commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to prevailing market conditions and commission rates.

The Directors consider that the commission in respect of the Placing is fair and reasonable.

Lock up

The Company shall not, without the prior written consent of the Placing Agent:

- (i) effect or arrange or procure placement of, allot or issue or transfer out of treasury or offer to allot or issue or transfer out of treasury or grant any option, right or warrant to subscribe for, or enter into any transaction which is designed to, or might reasonably be expected to, result in any of the aforesaid (whether by actual disposition or effective economic disposition due to cash settlement or otherwise), directly or indirectly, any equity securities of the Company or any securities convertible into, or exercisable, or exchangeable for, equity securities of the Company; or
- (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, whether any such transaction described in (i) above or (ii) herein is to be settled by delivery of Shares or such other securities, in cash or otherwise; or
- (iii) publicly announce an intention to effect any such transaction,

for a period beginning on the date of the Placing Agreement and ending on the date which is 90 days after the Placing Closing Date. The above shall not apply to the issue of the Placing Shares under the Placing Agreement or any new Shares pursuant to the share option scheme or share award scheme of the Company as disclosed in the Company's 2025 interim report published on 15 September 2025.

Conditions of the Placing

Completion of the Placing is conditional upon the fulfillment (or waiver as applicable) of the following conditions:

- (a) the Listing Committee granting the listing of and permission to deal in the Placing Shares and such listing and permission not subsequently revoked prior to the deposit of the Placing Shares in CCASS in accordance with the terms of the Placing Agreement;
- (b) all necessary approvals and clearances from all relevant PRC regulatory authorities in connection with the Placing having been obtained to the reasonable satisfaction of the Placing Agent, such approvals and clearances not materially conflicting with or altering the terms of the Placing Agreement and not imposing any material adverse conditions on any party of the Placing Agreement;
- (c) the Placing Agent having received on the Placing Closing Date the final draft or substantially complete draft of the CSRC Filings and (where applicable) the opinion of the counsel for the Company as to the PRC laws in relation to the CSRC Filings, such drafts to be in form and substance reasonably satisfactory to the Placing Agent;
- (d) the Placing Agent having received on the Placing Closing Date various customary closing deliverables and opinions in accordance with the Placing Agreement, with such deliverables and opinions to be in form and substance reasonably satisfactory to the Placing Agent;
- (e) before the Placing Closing Date, there shall not have occurred:
 - (i) any material adverse change, or any development reasonably likely to involve a material adverse change, in the condition, financial or otherwise, or in the earnings, assets, business, operations or prospects of the Company, or the Group taken as a whole; or
 - (ii) any suspension or limitation of trading (a) in any of the Company's securities by the Stock Exchange (save and except for any trading halt in relation to the Placing), or (b) generally on the Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the Tokyo Stock Exchange, the London Stock Exchange, the New York Stock Exchange or the Nasdaq National Market; or
 - (iii) any outbreak, epidemic or pandemic of virus or infectious diseases or escalation of hostilities, act of terrorism, the declaration by Hong Kong, the Cayman Islands, the British Virgin Islands, the PRC, Japan, Singapore, the United States, the United Kingdom or any other member of the European Economic Area or any other jurisdictions relevant to the Group or the Placing (together, the "**Relevant Jurisdictions**") of a national emergency or war or other calamity or crisis; or

- (iv) any material disruption in commercial banking or securities settlement or clearance services in any of the Relevant Jurisdictions and/or a general moratorium on commercial banking activities having been declared by the relevant authorities in any of the Relevant Jurisdictions; or
- (v) any material adverse change or development involving a prospective material adverse change in or affecting the financial markets in any of the Relevant Jurisdictions or in international financial, political or economic conditions, currency exchange rates, exchange controls or taxation, that, in the sole judgment of the Placing Agent, would make the placement of the Placing Shares or the enforcement of contracts to purchase the Placing Shares impracticable or inadvisable, or would materially prejudice trading of the Placing Shares in the secondary market;
- (f) the representations and warranties made by the Company pursuant to the Placing Agreement being true and accurate and not misleading as of the date of the Placing Agreement and the Placing Closing Date; and
- (g) the Company having complied with all of the agreements and undertakings and satisfied all of the conditions on its part to be complied with or satisfied under the Placing Agreement on or before the Placing Closing Date (for the avoidance of doubt, save for those expressly required to be complied with or satisfied after the Placing Closing Date).

Conditions (a) and (b) above cannot be waived by the Company or the Placing Agent. The Company shall use its reasonable endeavours to procure the fulfillment of the conditions on or before the Placing Closing Date.

Application for listing

Application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Placing Shares.

Completion of the Placing

Conditional upon fulfillment (or waiver as applicable) of all of the conditions of the Placing pursuant to the Placing Agreement, the completion of the Placing shall take place on the Placing Closing Date, being 27 January 2026, or such other time and/or date as the Company and the Placing Agent agree in writing.

Termination

Subject to the conditions set out in the Placing Agreement, the Placing Agent may elect, in its sole discretion, to terminate the Placing Agreement forthwith in the event that:

- (i) any of the events set out in condition (e) above occurs at any time between the date of the Placing Agreement and the Placing Closing Date; or
- (ii) the Company does not deliver the Placing Shares on the Placing Closing Date; or
- (iii) any of above conditions has not been satisfied or waived in writing at or prior to 8:00 a.m. (Hong Kong time) on the Placing Closing Date, or such later date as may be agreed between the Company and the Placing Agent in writing.

CSRC FILINGS

Upon the closing of the Placing, the Company will make the CSRC Filings in accordance with the Placing Agreement and the relevant applicable laws and regulations in the PRC.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY AS A RESULT OF THE PLACING

	As at the date of this announcement		Immediately after the completion of the Placing (Assuming all the Placing Shares have been issued and allotted)	
	Number of Shares	% of issued Shares (excluding Treasury Shares)	Number of Shares	% of issued Shares (excluding Treasury Shares)
Non-public Shareholders				
CIMC	1,421,016,211 ⁽²⁾	69.94%	1,421,016,211	67.30%
CIMC HK	190,703,000 ⁽³⁾	9.39%	190,703,000	9.03%
	1,230,313,211 ⁽²⁾	60.55%	1,230,313,211	58.26%
Other Shareholders				
Placees	–	0.00%	79,700,000	3.77%
Other public Shareholders	610,891,761	30.06%	610,891,761	28.93%
Total (excluding Treasury Shares)	<u>2,031,907,972</u>	<u>100%</u>	<u>2,111,607,972</u>	<u>100%</u>

Notes:

- (1) The above table assumes there is no change of share capital of the Company save for the allotment and issue of the Placing Shares being placed in full. Certain figures and percentage figures included in the above table have been subject to rounding adjustments.
- (2) These Shares comprise 190,703,000 ordinary shares held by Charm Wise Limited and 1,230,313,211 ordinary shares held by CIMC HK (as beneficial owner). Charm Wise Limited and CIMC HK are wholly-owned subsidiaries of CIMC.
- (3) These Shares comprise 190,703,000 ordinary shares held by Charm Wise Limited. Charm Wise Limited is a wholly-owned subsidiary of CIMC HK.
- (4) As at the date of this announcement, the number of the total issued Shares of the Company is 2,031,907,972 Shares (excluding 240,000 Treasury Shares).

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Directors consider that the Placing represents an opportunity to raise capital for the Company while broadening its Shareholder and capital base and will increase the liquidity of the Shares in the market. In addition, this would further strengthen the financial position of the Group to support future business development initiatives in clean energy, chemical and environmental and liquid food.

The Placing Agreement is entered into on normal commercial terms following arm's length negotiations between the Company and the Placing Agent. The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement (including the Placing Price and the Placing commission) are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Assuming all the Placing Shares are fully placed, the gross proceeds and the net proceeds (after deducting all relevant expenses, including the Placing commission and professional fees etc.) to be received by the Company from the Placing are estimated to be approximately HK\$780 million and approximately HK\$774 million, respectively. The estimated net Placing Price, after deduction of such fees and expenses, is therefore approximately HK\$9.71 per Placing Share.

The Company intends to apply the net proceeds as to (i) approximately 50% for clean energy business capital expenditure; and (ii) approximately 50% for general business operation.

GENERAL MANDATE FOR THE ALLOTMENT AND ISSUE OF THE PLACING SHARES

Pursuant to the General Mandate, the Directors are authorized to allot and issue up to 405,655,517 Shares, representing 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of the resolution. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The Company has 240,000 Treasury Shares and no repurchased Shares pending cancellation. The Placing Shares will be allotted and issued under the General Mandate, and therefore no Shareholders' approval is required for the allotment and issue of the Placing Shares.

EQUITY FUND-RAISING BY THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any fund-raising activities in the 12 months immediately preceding the date of this announcement.

INFORMATION ABOUT THE COMPANY

The Company is an investment holding company. The Group is principally engaged in the design, development, manufacturing, engineering and sales of, as well as the provision of technical maintenance services for, a wide range of transportation, storage and processing equipment used in the energy, chemical and liquid food industries. As at the date of this announcement, the ultimate controlling party of the Company is CIMC.

The completion of the Placing is subject to the fulfillment or (if applicable) waiver of the conditions precedent set out in the Placing Agreement and the Placing Agreement not having been terminated. As the completion of the Placing may or may not take place, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CIMC”	中國國際海運集裝箱(集團)股份有限公司 (China International Marine Containers (Group) Co., Ltd.*), a company established in the PRC with limited liability, the A shares of which are listed on the Shenzhen Stock Exchange and the H shares of which are listed on the Main Board of the Stock Exchange, and a Controlling Shareholder of the Company

“CIMC HK”	China International Marine Containers (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a Controlling Shareholder of the Company
“Company”	CIMC Enric Holdings Limited, an exempted company incorporated in the Cayman Islands on 28 September 2004 with limited liability under the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission*)
“CSRC Filings”	the preparation and submission of the filing report in relation to the Placing and any transactions contemplated by the Placing Agreement and any relevant supporting materials (including, but not limited to, the PRC legal opinion to be issued by the counsel for the Company on the PRC laws, where applicable) (together with the aforesaid and including any amendments, supplements and/or modifications thereof) to the CSRC pursuant to the applicable requirements under 《境內企業境外發行證券和上市管理試行辦法》 (Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies*) and supporting guidelines issued by the CSRC on 17 February 2023 (as amended, supplemented or otherwise modified from time to time)
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders to allot and issue up to 405,655,517 Shares pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 20 May 2025
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	(a) party(ies) which is (are) independent of and not connected with any of the Directors, chief executives or Substantial Shareholders of the Company or any of its subsidiaries, or any of their respective associates
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any independent professional, institutional and/or individual investor to be procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placement of 79,700,000 Placing Shares to independent investors at the Placing Price
“Placing Agent”	CLSA Limited
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 19 January 2026 in respect of the Placing
“Placing Closing Date”	the sixth business day after the date of the Placing Agreement or such other time and/or date as the Company and the Placing Agent agree in writing
“Placing Price”	HK\$9.79 for each Placing Share
“Placing Share(s)”	the new Share(s) subject to Placing pursuant to the Placing Agreement and to be allotted and issued under the General Mandate
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan region

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Trading Day”	a day when the Stock Exchange is open for dealing business, provided that if no closing price is reported for one or more consecutive dealing days such day or days will be disregarded in any relevant calculation and shall be deemed not to have been dealing days when ascertaining any period of dealing days
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“%”	per cent

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

Hong Kong, 20 January 2026

As at the date of this announcement, the Board consists of Mr. Gao Xiang (Chairman) as a non-executive Director; Mr. Yang Xiaohu (President) as an executive Director; Mr. Zeng Han, Mr. Wang Xiaoyan and Mr. Wang Yu as non-executive Directors; and Mr. Tsui Kei Pang, Mr. Yang Lei, Ms. Wong Lai, Sarah and Ms. Qiu Hong as independent non-executive Directors.

English names marked with “” in this announcement are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.*