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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in CIMC Enric 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, exchange participant or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
PROPOSED FINAL DIVIDEND,  
ADOPTION OF NEW SHARE OPTION SCHEME  
AND  
TERMINATION OF  
EXISTING SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of CIMC Enric Holdings Limited to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 20 May 2016 at 3:00 p.m. is set out on pages 24 to 29 of this circular.

Whether or not you propose to attend the annual general meeting, you are requested to complete the enclosed 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 17M 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 annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the annual general meeting, or any adjourned meeting, should they so wish.

6 April 2016

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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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 20 May 2016 at 3:00 p.m.
“Articles”	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
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“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., the shares of which are listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange, and is the 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 Law (Revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“Enric Group”	the Company, its subsidiaries, its associated companies, its jointly controlled entities and its related companies from time to time
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued ordinary shares of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	30 March 2016, 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
“New Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the AGM, a summary of the principal terms is set out in Appendix III to this circular
“Option(s)”	a right to subscribe for Shares pursuant to the terms of the New Share Option Scheme
“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 total number of issued ordinary shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HKD0.01 each in the issued share capital of the Company
“Share Option Scheme”, “Scheme” or “Existing Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 12 July 2006
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

# 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)**

*Executive Directors:*

Gao Xiang (*Chairman*)  
Liu Chunfeng (*General Manager*)  
Jin Jianlong  
Yu Yuqun

*Registered Office:*

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

*Non-executive Director:*

Jin Yongsheng

*Principal Place of Business in Hong Kong:*

Unit 908, 9th Floor  
Fairmont House  
No. 8 Cotton Tree Drive  
Central  
Hong Kong

*Independent Non-executive Directors:*

Wong Chun Ho  
Tsui Kei Pang  
Zhang Xueqian

*Head Office in the PRC:*

CIMC R&D Center  
No. 2 Gangwan Avenue  
Shekou Industrial Zone  
Shenzhen, Guangdong  
The PRC

6 April 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
PROPOSED FINAL DIVIDEND,  
ADOPTION OF NEW SHARE OPTION SCHEME  
AND  
TERMINATION OF  
EXISTING SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. 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, adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme and to seek your approval at the AGM in connection with, among others things, such matters.

## LETTER FROM THE BOARD

### 2. THE ISSUE MANDATE

On 20 May 2015, 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 authorize the extension of the Issue Mandate, details of which are set out in item nos. 5 and 7 respectively in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary shares of the Company comprised 1,936,275,088 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Issue Mandate to issue a maximum of 387,255,017 Shares representing not more than 20% of the total number of issued ordinary shares of the Company as at the date of passing of the resolution approving the Issue Mandate.

### 3. THE REPURCHASE MANDATE

Also on 20 May 2015, 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. 6 in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary shares of the Company comprised 1,936,275,088 Shares. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Repurchase Mandate to repurchase a maximum of 193,627,508 Shares representing not more than 10% of the total number of issued ordinary shares 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.

### 4. RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Gao Xiang (*Chairman*), Mr. Liu Chunfeng (*General Manager*), Mr. Jin Jianlong and Mr. Yu Yuqun as executive Directors; Mr. Jin Yongsheng as a non-executive Director; and Mr. Wong Chun Ho, Mr. Tsui Kei Pang and Mr. Zhang Xueqian as independent non-executive Directors.

## LETTER FROM THE BOARD

In accordance with articles 87(1) and 87(2) of the Articles, Messrs. Jin Jianlong, Tsui Kei Pang and Zhang Xueqian will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

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

### **5. PROPOSED FINAL DIVIDEND**

On 21 March 2016, the Board recommended that subject to Shareholders' approval in the AGM, the Company shall declare and distribute a final dividend in respect of 2015 of HKD0.100 per ordinary share to its shareholders whose names appear on the register of members of the Company on 31 May 2016.

The Board further resolved that the register of members of the Company shall be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016 (both days inclusive), during which period no share transfer will be registered for the purpose of ascertaining shareholders' entitlements to the proposed final dividend.

In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 26 May 2016.

### **6. PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME AND TERMINATION OF EXISTING SHARE OPTION SCHEME**

The Existing Share Option Scheme was adopted on 12 July 2006 and will expire on 11 July 2016. In the view of the expiration of the Existing Share Option Scheme, an ordinary resolution will be proposed at the AGM to terminate the Existing Share Option Scheme and adopt the New Share Option Scheme. Following the termination of the Existing Share Option Scheme, no further options will be offered under that scheme, but in all other respects the provisions of the Existing Share Option Scheme will remain in full force and effect and options granted prior to such termination will continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme.

As at the Latest Practicable Date, the Company had granted options to subscribe for a total of 120,370,000 Shares (representing approximately 6.22% of the total issued Shares as at the Latest Practicable Date) pursuant to the Existing Share Option Scheme, out of which options to subscribe for 27,999,000 Shares had been exercised, options to subscribe for 6,420,000 Shares had lapsed and options to subscribe for 85,951,000 Shares are valid and outstanding and which will remain valid under the Existing Share Option Scheme. Under the Existing Share Option Scheme, the Company may grant further options entitling holders thereof to subscribe for 16,315,220 Shares. Upon termination of the Existing Share Option Scheme, no further option may be granted.

## LETTER FROM THE BOARD

The purpose of the New Share Option Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the grantees and for such other purposes as the Board may approve from time to time. The Directors believe that the New Share Option Scheme could provide grantees with the opportunity of participating in the growth of the Company by acquiring the Shares and could, in turn, assist in the attraction and retention of grantees who have made contribution to the success of the Company.

A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular. A copy of the New Share Option Scheme is available for inspection at the principal place of business of the Company in Hong Kong at Unit 908, 9th Floor, Fairmont House, No. 8 Cotton Tree Drive, Central, Hong Kong during normal business hours from the date hereof up to and including the date of the AGM.

As of the Latest Practicable Date, there were 1,936,275,088 Shares in issue. Assuming there is no change to the issued Shares in the period commencing from the Latest Practicable Date to the date of the AGM, the total number of Shares that may be issued under the New Share Option Scheme and any other schemes of the Company will be 193,627,508 Shares representing 10% of the issued Shares as at the AGM.

Unless otherwise determined by the Board and specified in the offer letter at the time of the offer of the Option, there is neither any performance target that need to be achieved by the grantee before an Option can be exercised nor any minimum period for which an Option must be held before the Option can be exercised.

The subscription price for the Shares under the New Share Option Scheme shall be a price solely determined by the Board and notified to a Participant (as defined in paragraph 2 of Appendix III to this circular) and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an Option is granted, which must be a Business Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the date on which an Option is granted; and (iii) the nominal value of a Share.

None of the Directors is a trustee of the New Share Option Scheme nor has any direct or indirect interest in the trustees of the New Share Option Scheme, if any.

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the New Share Option Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to Shareholders, taking into account the number of variables which are crucial for the calculation of the Option value which have not been determined. Such variables include the exercise price, exercise period and other relevant variables. However, in compliance with the Listing Rules, estimated fair valuations of Options granted during the relevant financial year/period will be provided and disclosed to the Shareholders in the relevant annual or interim report of the Company.



## LETTER FROM THE BOARD

The New Share Option Scheme shall take effect conditional upon:

- (i) the passing of an ordinary resolution at the AGM approving the adoption of the New Share Option Scheme by the Shareholders and authorising the Directors to grant Options to subscribe for Shares hereunder and to allot, issue and deal with Shares pursuant to the exercise of any Option granted under the New Share Option Scheme, and the termination of the Existing Share Option Scheme at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting approval of the New Share Option Scheme and the listing of, and the permission to deal in, any Shares to be issued pursuant to the exercise of Options under the New Share Option Scheme.

Application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares to be issued and allotted pursuant to the exercise of any Options granted under the New Share Option Scheme.

### **7. 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, the re-election of retiring Directors, adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme, are set out in pages 24 to 29 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder had a material interest in the adoption of the New Share Option Scheme and accordingly, no Shareholder is required to abstain from voting at the AGM.

### **8. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

### 9. 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 17M 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 11. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions referred to in this circular and the notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

By order of the Board  
**CIMC Enric Holdings Limited**  
**Gao Xiang**  
*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 1,936,275,088 Shares in issue at the Latest Practicable Date, could result in up to 193,627,508 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 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 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 Annual Report 2015 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 close 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 core connected person (as defined in the Listing Rules) of the Company 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, CIMC was beneficially, interested in an aggregate of 1,371,016,211 Shares, representing approximately 70.81% of the issued ordinary shares 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 CIMC would be increased to approximately 78.67% of the issued ordinary shares 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 March 2016 up to the Latest Practicable Date:

	<b>Highest Traded Price</b> <i>HKD</i>	<b>Lowest Traded Price</b> <i>HKD</i>
<b>2015</b>		
April	10.46	7.65
May	8.85	7.80
June	8.21	6.32
July	6.95	3.80
August	5.48	3.64
September	4.75	3.86
October	5.45	4.40
November	5.52	4.74
December	5.05	4.52
<b>2016</b>		
January	4.55	3.61
February	4.34	3.52
March (up to the Latest Practicable Date)	4.46	3.88

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

**Mr. Jin Jianlong**

Mr. Jin, aged 62, joined the Group as an executive Director in September 2007. He is also a member of the remuneration committee and the executive committee of the Company respectively. He graduated from the Maanshan University of Iron and Steel Technology (馬鞍山鋼鐵學院), majoring in accounting. Mr. Jin worked in the Hangzhou Iron and Steel Factory (杭州鋼鐵廠) from 1975 and served as a deputy manager of its accounting department from 1985 to 1989. He joined CIMC in 1989 and served as a manager of the financial management department of CIMC and then of the finance department of Shenzhen Southern CIMC Containers Manufacturing Co., Ltd. (深圳南方中集集裝箱製造有限公司) respectively. Mr. Jin is currently the general manager of the financial management department of CIMC. He holds directorships in certain subsidiaries of the Company and CIMC.

As at the Latest Practicable Date, Mr. Jin was interested in an aggregate of 1,400,000 share options which were outstanding. The options were granted by the Company on 11 November 2009, 28 October 2011 and 5 June 2014 under the Share Option Scheme.

Mr. Jin has renewed his appointment letter with the Company with a term of three years commencing on 1 January 2014, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Jin is not entitled to any director's fee under the letter of appointment.

Save as disclosed above, Mr. Jin (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any listed public companies in the last three years.

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 is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. Tsui Kei Pang**

Mr. Tsui, aged 55, joined the Group as an independent non-executive Director since November 2009. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. He obtained a bachelor's degree in law (Honours) and a master's degree in law from The University of Hong Kong. He is a solicitor of Hong Kong, a solicitor of England and Wales (non-practising), a China Appointed Attesting Officer and a Civil Celebrant of Marriages. Mr. Tsui is currently a partner of Gallant Y.T. Ho & Co. and specialises in Hong Kong and China cross-border commercial legal services. He is also the vice chairman of the Greater China Legal Affairs Committee of The Law Society of Hong Kong, an honorary legal adviser of The Hong Kong Real Estate Association as well as a member of China Committee of Hong Kong General Chamber of Commerce. Mr. Tsui is currently an independent non-executive director of China Huishan Dairy Holdings Company Limited (shares of which are listed on the Main Board of the Stock Exchange).

As at the Latest Practicable Date, Mr. Tsui was interested in an aggregate of 600,000 share options which were outstanding. The options were granted by the Company on 11 November 2009, 28 October 2011 and 5 June 2014 under the Share Option Scheme.

Mr. Tsui has renewed his appointment letter with the Company with a term of three years commencing on 11 November 2015, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company according to the Articles. Pursuant to the appointment letter, Mr. Tsui is entitled to receive a director's fee of HKD220,000 per annum with effect from 1 April 2016, which is determined with reference to his experience and scope of duties as well as directors' fees paid by comparable companies.

Save as disclosed above, Mr. Tsui (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any listed public companies in the last three years.

Save as disclosed above, Mr. Tsui 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 is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. Zhang Xueqian**

Mr. Zhang, aged 66, joined the Group as an independent non-executive Director since September 2010. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company respectively. He received a PhD degree in accounting from Xi'an Jiaotong University (西安交通大學) and a master's degree in economics from Wuhan University (武漢大學). He is a registered accountant in the PRC. Presently, Mr. Zhang is a professor of the Business School of University of International Business and Economics (對外經濟貿易大學國際商學院) in the PRC, and was a former associate dean of the school. He was also a senior member of the Chinese Society of Technology and Economics (中國技術經濟研究會) and a researcher of Beijing Asia-Pacific Research Center of China Financial Accounting (北京亞太華夏財務會計研究中心). Mr. Zhang possesses strong academic background in accounting and finance.

As at the Latest Practicable Date, Mr. Zhang was interested in an aggregate of 600,000 share options which were outstanding. The options were granted by the Company on 11 November 2009, 28 October 2011 and 5 June 2014 under the Share Option Scheme.

Mr. Zhang has renewed his appointment letter with the Company with a term of three years commencing on 30 September 2013, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company according to the Articles. Pursuant to the appointment letter, Mr. Zhang is entitled to receive a director's fee of HKD220,000 per annum with effect from 1 April 2016, which is determined with reference to his experience and scope of duties as well as directors' fees paid by comparable companies.

Save as disclosed above, Mr. Zhang (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any listed public companies in the last three years.

Save as disclosed above, Mr. Zhang 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 is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.



The following is a summary of the principal terms of the New Share Option Scheme proposed to be approved by the Shareholders at the AGM:

### 1. Purpose

The purpose of the New Share Option Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants (as defined in paragraph 2 below), and for such other purposes as the Board may approve from time to time.

### 2. Who May Join and Eligibility of Participants

The Board may, at its discretion, invite:

- (i) any executive or non-executive Director including any independent non-executive Director or any employee (whether full-time or part-time) of any member of the Enric Group;
- (ii) any discretionary object of a discretionary trust established by any substantial Shareholder of the Company or any employee, executive or non-executive Director of any member of the Enric Group;
- (iii) any consultant, professional and other adviser to any member of the Enric Group;
- (iv) any chief executive or substantial shareholder of any member of the Enric Group;
- (v) any associate of any Director, chief executive or substantial shareholder of any member of the Enric Group; and
- (vi) any employee (whether full-time or part-time) of substantial shareholder of any member of the Enric Group (each a “Participant”),

to take up Options.

In determining the basis of eligibility of each Participant, the Board would take into account such factors as the Board may at its discretion consider appropriate. The Board shall have absolute discretion to determine whether a person shall fall within the aforesaid categories.

### 3. Acceptance of Offers

Offer of an Option shall be deemed to have been accepted by the grantee when the duplicate of the relevant offer letter comprising acceptance of the Option duly signed by the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein, together with a remittance in favour of the Company of HKD1.00 by way of

consideration for the granting thereof is received by the Company within 14 days from the date of the offer, and the Option to which the offer relates shall be deemed to have been granted on the date such Option is accepted by the grantee. Such remittance shall in no circumstances be refundable.

#### **4. Subscription Price**

The subscription price for the Shares under the New Share Option Scheme shall be a price solely determined by the Board and notified to a Participant and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an Option is granted, which must be a Business Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the date on which an Option is granted; and (iii) the nominal value of a Share.

#### **5. Maximum Number of Shares Available for Subscription**

- (i) Subject to (iv) below, the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of the Shares in issue as at the date of adoption of the New Share Option Scheme, unless the Company obtains an approval from the Shareholders pursuant to (ii) below.
- (ii) The Company may seek approval of the Shareholders in general meeting for refreshing the 10% limit set out in (i) above such that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company under the limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval to refresh such limit.
- (iii) The Company may seek separate approval by the Shareholders in general meeting for granting Options beyond the 10% limit provided the Options in excess of such limit are granted only to the Participants specifically identified by the Company before such approval is sought. In such case, the Company shall send a circular to the Shareholders containing the information required under the Listing Rules.
- (iv) Notwithstanding any other provisions of the New Share Option Scheme, the limit on the number of the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. No options may be granted under the New Share Option Scheme or any other share option schemes of the Company if this will result in such limit being exceeded.

**6. Maximum Entitlement of Shares of Each Participant**

- (i) The total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the total number of Shares in issue.
- (ii) Notwithstanding (i) above, where any further grant of Options to a Participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such Participant under the New Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding Options) in any 12-month period to exceed 1% of the Shares in issue shall be subject to approval by the Shareholders in general meeting with such Participant and his close associates (as defined under the Listing Rules) (or his associates if the Participant is a connected person) abstaining from voting. In such a case, the Company shall send a circular to the Shareholders containing information as required under the Listing Rules. The number and the terms of the Options to be granted to such Participant shall be fixed before the Shareholders' approval and the date of the Board meeting for proposing such further grants should be taken as the date of grant for the purpose of calculating the subscription price.

**7. Grant of Options to Connected Persons**

- (i) Any grant of Options to a Participant who is a Director, chief executive or substantial Shareholder (as defined under the Listing Rules) of the Company or their respective associates (including a discretionary trust whose discretionary objects include a Director, chief executive or a substantial Shareholder of a company beneficially owned by any Director, chief executive or substantial Shareholder) must be approved by the independent non-executive Directors (excluding an independent non-executive Director who is the grantee of the Options).
- (ii) Where the Board proposes to grant any Option to a Participant who is a substantial Shareholder or an independent non-executive Director, or their respective associates (including a discretionary trust whose discretionary objects include a substantial Shareholder or an independent non-executive Director or a company beneficially owned by any substantial Shareholder or independent non-executive Director) would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted under the New Share Option Scheme and any other share option schemes (including options exercised, cancelled and outstanding) to him in the 12-month period up to and including the date of such grant:
  - (1) representing in aggregate over 0.1% of the total number of Shares in issue; and

- (2) having an aggregate value, based on the closing price of the Shares at the date of each grant, over HKD5,000,000.00,

such proposed grant of Options must be approved by the Shareholders in general meeting. In such a case, the Company shall send a circular to the Shareholders containing all those terms as required under the Listing Rules. The grantee, his associates and all core connected persons (as defined under the Listing Rules) of the Company, must abstain from voting in favour of the relevant resolution at such general meeting (except that any such person may vote against the relevant resolution provided that his intention to do so has been stated in this circular). Any vote taken at the meeting to approve the grant of such Options must be taken on a poll.

#### **8. Time of Exercise of Options**

Any Option may be exercised in accordance with the terms of the New Share Option Scheme and such other terms and conditions upon which an Option was granted, at any time during the option period after the Option has been granted by the Board but in any event, not longer than 10 years from the date of grant. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the option period. Save as determined by the Board and specified in the offer letter at the time of the offer of the Option, there is no minimum period for which an Option must be held before it can be exercised.

#### **9. Performance Targets**

Unless otherwise determined by the Board and specified in the offer letter at the time of the offer of the Option, there is no performance target which must be achieved before any of the Options can be exercised.

#### **10. Transferability of Options**

An Option shall be personal to the grantee and shall not be transferable nor assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests in favour of any third party over or in relation to any Option (where the grantee is a company, any change of its major shareholder or any substantial change in its management (to be determined by the Board at its absolute discretion) will be deemed to be a sale or transfer of interest aforesaid). Any breach of the foregoing by a grantee shall entitle the Company to cancel any outstanding Option or part thereof.

**11. Rights on Ceasing Employment**

If the grantee ceases to be a Participant for any reason other than on the grantee's death or the termination of the grantee's employment with the Enric Group (if applicable), directorship, office or appointment on one or more of the grounds specified in paragraph 13 below, the grantee may exercise the Option up to his entitlement at the date of cessation (to the extent which has become exercisable and not already exercised) within the period of 3 months (or such longer period as the Board may determine) following the date of such cessation. Such date of cessation shall be, in the case of an employee, a director, a consultant, professional and other advisers or chief executives of the relevant company, the last actual working day with the relevant company whether salary is paid in lieu of notice or not, or the last date of office or appointment, or in the case of a discretionary object, the date of the last actual working day with the relevant company or the last date of office or appointment of the settlor of the discretionary trust and the date of cessation as determined by a resolution of the board of directors or governing body of the relevant company shall be conclusive (to the extent not already exercised) on the expiry of the period referred to above.

**12. Rights on Death**

If the grantee dies before exercising the Option in full and none of the events which would be a ground for termination of the grantee's employment, directorship, office or appointment under paragraph 13 below arises, the personal representative(s) of the grantee shall be entitled to exercise the Option up to the entitlement of such grantee as at the date of death (to the extent which has become exercisable and not already exercised) within a period of 12 months or such longer period as the Board may determine from the date of death. Subject to the above, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the period referred to above.

**13. Rights on Dismissal**

An Option shall lapse automatically (to the extent not already exercised) on the date on which the grantee ceases to be a Participant by reason of the termination of his employment, directorship, office or appointment on the grounds that he has been guilty of misconduct, or has been in breach of any rule or regulation of any member of the Enric Group, or appears either to be unable to pay or have no reasonable prospect to pay his debts, or has become insolvent, or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other ground on which his employer would be entitled to terminate his employment summarily.

**14. Rights on Winding-up**

In the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, the Company shall on the same date as or as soon as practicable after it despatches such notice to convene the Shareholders' meeting, give notice thereof to all grantees. Each grantee (or his legal personal representative(s)) may by notice in writing to the Company (such notice to be received by the Company not later than 2 Business Days prior to the proposed general meeting) exercise the Option (to the extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice, such notice to be accompanied by a payment for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid. Subject to the above, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the period referred to above.

**15. Rights on a General Offer by Way of Take-Over**

If a general offer by way of take-over is made to all the Shareholders (other than by way of scheme of arrangement pursuant to paragraph 16) (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and if such offer becomes or is declared unconditional prior to the expiry of the relevant option period, the Company shall forthwith give notice thereof to the grantee and the grantee (or his personal representative(s)) may by notice in writing to the Company within 14 days of the date of notice from the offeror exercise the Option (to the extent which has become exercisable on the date of the notice of the offeror and not already exercised) to its full extent or to the extent specified in such notice.

**16. Rights on a General Offer by Way of Scheme of Arrangement**

If a general offer by way of scheme of arrangement is made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, the Company shall forthwith give notice thereof to the grantee and the grantee (or his or her personal representative(s)) may thereafter (but only until such time as shall be notified by the Company, after which the Option shall lapse) exercise the Option (to the extent which has become exercisable and not already exercised) to its full extent or to the extent specified in such notice.

**17. Rights on a Compromise or Arrangement**

If a compromise or arrangement between the Company and its Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies (other than a general offer or a scheme of arrangement contemplated in sub-paragraphs 15 and 16), the Company shall give notice thereof to the grantee on the same date as it despatches the notice which is sent to each Shareholder or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon the grantee (or his personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of 2 months thereafter and the date on which such compromise or arrangement is sanctioned by the court, exercise any of his Options (to the extent which has become exercisable and not already exercised) whether in full or in part, but the exercise of an Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under the New Share Option Scheme.

**18. Ranking of Shares**

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the memorandum and articles of association of the Company for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue on the date of their allotment and issue, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment and issue other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment and issue.

**19. Effects of Alterations in Capital Structure of the Company**

In the event of any alteration in capital structure of the Company whilst any Option remains exercisable, *whether* by way of capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of the share capital of the Company, such corresponding alterations (if any) shall be made to:

- (i) the number or nominal amount of Shares subject to the Option so far as unexercised; and/or
- (ii) the subscription price; and/or
- (iii) the maximum number of Shares in respect of which Options under the New Share Option Scheme together with options under other schemes may be granted,

as an independent financial adviser or the auditors of the Company shall at the request of the Board certify in writing to the Directors to be in his/their opinion fair and reasonable and that any such alterations shall satisfy the requirements set out in Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all listed issuers relating to share option schemes.

#### **20. Period of the New Share Option Scheme**

The New Share Option Scheme will remain valid and effective for a period of 10 years commencing on the date on which the New Share Option Scheme is adopted, after which period no further Options will be granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Option granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme, and Options which are granted during the life of the New Share Option Scheme may continue to be exercisable in accordance with their terms of issue.

#### **21. Cancellation of Options Granted but not yet Exercised**

The Board may, with the consent of the relevant grantee, at any time at its absolute discretion cancel any Option granted but not exercised. Where the Company cancels Options and makes an offer of the grant of new options to the same grantee, the offer of the grant of such new Options may only be made under the New Share Option Scheme with available Options (to the extent not yet granted and excluding the cancelled Options) within the limit approved by the Shareholders as mentioned in paragraph 5 above. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the date on which the Option is cancelled by the Board as provided above.

#### **22. Termination of the New Share Option Scheme**

The Company by ordinary resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect. Upon the termination of the New Share Option Scheme, any Option granted but not yet exercised thereunder shall continue to be subject to the provisions of the New Share Option Scheme.

#### **23. Alteration of Provisions to the New Share Option Scheme**

The provisions of the New Share Option Scheme may be altered in any respect by resolution of the Board except that provisions relating to the class of persons eligible for the grant of Options, the option period and all such other matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Participants without the prior approval of the Shareholders in general meeting.



Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of the Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules. Any change to the authority of the Directors or scheme administrators in relation to any alteration to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

#### **24. Restrictions on the Time of Grant of Options**

No offer shall be made after inside information has come to the knowledge of the Company until such inside information has been announced pursuant to the requirements of the Listing Rules. In particular, no Option may be granted during the period commencing one month immediately before the earlier of: (i) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement.

# CIMC ENRIC

## CIMC Enric Holdings Limited

### 中集安瑞科控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 3899)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of CIMC Enric Holdings Limited (the “Company”) will be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 20 May 2016 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the directors’ and independent auditor’s reports for the year ended 31 December 2015.
2. To declare a final dividend in respect of 2015 of HKD0.100 per ordinary share.
3.
  - (1) To re-elect Mr. Jin Jianlong as director.
  - (2) To re-elect Mr. Tsui Kei Pang as director.
  - (3) To re-elect Mr. Zhang Xueqian as director.
  - (4) To authorise the board of directors to fix the remuneration of directors.
4. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix the remuneration of auditor.
5. 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 ordinary share 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above 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);
- (c) the total number of shares of the Company 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 total number of ordinary shares of the Company in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the 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

## NOTICE OF ANNUAL GENERAL MEETING

“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 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.”

6. 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 shares 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 total number 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 total number of ordinary shares of the Company in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the 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;
- (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

## NOTICE OF ANNUAL GENERAL MEETING

- (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.”

- 7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions nos. 5 and 6 set out in 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 ordinary shares pursuant to Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares 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 representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 6 set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10 per cent. of the total number of ordinary shares of the Company in issue as at the date of passing of Resolution no. 6 (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

- 8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, shares of the Company (the “Shares”) which may fall to be allotted and issued pursuant to the exercise of any option granted under the new share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the chairman of the meeting, the New Share Option Scheme be and is hereby approved and adopted and that the directors of the Company (the “Directors”) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:

- (i) to administer and grant options under the New Share Option Scheme;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
  - (iii) to allot, issue and deal with from time to time such number of Shares as may fall to be issued pursuant to the exercise of the options under the New Share Option Scheme, provided always that the total number of Shares subject to the New Share Option Scheme, when aggregated with any Shares subject to any grants after the date of passing this resolution pursuant to any other share option schemes, shall not exceed 10% of the relevant class of the shares of the Company in issue as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% of the relevant class of the shares of the Company in issue from time to time; and
  - (iv) to take all such steps as may be necessary, desirable or expedient to carry into effect the New Share Option Scheme from the close of business of the day on which this resolution is passed; and
- (b) upon the New Share Option Scheme becoming unconditional, the existing share option scheme which was adopted by the Company on 12 July 2006 be and is hereby terminated with effect from the date on which such resolution became unconditional.”

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

Hong Kong, 6 April 2016

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## NOTICE OF ANNUAL GENERAL MEETING

*Principal place of business in Hong Kong:*

Unit 908, 9th Floor  
Fairmont House  
No. 8 Cotton Tree Drive  
Central  
Hong Kong

*Head Office in the PRC:*

CIMC R&D Center  
No. 2 Gangwan Avenue  
Shekou Industrial Zone  
Shenzhen, Guangdong  
The PRC

*Notes:*

1. The audited consolidated financial statements and the directors' and independent auditor's reports for the year ended 31 December 2015 are contained in the Annual Report 2015, which is dispatched to the shareholders of the Company together with the circular of the Company dated 6 April 2016 (the "Circular").
2. 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.
3. 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, at 17M 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.
4. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting if such member of the Company so desires.
5. To ascertain shareholders' entitlements to the proposed final dividend relating to item no.2 in this notice, the register of members of the Company will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016 (both days inclusive). In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 26 May 2016.
6. With regard to item no.3 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Messrs. Jin Jianlong, Tsui Kei Pang and Zhang Xueqian be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular.
7. With regard to item no.6 in the notice, an explanatory statement 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.
8. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
9. As at the date of this notice, the board of directors of the Company consists of Mr. Gao Xiang (*Chairman*), Mr. Liu Chunfeng (*General Manager*), Mr. Jin Jianlong and Mr. Yu Yuqun as executive Directors; Mr. Jin Yongsheng as a non-executive Director; and Mr. Wong Chun Ho, Mr. Tsui Kei Pang and Mr. Zhang Xueqian as independent non-executive Directors.