

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

CONTINUING CONNECTED TRANSACTION MASTER SUPPLY OF SPARE PARTS AGREEMENT REVISED ANNUAL CAPS FOR 2010 and 2011 AND CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

CONTINUING CONNECTED TRANSACTION

Reference is made to the announcements of the Company dated 4 November 2007 and 3 June 2009 on continuing connected transactions. On 1 November 2007, the Company entered into the 2007 Master Agreement with CIMC for a term expiring on 31 December 2009. On 14 August 2009, the Company entered into the Master Supply of Spare Parts Agreement with CIMC for the provision of spare parts by CIMC Group, for a term from the date of completion of the Acquisitions, i.e. 14 August 2009, to 31 December 2011. Among other things, the aggregated annual caps of the transactions contemplated under the Master Supply of Spare Parts Agreement and Holvrieka Master Supply of Spare Parts Agreement for the financial years ending 31 December 2009, 2010 and 2011 were approved by the then independent Shareholders on 26 June 2009.

Since the 2007 Master Agreement is expiring on 31 December 2009 and it is anticipated that the Group and CIMC Group will continue to enter into such transactions in its ordinary course of business in years 2010 and 2011, the 2007 Master Agreement should be renewed. However, since the nature of transactions contemplated under the 2007 Master Agreement is the same as that under the Master Supply of Spare Parts Agreement, instead of renewing the 2007 Master Agreement, the Approved Aggregated Annual Caps are therefore proposed to be revised and enlarged to cover the relevant transactions between the whole Group and CIMC Group for the years ending 31 December 2010 and 2011.

Since CIMC indirectly owns approximately 56.59% of the Shares, CIMC is a controlling Shareholder and the Transaction constitutes continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As the Board anticipates that the

applicable percentage ratios for the Revised Aggregated Annual Caps will not be less than 2.5%, and the annual consideration is expected to be higher than HK\$10,000,000, the Revised Aggregated Annual Caps will be subject to the Independent Shareholders' approval at the EGM.

A circular containing, among other things, details of the Transaction and the Revised Aggregated Annual Caps, letter from the Independent Board Committee, letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, together with a notice to convene the EGM for approving the Revised Aggregated Annual Caps will be despatched to the Shareholders as soon as practicable.

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The principal place of business of the Company in Hong Kong has been changed to Unit 908, 9th Floor, Fairmont House, No. 8 Cotton Tree Drive, Central, Hong Kong, with effect from 28 December 2009.

CONTINUING CONNECTED TRANSACTION

Background

Reference is made to the announcements of the Company dated 4 November 2007 and 3 June 2009 on continuing connected transactions. On 1 November 2007, the Company entered into the 2007 Master Agreement with CIMC for a term expiring on 31 December 2009. On 14 August 2009, the Company entered into the Master Supply of Spare Parts Agreement with CIMC for the provision of spare parts by CIMC Group, for a term from the date of completion of the Acquisitions, i.e. 14 August 2009, to 31 December 2011. Among other things, the aggregated annual caps of the transactions contemplated under the Master Supply of Spare Parts Agreement and Holvrieka Master Supply of Spare Parts Agreement for the financial years ending 31 December 2009, 2010 and 2011 were approved by the then independent Shareholders on 26 June 2009.

Since the 2007 Master Agreement is expiring on 31 December 2009 and it is anticipated that the Group and CIMC Group will continue to enter into such transactions in its ordinary course of business in years 2010 and 2011, the 2007 Master Agreement should be renewed. However, since the nature of transactions contemplated under the 2007 Master Agreement is the same as that under the Master Supply of Spare Parts Agreement, instead of renewing the 2007 Master Agreement, the Approved Aggregated Annual Caps are therefore proposed to be revised and enlarged to cover the relevant transactions between the whole Group and CIMC Group for the years ending 31 December 2010 and 2011.

The Master Supply of Spare Parts Agreement

As disclosed in the announcement of the Company dated 3 June 2009, the followings are the major particulars of the Master Supply of Spare Parts Agreement dated 14 August 2009:

Contracting parties:	the Company and CIMC
Term:	from the date of completion of the Acquisitions, i.e. 14 August 2009, to 31 December 2011
Type of spare parts provided:	including but not limited to vehicle chassis and vehicle platform
Reasons for entering into the agreement:	to regulate the supply of spare parts by CIMC Group to the Group

Please refer to the announcement of the Company dated 3 June 2009 for other principal general terms of the Master Supply of Spare Parts Agreement and major particulars and terms of the Holvrieka Master Supply of Spare Parts Agreement.

Historical figures

The following table sets forth the historical transaction amounts of the transactions (i) between the Group (excluding the Acquired Groups) and CIMC Group under the 2007 Master Agreement or transaction of a nature similar thereto; (ii) between the Acquired Groups and CIMC Group under the Master Supply of Spare Parts Agreement or transaction of a nature similar thereto; and (iii) under the Holvrieka Master Supply of Spare Parts Agreement or transaction of a nature similar thereto :

	For the financial year ended 31 December 2007	For the financial year ended 31 December 2008	For the first six months of 2009
(1) Transactions between the Group (excluding the Acquired Groups) and CIMC Group under the 2007 Master Agreement / transaction of a nature similar thereto	Approximately RMB14,843,000	Approximately RMB74,332,000	Approximately RMB15,733,000
(2) Transactions between the Acquired Groups and CIMC Group	Approximately RMB28,961,000	Approximately RMB52,171,000	Approximately RMB9,415,000

under the Master Supply of Spare Parts Agreement / transaction of a nature similar thereto

(3) Transactions under the Holvrieka Master Supply of Spare Parts Agreement / transaction of a nature similar thereto	Approximately EURO377,000 (equivalent to approximately RMB3,344,028)	Approximately EURO375,000 (equivalent to approximately RMB3,326,288)	Approximately EURO100,000 (equivalent to approximately RMB887,010)
Total of (1) to (3):	Approximately RMB47,148,028	Approximately RMB129,829,288	Approximately RMB26,035,010

The Approved Aggregated Annual Caps and the Revised Aggregated Annual Caps

The following table sets forth the Approved Aggregated Annual Caps and the Revised Aggregated Annual Caps, and their respective breakdowns:

	For the financial year ending 31 December	
	2010	2011
(1) Approved annual caps for transactions contemplated under the Master Supply of Spare Parts Agreement (<i>Note 1</i>)	RMB65,987,000	RMB95,722,000
(2) Approved annual caps for transactions contemplated under the Holvrieka Master Supply of Spare Parts Agreement (<i>Note 2</i>)	EURO375,000 (equivalent to approximately RMB3,326,288)	EURO375,000 (equivalent to approximately RMB3,326,288)
(3) Approved Aggregated Annual Caps (i.e. total of (1) and (2)) (<i>Note 3</i>)	RMB69,313,288	RMB99,048,288
(4) Estimated maximum transaction amount for transactions between the	RMB144,600,000	RMB187,300,000

Group (excluding the Acquired Groups) and CIMC Group under the Master Supply of Spare Parts Agreement (*Note 4*)

(5) Revised annual caps for transactions contemplated under the Master Supply of Spare Parts Agreement (i.e. total of (1) and (4)) (<i>Note 5</i>)	RMB210,587,000	RMB283,022,000
(6) Revised Aggregated Annual Caps (i.e. total of (2) and (5)): (<i>Note 6</i>)	RMB213,913,288	RMB286,348,288

Notes:

- (1) The approved annual caps for transactions contemplated under the Master Supply of Spare Parts Agreement were set specifically for the transactions between the Acquired Groups and CIMC Group (which became continuing connected transactions of the Group under Chapter 14A following the completion of the Acquisitions on 14 August 2009) only, and did not cover those between other members of the Group and CIMC Group.
- (2) No revision to the approved annual caps for transactions contemplated under the Holvrieka Master Supply of Spare Parts Agreement is anticipated to be necessary.
- (3) In accordance with Rule 14A.25 of the Listing Rules, the approved annual caps for the transactions under the Master Supply of Spare Parts Agreement and Holvrieka Master Supply of Spare Parts Agreement were aggregated.
- (4) The estimated maximum transaction amount for transactions between the Group (excluding the Acquired Groups) and CIMC Group under the Master Supply of Spare Parts Agreement for the financial years ending 31 December 2010 and 2011 are determined based on the estimated purchase volumes with reference to the historical transaction amounts and the expected growth of the Group.
- (5) The revised annual caps for transactions under the Master Supply of Spare Parts Agreement have taken into account the transactions between (i) the Acquired Groups and CIMC Group; and (ii) the rest of the Group and CIMC Group.
- (6) In accordance with Rule 14A.25 of the Listing Rules, the proposed revised annual caps for transactions contemplated under the Master Supply of Spare Parts Agreement and the approved annual caps for the Holvrieka Master Supply of Spare Parts Agreement are aggregated.

The Board (including the independent non-executive Directors, whose views are subject to the advice of the Independent Financial Adviser) considers that the Revised Aggregated Annual Caps are fair and reasonable and in the interests of the Shareholders as a whole.

Listing Rules implications

Since CIMC indirectly owns approximately 56.59% of the Shares, CIMC is a controlling Shareholder and the Transaction constitutes continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As the Board anticipates that the applicable percentage ratios for the Revised Aggregated Annual Caps will not be less than 2.5%, and the annual consideration is expected to be higher than HK\$10,000,000, the Revised Aggregated Annual Caps will be subject to the Independent Shareholders' approval at the EGM.

In view of the interests of Charm Wise, CIMC HK (both of which are wholly-owned subsidiaries of CIMC) and CIMC Vehicle (which is indirectly owned by CIMC as to 80%) in the Transaction, Charm Wise, CIMC HK and CIMC Vehicle and their respective associates, which are holding approximately 56.59% of the Shares in aggregate as at the date of this announcement, will abstain from voting in relation to the resolution approving the Revised Aggregated Annual Caps at the EGM. In view of the senior management position held by Mr. Zhao Qingsheng, a Director, in CIMC, Mr. Zhao, who beneficially owns 214,000 Shares which carry voting rights, representing approximately 0.02% of the Shares as at the date of this announcement, will also abstain from voting in relation to the resolution approving the Revised Aggregated Annual Caps at the EGM pursuant to the articles of association of the Company. The Independent Board Committee has been established to advise the Independent Shareholders as to whether the Revised Aggregated Annual Caps are fair and reasonable. Somerley has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, details of the Transaction and the Revised Aggregated Annual Caps, letter from the Independent Board Committee, letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, together with a notice to convene the EGM for approving the Revised Aggregated Annual Caps will be despatched to the Shareholders as soon as practicable.

General

The Group is principally engaged in the design, development, manufacturing, engineering and sales of, and the provision of technical maintenance services for, a wide spectrum of transportation, storage and processing equipment that is widely used in the energy, chemical and liquid food industries. Key products of the Group include (but not limited to) seamless pressure cylinders, natural gas refueling station systems and trailers, tanks containers, compressed natural gas trailers, liquefied natural gas trailers, specialty gas trailers, cryogenic tanks, liquid food tanks and road tanks.

CIMC is principally engaged in the manufacturing and sales of containers, road transportation vehicles, energy, chemical and liquid food equipment as well as air and sea transportation equipment through its various direct and indirect operating subsidiaries.

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The principal place of business of the Company in Hong Kong has been changed to Unit 908, 9th Floor, Fairmont House, No. 8 Cotton Tree Drive, Central, Hong Kong, with effect from 28 December 2009.

DEFINITIONS

“Acquired Groups”	Sound Winner Holdings Limited and Full Medal Limited, both being companies incorporated under the laws of the BVI with limited liability, and their respective subsidiaries, acquisitions of which were completed on 14 August 2009
“Acquisitions”	the acquisitions of the Acquired Groups, details of which were disclosed in the announcements of the Company dated 10 September 2008, 20 April 2009 and 14 August 2009, and the circular of the Company dated 3 June 2009
“Approved Aggregated Annual Cap(s)”	the maximum aggregated annual value(s) of the transactions contemplated under the Master Supply of Spare Parts Agreement and Holvrieka Master Supply of Spare Parts Agreement for the financial years ending 31 December 2010 and 2011, which were approved by the then independent Shareholders on the extraordinary general meeting of the Company held on 26 June 2009
“associate(s)”	as such term is defined under the Listing Rules
“Board”	the board of Directors
“Burg Industries”	Burg Industries B.V., a company (<i>Besloten Vennootschap</i>) established under the laws of the Netherlands with limited liability, which is indirectly owned by CIMC as to 80%
“BVI”	British Virgin Islands
“Charm Wise”	Charm Wise Limited, a company incorporated in the BVI with limited liability and a substantial Shareholder holding approximately 22.24% of the Shares, and a wholly-owned subsidiary of CIMC
“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 joint stock company incorporated under the laws of the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange

“CIMC Group”	CIMC and its subsidiaries (excluding members of the Group) and associates
“CIMC HK”	China International Marine Containers (Hong Kong) Limited 中國國際海運集裝箱(香港)有限公司, a company incorporated under the laws of Hong Kong with limited liability, which is a wholly-owned subsidiary of CIMC
“CIMC Vehicle”	CIMC Vehicle Investment Holdings Company Limited, a company incorporated under the laws of BVI with limited liability, which is a wholly-owned subsidiary of CIMC Vehicle (Group) Co., Ltd., 56% and 24% of the issued share capital of which are in turn held by CIMC and CIMC HK, respectively
“Company”	CIMC Enric Holdings Limited 中集安瑞科控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of Stock Exchange
“connected person(s)”	as such term is defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held, to consider and approve, among other things, the Revised Aggregated Annual Caps
“EURO”	Euro, the lawful currency of the European Union
“Group”	the Company and its subsidiaries
“Holvrieka Master Supply of Spare Parts Agreement”	the master supply of spare parts agreement dated 14 August 2009 entered into between the Company and Burg Industries for the provision of spare parts by Burg Industries and its subsidiaries, for a term from the date of completion of the Acquisitions, i.e. 14 August 2009, to 31 December 2011
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, to advise the Independent Shareholders with regard to the Revised Aggregated Annual Caps
“Independent Financial Adviser” or “Somerley”	Somerley Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) having CE registration number

	AAJ067 and the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the Revised Aggregated Annual Caps
“Independent Shareholders”	Shareholders who are not required to abstain from voting in respect of the resolution to consider and approve the Revised Aggregated Annual Caps at the EGM pursuant to the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Supply of Spare Parts Agreement”	the master supply of spare parts agreement dated 14 August 2009 entered into between the Company and CIMC for the provision of spare parts by CIMC Group to the Group (including the Acquired Groups), following completion of the Acquisitions on 14 August 2009
“PRC”	the People’s Republic of China and for the purposes of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Revised Aggregated Annual Cap(s)”	the revised maximum aggregated annual value(s) of the Transaction and the transactions contemplated under the Holvrieka Master Supply of Spare Parts Agreement for the two financial years ending 31 December 2010 and 2011
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the continuing connected transactions contemplated under the Master Supply of Spare Parts Agreement
“2007 Master Agreement”	the master agreement dated 1 November 2007 between the Company and CIMC in relation to the provision of transportation equipment by CIMC Group as spare parts for the Group’s production, for a term expiring on 31 December 2009, details of which were disclosed in the announcement of the Company dated 4 November 2007
“%”	per cent.

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

Hong Kong, 28 December 2009

As at the date of this announcement, the Board consists of Mr. Zhao Qingsheng (Chairman), Mr. Gao Xiang (General Manager), Mr. Jin Jianlong and Mr. Yu Yuqun as executive Directors; Mr. Jin Yongsheng and Mr. Petrus Gerardus Maria van der Burg as non-executive Directors; and Mr. Wong Chun Ho, Mr. Gao Zhengping and Mr. Tsui Kei Pang as independent non-executive Directors.

In this announcement, EURO has been converted to RMB at the rate of EURO1.00 = RMB8.8701, which was the exchange rate used when the Approved Aggregated Annual Caps were approved, for illustration purpose only. No representation is made that any amounts in EURO or RMB have been, could have been or could be converted at the above rate or at any other rates or at all.