

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Enric Energy Equipment Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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# Enric

**安瑞科能源裝備控股有限公司**  
**Enric Energy Equipment Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 3899)

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Enric Energy Equipment Holdings Limited to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 May 2007 at 11:30 a.m. is set out on pages 15 to 19 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

3 May 2007

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## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company proposed to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 May 2007 at 11:30 a.m.
“Articles of Association”	the articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Law (Chapter 22) of the Cayman Islands or any applicable laws
“Board”	the board of Directors
“Company”	Enric Energy Equipment Holdings Limited, an exempted company incorporated in the Cayman Islands on 28 September 2004 with limited liability under the Companies Law (Revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	27 April 2007, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution approving the Repurchase Mandate

## DEFINITIONS

“Shareholder(s)”	registered holder(s) of Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“XGII”	Xinao Group International Investment Limited
“Xinao Gas”	Xinao Gas Holdings Limited
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent.

# Enric

## 安瑞科能源裝備控股有限公司 Enric Energy Equipment Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 3899)

*Executive Directors:*

Wang Yusuo (Chairman)  
Jin Yongsheng (Chief Executive Officer)  
Cai Hongqiu  
Zhao Xiaowen  
Zhou Kexing  
Yu Jianchao  
Cheong Siu Fai

*Non-executive Director:*

Zhao Baoju

*Independent Non-executive Directors:*

Wong Chun Ho  
Gao Zhengping  
Shou Binan

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

Rooms 3101-03, 31st Floor  
Tower One, Lippo Centre  
No. 89 Queensway  
Hong Kong

*Head Office in the PRC:*

30 Hongrun Road  
Langfang Economic and  
Technical Development Zone  
Hebei Province  
The PRC

3 May 2007

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the re-election of the retiring Directors and to seek your approval at the AGM in connection with, amongst other things, such matters.

## LETTER FROM THE BOARD

### THE ISSUE MANDATE

On 23 May 2006, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and to authorise the extension of the Issue Mandate, details of which are set out in item nos. 4 and 6 respectively in the notice of AGM.

### THE REPURCHASE MANDATE

Also on 23 May 2006, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in item no. 5 in the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors, namely Mr. Wang Yusuo, Mr. Jin Yongsheng, Mr. Cai Hongqiu, Mr. Zhao Xiaowen, Mr. Zhou Kexing, Mr. Yu Jianchao, Mr. Cheong Siu Fai, Ms. Zhao Baoju, Mr. Wong Chun Ho, Mr. Gao Zhengping and Mr. Shou Binan.

In accordance with Articles 86(3), 87(1) & 87(2) of the Articles of Association, Mr. Wang Yusuo, Mr. Jin Yongsheng, Mr. Cai Hongqiu, Mr. Zhao Xiaowen, Mr. Zhou Kexing and Mr. Cheong Siu Fai will retire at the AGM and, being eligible, offer themselves for re-election.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### ANNUAL GENERAL MEETING

The notice convening the AGM to consider, amongst other things, ordinary resolutions relating to the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and re-election of retiring Directors are set out on pages 15 to 19 of this circular.

### RIGHT TO DEMAND A POLL

Pursuant to Article 66 of the Articles of Association, a resolution put to the vote of a general meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at such meeting.

On a show of hands, every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote. On a poll, every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share held by him. On a poll, a Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.

## LETTER FROM THE BOARD

### **ACTION TO BE TAKEN**

A proxy form for use at the AGM is enclosed herein. Whether or not you propose to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

### **RECOMMENDATION**

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters to be proposed at the AGM.

By order of the Board  
**Enric Energy Equipment Holdings Limited**  
**WANG Yusuo**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information for your consideration of the Repurchase Mandate.*

## **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 447,200,000 Shares in issue at the Latest Practicable Date, could result in up to 44,720,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

## **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a Share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## **4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2006 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates (as defined in the Listing Rules), have any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so, in the event that the Company is authorised to make purchase of Shares.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wang Yusuo and Ms. Zhao Baoju (the spouse of Mr. Wang Yusuo), both Directors, together with XGII (a company which is beneficially owned as to 50% by Mr. Wang Yusuo and 50% by Ms. Zhao Baoju) were beneficially interested in an aggregate of 236,714,000 Shares, representing approximately 52.93% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the aggregate shareholdings of Mr. Wang Yusuo, Ms. Zhao Baoju and XGII would be increased to approximately 58.81% of the issued share capital of the Company. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate. The Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

## **5. SHARE PURCHASED BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## 6. SHARE PRICES

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date and for the month of April 2007 up to the Latest Practicable Date:-

	<b>Highest Traded Price</b> <i>HK\$</i>	<b>Lowest Traded Price</b> <i>HK\$</i>
<b>2006</b>		
April	5.50	4.55
May	5.10	4.00
June	5.35	3.50
July	5.20	4.58
August	5.00	4.60
September	5.15	4.60
October	5.00	4.80
November	5.09	4.50
December	4.91	4.14
<b>2007</b>		
January	4.90	4.34
February	5.50	4.30
March	4.95	3.81
April (up to the Latest Practicable Date)	5.10	4.20

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be re-elected at the AGM:

### MR. WANG YUSUO

Mr. WANG Yusuo, aged 42, is a co-founder, the chairman and an executive Director of the Company. He is responsible for overseeing the Group's overall strategic planning. Mr. Wang is a substantial Shareholder and holds various directorships in six subsidiaries of the Company. Mr. Wang has over 20 years of experience in the investment in, and management of, the gas business in the PRC. He graduated from the People's University of the PRC in 1994 and obtained a master's degree in Management from the Tianjin University of Finance and Economics in 2002. Mr. Wang is a member of the Tenth National Committee of the Chinese People's Political Consultative Conference and a vice-chairman of the Ninth Executive Committee of the All-China Federation of Industry and Commerce. He has won various awards including Hebei's Top Ten Young and Successful Persons, the China Charity Award and Outstanding Entrepreneurs in China. Mr. Wang is also the chairman and an executive director of Xinao Gas, a company listed on the Stock Exchange. Save as disclosed above, Mr. Wang has not held any directorships in any other public listed companies in the past three years.

Mr. Wang is the spouse of Ms. Zhao Baoju, a Director of the Company. Mr. Wang is also a director and a controlling Shareholder of XGII, a controlling Shareholder of the Company. Save as disclosed above, he does not hold any other positions with the Company or other members of the Group, or have any relationships with any other Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Mr. Wang has entered into a service agreement with the Company with an initial term of three years commencing on 1 October 2005 and expiring on 30 September 2008, and such agreement may be terminated by either party serving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Wang is entitled to a monthly salary of HK\$75,000 and a discretionary annual management bonus. The Company did not pay any discretionary annual management bonus to any Director in 2006. The remuneration and annual management bonus of Mr. Wang are determined with reference to the Company's performance and profitability and the prevailing market conditions. As at the Latest Practicable Date, save for the corporate interest in 234,144,000 Shares through XGII, an interest of 570,000 Shares, and interest in share options granted by the Company to subscribe for 2,000,000 Shares, Mr. Wang did not have any other interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Wang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**MR. JIN YONGSHENG**

Mr. JIN Yongsheng, aged 43, is an executive Director and the chief executive officer of the Company. He is responsible for strategic planning jointly with the chairman of the Company, investor relations and executing the decisions made by the Board. He is also the chairman of each of the remuneration committee and nomination committee of the Company. He holds directorship in one subsidiary of the Company. Mr. Jin graduated from the Tianjin University of Finance and Economics in the PRC in 1986, specialising in finance and obtained an executive master's degree in Business Administration from the Guanghua School of Management of the Peking University in 2005. Prior to joining the Group in 2005, Mr. Jin was an assistant professor in the Township and Village Enterprise Cadre College of the Ministry of Agriculture in the PRC. He was an executive director of Xinao Gas, a company listed on the Stock Exchange, and has been re-designated a non-executive director of Xinao Gas since 5 June 2006. Mr. Jin is a qualified lawyer in the PRC and has over 17 years of experience in legal practice. Save as disclosed above, Mr. Jin has not held any directorships in any other public listed companies in the past three years.

Mr. Jin is a director of XGII, a controlling Shareholder of the Company. Save as disclosed above, Mr. Jin does not hold any other positions with the Company or other members of the Group, or have any relationships with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Mr. Jin has entered into a service agreement with the Company with an initial term of three years commencing on 5 June 2006 and expiring on 30 September 2008, and such agreement may be terminated by either party serving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Jin is entitled to a monthly salary of HK\$50,000 and a discretionary annual management bonus. The Company did not pay any discretionary annual management bonus to any Director in 2006. The remuneration and annual management bonus of Mr. Jin are determined with reference to the Company's performance and profitability and the prevailing market conditions. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 2,000,000 Shares, Mr. Jin did not have any other interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Jin has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**MR. CAI HONGQIU**

Mr. CAI Hongqiu, aged 43, is an executive Director and the general manager and compliance officer of the Company. He holds various directorships in eight subsidiaries of the Company. Mr. Cai has joined the Group since 2002 and is responsible for the overall operations of the Group. Mr. Cai graduated from the China University of Political Science and Law and Tsinghua University's School of Economics and Management and obtained his bachelor's degree in Law in 1985 and master's degree in Science in 1992. Mr. Cai is a senior economist and obtained qualification as a lawyer in the PRC in 1989. Mr. Cai has over nine years of experience in the management of industrial enterprises. Mr. Cai has not held any directorships in any other public listed companies in the past three years.

Save as disclosed above, Mr. Cai does not hold any other positions with the Company or other members of the Group, or have any relationships with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Mr. Cai has entered into a service agreement with the Company with an initial term of three years commencing on 1 October 2005 and expiring on 30 September 2008, and such agreement may be terminated by either party serving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Cai is entitled to a monthly salary of HK\$50,000 and a discretionary annual management bonus. The Company did not pay any discretionary annual management bonus to any Director in 2006. The remuneration and annual management bonus of Mr. Cai are determined with reference to the Company's performance and profitability and the prevailing market conditions. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 1,400,000 Shares, Mr. Cai did not have any other interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Cai has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**MR. ZHAO XIAOWEN**

Mr. ZHAO Xiaowen, aged 43, is an executive Director and the chief marketing officer of the Company. He has joined the Group since 2003 and is responsible for the sales and marketing strategy of the Group. He is experienced in sales and marketing and has over 21 years of experience in corporate management, of which nine years has been in the manufacturing industry. Mr. Zhao has not held any directorships in any other public listed companies in the past three years.

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Zhao does not hold any other positions with the Company or other members of the Group, or have any relationships with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Mr. Zhao has entered into a service agreement with the Company with an initial term of three years commencing on 1 October 2005 and expiring on 30 September 2008, and such agreement may be terminated by either party serving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Zhao is entitled to a monthly salary of HK\$33,333 and a discretionary annual management bonus. The Company did not pay any discretionary annual management bonus to any Director in 2006. The remuneration and annual management bonus of Mr. Zhao are determined with reference to the Company's performance and profitability and the prevailing market conditions. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 1,000,000 Shares, Mr. Zhao did not have any other interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Zhao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### MR. ZHOU KEXING

Mr. ZHOU Kexing, aged 44, is an executive Director and the chief accountant of the Company responsible for the Group's accounting and finance operations. He holds various directorships in two subsidiaries of the Company. Mr. Zhou graduated from Tianjin University of Finance and Economics and obtained a bachelor's degree in Economics in 1982 and a master's degree in Business Administration in 2001. Prior to joining the Group in 2002, Mr. Zhou lectured at the same university as a deputy research officer. Mr. Zhou specialises in accounting and finance and is experienced in capital operation. Mr. Zhou has not held any directorships in any other public listed companies in the past three years.

Save as disclosed above, Mr. Zhou does not hold any other positions with the Company or other members of Group, or have any relationships with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Mr. Zhou has entered into a service agreement with the Company with an initial term of three years commencing on 1 October 2005 and expiring on 30 September 2008, and such agreement may be terminated by either party serving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and election at annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Zhou is entitled to a monthly salary of HK\$33,333 and a discretionary annual management bonus. The Company did not pay any

discretionary annual management bonus to any Director in 2006. The remuneration and annual management bonus of Mr. Zhou are determined with reference to the Company's performance and profitability and the prevailing market conditions. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 1,000,000 Shares, Mr. Zhou did not have any other interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Zhou has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **MR. CHEONG SIU FAI**

Mr. CHEONG Siu Fai, aged 35, is an executive Director, the financial controller and the secretary of the Company. He is responsible for financial management, corporate finance, implementation of corporate governance practices and investor relations. He holds a bachelor's degree in Business Administration from Thames Valley University in the United Kingdom. Mr. Cheong is an associate member of the Hong Kong Institute of Certified Public Accountants and the Association of International Accountants in the United Kingdom. Prior to joining the Group in 2004, Mr. Cheong worked in an international firm of certified public accountants and has more than 11 years of experience in accounting, financial management and corporate finance. Mr. Cheong has not held any directorships in any other public listed companies in the past three years.

Save as disclosed above, Mr. Cheong does not hold any other positions with the Company or other members of the Group, or have any relationships with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Mr. Cheong has entered into a service agreement with the Company with an initial term of three years commencing on 11 January 2007 and expiring on 30 September 2008, and such agreement may be terminated by either party serving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Mr. Cheong is entitled to a monthly salary of HK\$50,000 and a discretionary annual management bonus. The Company did not pay any discretionary annual management bonus to any Director in 2006. The remuneration and annual management bonus of Mr. Cheong are determined with reference to the Company's performance and profitability and the prevailing market conditions. As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 700,000 Shares, Mr. Cheong did not have any other interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Cheong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

# Enric

## 安瑞科能源裝備控股有限公司 Enric Energy Equipment Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 3899)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of Enric Energy Equipment Holdings Limited (the "Company") will be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 May 2007 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the directors' report and the independent auditor's report for the year ended 31 December 2006;
2. To re-elect retiring directors and to authorise the board of directors to fix the remuneration of directors;
3. To re-appoint the auditors and to authorise the board of directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"THAT:–

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

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- (c) the aggregate nominal value of the share capital allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to any officers, employees and/or directors of the Company and/or any of its subsidiaries and/or any other participants of such scheme or arrangement of shares or rights to acquire shares; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the aggregate of the total nominal value of share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional

## NOTICE OF ANNUAL GENERAL MEETING

entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”;

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:-**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of shares in the Company repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the aggregate of the total nominal value of share capital of the Company in issue as at the date of passing of this Resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;  
or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”;

## NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of the resolutions set out in items nos. 4 and 5 of the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares pursuant to item no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in item no. 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate of the total nominal value of share capital of the Company in issue as at the date of passing of the said Resolution.”.

By order of the Board  
**Enric Energy Equipment Holdings Limited**  
**CHEONG Siu Fai**  
*Executive Director and Company Secretary*

Hong Kong, 3 May 2007

*The board of directors of the Company comprises:*

*Executive Directors:*

Wang Yusuo (*Chairman*)  
Jin Yongsheng (*Chief Executive Officer*)  
Cai Hongqiu  
Zhao Xiaowen  
Zhou Kexing  
Yu Jianchao  
Cheong Siu Fai

*Non-executive Director:*

Zhao Baoju

*Independent Non-executive Directors:*

Wong Chun Ho  
Gao Zhengping  
Shou Binan

## NOTICE OF ANNUAL GENERAL MEETING

*Registered Office:*

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

*Principal place of business in Hong Kong:*

Rooms 3101-03, 31st Floor  
Tower One, Lippo Centre  
No. 89 Queensway  
Hong Kong

*Head Office in the PRC:*

30 Hongrun Road  
Langfang Economic and Technical Development Zone  
Hebei Province  
The PRC

*Notes:*

1. A member entitled to attend and vote at the meeting 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, a 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 deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjourned meeting.
3. Completion and delivery of the form of proxy will not be preclude a member of the Company from attending and voting in person at the Meeting if the member of the Company so desires.
4. With regard to item no. 2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Wang Yusuo, Mr. Jin Yongsheng, Mr. Cai Hongqiu, Mr. Zhao Xiaowen, Mr. Zhou Kexing and Mr. Cheong Siu Fai be re-elected as directors of the Company. Particulars of the said retiring directors are set out in the Appendix II to the circular to the shareholders of the Company dated 3 May 2007.
5. An explanatory statement containing further details regarding item no. 5 as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular to the shareholders of the Company dated 3 May 2007.