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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)

COMPLETION OF THE PROPOSED TRANSACTIONS

Completion of the Proposed Transactions pursuant to the China Acquisition Agreement (as amended by the China Supplemental Agreement) and the European Acquisition Agreement (as amended by the European Supplemental Agreement) took place on 14 August 2009.

Reference is made to the announcements of CIMC Enric Holdings Limited (the “Company”) dated 10 September 2008 and 20 April 2009 and the circular of the Company dated 3 June 2009. Terms defined in that circular have the same meanings when used in this announcement.

The Board is pleased to announce that completion of the Proposed Transactions pursuant to the China Acquisition Agreement (as amended by the China Supplemental Agreement) and the European Acquisition Agreement (as amended by the European Supplemental Agreement) took place on 14 August 2009.

At completion, the Consideration Shares were allotted and issued by the Company in the following manner:

- (i) 160,968,722 New Ordinary Shares and 555,043,583 New Convertible Preference Shares to CIMC HK under the China Acquisition Agreement (as amended by the China Supplemental Agreement);
- (ii) 40,141,626 New Ordinary Shares and 138,414,166 New Convertible Preference Shares to CIMC Vehicle under the China Acquisition Agreement (as amended by the China Supplemental Agreement);
- (iii) 93,436,768 New Ordinary Shares and 322,183,572 New Convertible Preference Shares to CIMC HK under the European Acquisition Agreement (as amended by the European Supplemental Agreement); and

(iv) 103,905,085 New Ordinary Shares to PGM under the European Acquisition Agreement (as amended by the European Supplemental Agreement).

On the same day, the New Ordinary Shares were listed on the Stock Exchange.

Details of the shareholding structure of the Company immediately before and after completion of the Proposed Transactions are set out below:

	Immediately before completion of the Proposed Transactions		Immediately after completion of the Proposed Transactions but before conversion of any of the New Convertible Preference Shares		Immediately after completion of the Proposed Transactions and conversion of the New Convertible Preference Shares with a minimum public float of 25% (Note 6)		Immediately after full conversion of the New Convertible Preference Shares (This scenario will never happen and this column is set out for illustration purpose only) (Note 7)	
	Number of Ordinary Shares held	Approximate percentage of total issued Ordinary Shares	Number of Ordinary Shares held	Approximate percentage of total issued Ordinary Shares	Number of Ordinary Shares held	Approximate percentage of total issued Ordinary Shares	Number of Ordinary Shares held	Approximate percentage of total issued Ordinary Shares
Charm Wise (Note 1)	190,703,000	41.55%	190,703,000	22.24%	190,703,000	17.80%	190,703,000	10.18%
CIMC HK (Note 2)	—	0.00%	254,405,490	29.67%	468,301,289	43.71%	1,131,632,645	60.42%
CIMC Vehicle (Note 3)	—	0.00%	40,141,626	4.68%	40,141,626	3.75%	178,555,792	9.53%
PGM	—	0.00%	103,905,085	12.12%	103,905,085	9.70%	103,905,085	5.55%
Mr. Zhao Qingsheng (Note 4)	214,000	0.05%	214,000	0.02%	214,000	0.02%	214,000	0.01%
CIMC Concert Party Group	190,917,000	41.60%	589,369,201	68.73%	803,265,000	74.98%	1,605,010,522	85.69%
Mr. Jin Yongsheng (Note 5)	246,000	0.05%	246,000	0.03%	246,000	0.02%	246,000	0.01%
Public	267,837,000	58.35%	267,837,000	31.24%	267,837,000	25.00%	267,837,000	14.30%
Total	459,000,000	100%	857,452,201	100%	1,071,348,000	100%	1,873,093,522	100%

Notes:

1. Charm Wise is a direct wholly-owned subsidiary of CIMC HK, which, in turn, is a direct wholly-owned subsidiary of CIMC.
2. CIMC HK is a direct wholly-owned subsidiary of CIMC.
3. CIMC Vehicle is a direct wholly-owned subsidiary of CIMC Vehicle Group, the equity interest of which, in turn, is owned as to 56% by CIMC and as to 24% by CIMC HK. The remaining 20% equity interest in CIMC Vehicle Group is held by 深圳國際信託投資有限責任公司 (Shenzhen International Trust & Investment Co., Limited) on trust, for the benefit of certain senior management of CIMC and certain employees of CIMC Vehicle Group, pursuant to a stock credit plan adopted by CIMC Vehicle Group. Under the plan, there are a total of 220,700,000 units divided into three batches, of which the first batch of 45,000,000 units have been allocated. The remaining second and third batches in a total number of 175,500,000 units will be allocated after the performance appraisals for the year ended 2007 and 2008, neither of which has as yet taken place. Further allocations will be announced by CIMC in compliance with the relevant requirements of the Shenzhen Stock Exchange in due course. Mr. Zhao Qingsheng and Mr. Wu Fapei, both Directors, are participants in the plan, each with 3,000,000 allocated units. Except as disclosed above, based on the information provided by CIMC to the Company, the participants in the plan are Independent Third Parties.

4. An executive Director and the Chairman of the Company.
5. An executive Director and the Chief Executive Officer of the Company.
6. To maintain the minimum public float requirement provided in Rule 8.08 of the Listing Rules, it is assumed that only CIMC HK converts 213,895,799 New Convertible Preference Shares into the same number of Ordinary Shares.
7. As the conversion of the New Convertible Preference Shares may result in the Company failing to meet the minimum public float requirement as prescribed under Rule 8.08 of the Listing Rules, CIMC HK and CIMC Vehicle have undertaken to the Company that they will only exercise the conversion rights as to such number of New Convertible Preference Shares if, upon conversion, the percentage of the Ordinary Shares held by the public will still meet the minimum public float requirement under Rule 8.08 of the Listing Rules.

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

Hong Kong, 14 August 2009

As at the date of this announcement, the executive Directors are Mr. ZHAO Qingsheng (Chairman), Mr. JIN Yongsheng (Chief Executive Officer), Mr. WU Fapei, Mr. JIN Jianlong, Mr. YU Yuqun, Mr. SHI Caixing and Mr. QIN Gang; and the independent non-executive Directors are Mr. WONG Chun Ho, Mr. GAO Zhengping and Mr. SHOU Binan.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.