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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 your licensed securities dealer, 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 to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

## CONTINUING CONNECTED TRANSACTIONS

**Independent financial adviser to the Independent Board Committee  
and Independent Shareholders**



**SOMERLEY LIMITED**

A notice convening the extraordinary general meeting of Enric Energy Equipment Holdings Limited to be held at Mont Blanc Room, Pacific Place Conference Centre, 5th Floor, One Pacific Place, 88 Queensway, Hong Kong on Friday, 15 February 2008 at 3 p.m. is set out on pages 33 to 35 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying form of proxy 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 Rooms 1806-07, 18th 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.

Hong Kong, 21 January 2008

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## DEFINITIONS

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

“Agreements”	the CIMC (Group) Master Agreement, the Xinao Gas Master Agreement and the Wang Master Agreements
“Annual Cap(s)”	the maximum aggregate value(s) of the Transactions for (i) each of the three years ending 31 December 2008, 2009 and 2010 for the transactions contemplated under the CIMC (Group) Master Agreement; or (ii) the period from 1 January 2008 to 14 October 2008 for the Xinao Gas Master Agreement and the Wang Master Agreements
“associate(s)”	as such term is defined under the Listing Rules
“Board”	the board of Directors
“Charm Wise”	Charm Wise Limited, a company incorporated in the British Virgin Islands with limited liability and a substantial Shareholder holding 41.55% of the issued share capital of the Company, and a wholly-owned subsidiary of CIMC (Group) as at the Latest Practicable Date
“CIMC (Group)”	中國國際海運集裝箱（集團）股份有限公司 China International Marine Containers (Group) Co., Ltd., a company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange
“CIMC (Group) Master Agreement”	the master product sales agreement entered into between the Company as seller and CIMC (Group) as purchaser dated 31 December 2007
“CIMC VFL”	中集車輛融資租賃有限公司 CIMC Vehicle Financial Leasing Co., Ltd., a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of CIMC (Group)
“CNG”	compressed natural gas
“Companies Ordinance”	Companies Ordinance, Chapter 32 of the Laws of Hong Kong

## DEFINITIONS

“Company”	Enric Energy Equipment Holdings Limited 安瑞科能源裝備控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	as such term is defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“DME”	dimethyl ether
“EGM”	the extraordinary general meeting of the Company to be held, to approve, among other things, each of the Agreements and their respective Annual Caps
“Group”	the Company and its subsidiaries
“Hebei Finance”	河北省金融租賃有限公司 Hebei Finance Leasing Company Limited, a company incorporated in the PRC with limited liability and an associate of Mr. Wang
“Hebei Veyong”	河北威遠集團有限公司 Hebei Veyong Group Company Limited, a company incorporated in the PRC with limited liability and an associate of Mr. Wang
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board comprising the independent non-executive Directors, namely Wong Chun Ho, Gao Zhengping and Shou Binan, established to advise the Independent Shareholders with regard to the Transactions and the Annual Caps
“Independent Financial Adviser” or “Sommerley”	Sommerley Limited, a licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO having CE registration number AAJ067, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of Agreements and the Annual Caps

## DEFINITIONS

“Independent Shareholders”	(i) in respect of CIMC (Group) Master Agreement, the Shareholders other than Charm Wise and its associates; and (ii) in respect of each of the Xinao Gas Master Agreement and the Wang Master Agreements, the Shareholders other than XGII, Mr. Wang and their respective associates
“Independent Third Party(ies)”	person(s) or company(ies) which is / are independent of any member of the Group, the directors, the chief executives, the controlling shareholders, the substantial shareholders (as such terms are defined in the Listing Rules) of the Company or its subsidiaries, and their respective associates
“Latest Practicable Date”	18 January 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LNG”	liquefied natural gas
“LPG”	liquefied petroleum gas
“Mr. Wang”	Mr. Wang Yusuo, a previous executive Director who resigned from directorship with effect from 15 October 2007 and the spouse of Ms. Zhao
“Ms. Zhao”	Ms. Zhao Baoju, a previous non-executive Director who resigned from directorship with effect from 15 October 2007 and the spouse of Mr. Wang
“PRC”	the People’s Republic of China and for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“subsidiary”	shall have the meaning ascribed to it under the Companies Ordinance
“substantial shareholder”	shall have the meaning ascribed to it under the Listing Rules
“Transactions”	the continuing connected transactions as contemplated under each of the Agreements
“Wang Master Agreements”	the master product sales agreements entered into between the Company as seller and XE, XCGM, Hebei Veyong and XZE all as purchasers dated 31 December 2007
“XCGM”	新奧氣化採煤有限公司 Xinao Coal Gasification Mining Limited, a company incorporated in the PRC with limited liability and an associate of Mr. Wang
“XE”	新能能源有限公司 Xinneng Energy Limited, a company incorporated in the PRC with limited liability and an associate of Mr. Wang
“XGII”	Xinao Group International Investment Limited, a Shareholder holding 9.46% of the issued share capital of the Company and is owned as to 50% by Mr. Wang and 50% by Ms. Zhao as at the Latest Practicable Date
“Xinao Gas”	Xinao Gas Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange, of which Mr. Wang is the chairman, an executive director and a controlling shareholder
“Xinao Gas Master Agreement”	the master product sales agreement entered into between the Company as seller and Xinao Gas as purchaser dated 31 December 2007
“XZE”	新能(張家港)能源有限公司 Xinneng (Zhangjiagang) Energy Limited, a company incorporated in the PRC with limited liability and an associate of Mr. Wang
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

## DEFINITIONS

*Unless otherwise specified in this circular, amounts denominated in RMB have been converted, for the purpose of illustration only, into HK\$ at the rate of RMB1.00=HK\$1.07. No representation is made that any amounts in HK\$ or RMB can be or could have been converted at the relevant dates at the above rate or any other rates at all.*

LETTER FROM THE BOARD



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:*

Zhao Qingsheng (*Chairman*)  
Jin Yongsheng (*Chief Executive Officer*)  
Wu Fapei  
Jin Jianlong  
Yu Yuqun  
Shi Caixing  
Qin Gang

*Non-executive Directors:*

Yang Yu

*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

*Principle 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

21 January 2008

*To the Shareholders*

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS**

**1. INTRODUCTION**

The Board refers to the announcement of the Company dated 31 December 2007 relating to certain continuing connected transactions whereby the Board announced that, among other things, on 31 December 2007, the Company entered into the CIMC (Group) Master Agreement, Xinao Gas Master Agreement and the Wang Master Agreements. The transactions contemplated under the Agreements constitute continuing connected transactions of the Company under the Listing Rules.



## LETTER FROM THE BOARD

The purposes of this circular are: (i) to provide you with further information regarding the Agreements; (ii) to set out the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Transactions and the Annual Caps; (iii) to set out the recommendations of the Independent Board Committee after taking into consideration the advice of the Independent Financial Adviser in relation to the terms of the Agreements; and (iv) to give you notice of the EGM to consider and if thought fit, to approve the resolutions regarding the Transactions and the Annual Caps at the EGM.

### 2. BACKGROUND OF THE TRANSACTIONS

Reference is made to the section headed “Connected Transactions” of the listing document of the Company dated 27 June 2006. On 22 June 2006, the Stock Exchange has granted the Company waiver in respect of, among other things, the continuing connected transactions between the Group and Xinao Gas and its subsidiaries pursuant to the product sales agreement dated 31 January 2005 whereby the Group sold its gas-related machinery and equipment to Xinao Gas and its subsidiaries at prices determined based on the then market price of the particular products for a term of three years commencing on 1 January 2005. Such waiver granted by the Stock Exchange expired on 31 December 2007.

Reference is also made to the announcement of the Company dated 3 December 2007 regarding continuing connected transactions between the Group and CIMC (Group) together with its subsidiaries and associates pursuant to the product sales agreement dated 3 December 2007, which expired on 31 December 2007.

### 3. THE AGREEMENTS AND REASONS AND BENEFITS OF THE TRANSACTIONS

On 31 December 2007, the Group entered into, among other things, the Agreements regarding certain continuing connected transactions, brief particulars of which are set out below:

#### (1) CIMC (Group) Master Agreement

*Parties:*

Purchaser            CIMC (Group)

Seller                the Company

*Subject matter:*

The purchaser together with its subsidiaries (including but not limited to CIMC VFL) and associates (the “**1st Purchaser Group**”) will purchase and the Group will sell products (including but not limited to natural gas refueling stations, CNG hydraulic refueling stations and trailers, cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers, compressed

## LETTER FROM THE BOARD

specialty gas trailers and compressors) manufactured and/or sold by the Group for the purpose of providing finance lease by the 1st Purchaser Group to customers referred to the 1st Purchaser Group by the Group and/or for the purpose of manufacturing operation of the 1st Purchaser Group, for a term of three years commencing on 1 January 2008.

The Group will offer a one-year quality guarantee period to customers during which period the Group will provide free repair and maintenance services and replacement parts (as appropriate). After the end of the quality guarantee period, the Group will provide repair and maintenance services at a fee comparable to the fee charged by the Group to Independent Third Parties and to be determined between the parties.

*Price, payment terms and delivery:*

Prices of the products contemplated under this agreement will be determined by reference to the then market price of the particular products, which will be agreed upon by the Group, the 1st Purchaser Group and the relevant customers of the Group.

After relevant member of the 1st Purchaser Group and that of the Group have reached a written agreement on each individual transaction, the 1st Purchaser Group will make full payment of the products to the Group. The Group will then deliver its products to the 1st Purchaser Group or the relevant customers under the instruction of the 1st Purchaser Group for completing the sales transaction between the Group and the 1st Purchaser Group.

*Reasons for and benefits of the transaction:*

As the Group is engaged in the sale of specialized gas equipment and is not engaged in the finance lease business and some of its customers may require payment by finance lease method in purchasing the Group's products, when the Group is approached by customers who wish to pay by finance lease method for their purchases, the Group may refer such customers to the 1st Purchaser Group for it to arrange finance lease to such customers.

### **(2) Xinao Gas Master Agreement**

*Parties:*

Purchaser	Xinao Gas
Seller	the Company

## LETTER FROM THE BOARD

*Subject matter:*

The purchaser together with its subsidiaries and associates (the “**2nd Purchaser Group**”) will purchase and the Group will sell products (including but not limited to natural gas refueling stations, CNG hydraulic refueling stations and trailers, cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers and compressors) manufactured and/or sold by the Group for the purpose of manufacturing and business operations of the 2nd Purchaser Group, for a term of one year commencing on 1 January 2008.

*Price and payment terms:*

Prices of the products contemplated under this agreement will be determined by reference to the then market price of the particular products, which will be agreed upon between the parties.

After relevant member of the 2nd Purchaser Group and that of the Group have reached a written agreement on each individual transaction, the 2nd Purchaser Group will pay 30% of the consideration as a deposit to the Group within 14 days from the date of such agreement. The 2nd Purchaser Group will pay the rest of the consideration within 2 months from date of acknowledgement of receipt of the relevant products by the 2nd Purchaser Group.

*Reasons for and benefits of the transaction:*

The 2nd Purchaser Group is principally engaged in the investment in, and the operation and management of, gas pipeline infrastructure, the sale and distribution of piped gas and LPG, and the natural gas and LPG refueling station business, in the PRC. Accordingly, the 2nd Purchaser Group has a significant demand for energy equipment and gas storage and transportation equipment for its manufacturing and business operations. As the Group is principally engaged in the provision of integrated business solutions in the energy equipment industry and the design, manufacture and sale of specialized gas equipment, it is expected that the 2nd Purchaser Group will continue to purchase the said products of the Group in 2008.

### (3) Wang Master Agreements

*Parties:*

Purchasers            XE, XCGM, Hebei Veyong and XZE

Seller                    the Company

## LETTER FROM THE BOARD

*Subject matter:*

The purchasers together with their respective subsidiaries and associates (the “**3rd Purchaser Groups**”) will purchase and the Group will sell products (including but not limited to cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers, compressed specialty gas trailers and compressors) manufactured and/or sold by the Group for the purpose of manufacturing and business operations of the 3rd Purchaser Groups, for a term of one year commencing on 1 January 2008.

*Price and payment terms:*

Prices of the products contemplated under this agreement will be determined by reference to the then market price of the particular products, which will be agreed upon between the parties.

After relevant member of the 3rd Purchaser Groups and that of the Group have reached a written agreement on each individual transaction, the 3rd Purchaser Groups will pay 30% of the consideration as a deposit to the Group within 14 days from the date of such agreement. The 3rd Purchaser Groups will pay the rest of the consideration within 2 months from date of acknowledgement of receipt of the relevant products by the 3rd Purchaser Groups.

*Reasons for and benefits of the transaction:*

XE and XZE are both principally engaged in the design, construction, equipment installation and operation of coal-chemical facilities for the production of methanol and DME in the PRC. XCGM is principally engaged in the coal gasification mining business in the PRC. Chemical storage tanks, gas storage and transportation equipment and compressors are necessary for their respective manufacturing and business operations. As the Group’s products are compatible in the relevant areas, it is expected that XE, XZE and XCGM will from time to time purchase the relevant equipment from the Group in 2008.

One of the principal activities of Hebei Veyong is the production and sale of fertilizers and medicine for animals. Chemical storage tanks and compressors are necessary for its manufacturing operation. As the Group’s products are compatible in the relevant areas, it is expected that Hebei Veyong will from time to time purchase the relevant equipment from the Group in 2008.

The Directors (including the independent non-executive Directors) are of the view that the terms of each of the Agreements are fair and reasonable so far as the Independent Shareholders are concerned and that the transactions contemplated under each of the Agreements are carried out in the ordinary course of business, on normal commercial terms and are in the interest of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

### 4. THE ANNUAL CAPS

The Board (including the independent non-executive Directors) intends to set the Annual Caps for each of the Transactions as set out below:

Transaction	Annual Caps		
	Financial year ending 31 December		
	2008	2009	2010
CIMC (Group) Master Agreement <i>(in RMB)</i> <i>(approximately in HK\$)</i>	155,000,000	186,000,000	223,200,000
	162,750,000	195,300,000	234,360,000
			<b>For the period from 1 January 2008 to 14 October 2008</b>
Xinao Gas Master Agreement <i>(in RMB)</i> <i>(approximately in HK\$)</i>			218,000,000
			228,900,000
Wang Master Agreements <i>(in RMB)</i> <i>(approximately in HK\$)</i>			10,000,000
			10,500,000

#### **Basis of determination of the Annual Caps**

The basis of determining the Annual Caps for the Transactions are explained as follows:

##### *CIMC (Group) Master Agreement:*

With regard to the Group's products to be purchased by the 1st Purchaser Group for providing finance lease to the Group's customers, by reference to the existing operation and the anticipated development and growth of the Group's business, the Board derives the projected numbers of natural gas refueling stations, CNG hydraulic refueling stations and trailers, cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers, compressed specialty gas trailers and compressors to be sold to the Group's customers. The relevant part of the Annual Caps are determined based on the projected numbers of products multiplied by the corresponding market price of the relevant products and then multiplied by the percentage of customers for the relevant products that would likely require payment by finance lease.

## LETTER FROM THE BOARD

With regard to the Group's products to be purchased by the 1st Purchaser Group for its manufacturing operation, by reference to the existing operation and the anticipated development and growth of the 1st Purchaser Group's business, it has projected the number of natural gas refueling stations, CNG hydraulic refueling stations and trailers, cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers, compressed specialty gas trailers and compressors that would be purchased from the Group. The relevant part of the Annual Caps are determined based on the projected number of sets of the aforesaid products to be purchased from the Group by the 1st Purchaser Group multiplied by the corresponding market price of the relevant products.

*Xinao Gas Master Agreement and Wang Master Agreements:*

By reference to the existing operation and the anticipated development and growth of the connected persons' business, the connected persons have projected the number of natural gas refueling stations, CNG hydraulic refueling stations and trailers, cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers, compressed specialty gas trailers and compressors that would be purchased from the Group. The Annual Caps are determined based on the projected number of sets of the aforesaid products to be purchased from the Group by the connected persons multiplied by the corresponding market price of the relevant products.

Hence, the Board (including the independent non-executive Directors) considers that the Annual Caps are fair and reasonable.

### 5. COMPLIANCE WITH THE LISTING RULES

As CIMC (Group) is the holding company of Charm Wise, a substantial Shareholder, the transactions contemplated under the CIMC (Group) Master Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As Mr. Wang was an executive Director and Ms. Zhao was a non-executive Director and both resigned as a Director with effect from 15 October 2007, the transactions contemplated under the Xinao Gas Master Agreement and the Wang Master Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules during the 12 months' period from the aforesaid resigning date of Mr. Wang and Ms. Zhao.

Since the Board anticipates that the relevant percentage ratios for the Transactions (with the Xinao Gas Master Agreement and the Wang Master Agreements aggregated pursuant to rule 14A.25 of the Listing Rules) on an annual basis (in respect of the CIMC (Group) Master Agreement, for the three years ending 31 December 2008, 2009 and 2010; and in respect of the Xinao Gas Master Agreement and the Wang Master Agreements, for the period from 1 January 2008 to 14 October 2008) will not be less than 2.5% and the annual consideration is expected to be higher than HK\$10,000,000, the Transactions will

## LETTER FROM THE BOARD

be subject to reporting and announcement requirements under Chapter 14A of the Listing Rules and will also be required to be approved by way of poll by the Independent Shareholders at the EGM.

### 6. INFORMATION ON THE PARTIES

The Group is principally engaged in the provision of integrated business solutions in the energy equipment industry and the design, manufacture and sale of specialized gas equipment.

CIMC (Group) is principally engaged in the design, manufacturing, sale and provision of repairing services for dry containers, reefers, special containers, road transportation vehicles, tank equipment and airport facilities.

Hebei Veyong is principally engaged in the production and sale of fertilizers and medicine for animals and the production and sales of compressor switches and related devices.

XCGM is principally engaged in the coal gasification mining business in the PRC.

XE and XZE are both principally engaged in the design, construction, equipment installation and operation of petrochemical facilities for the production of methanol and DME in the PRC.

Xinao Gas and its subsidiaries are principally engaged in the investment in, and the operation and management of, gas pipeline infrastructure and the sale and distribution of piped gas and LPG in the PRC.

### 7. PROCEDURES FOR DEMANDING A POLL

Pursuant to article 66 of the articles of association of the Company, 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

## LETTER FROM THE BOARD

- (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 in the same way.

### 8. EXTRAORDINARY GENERAL MEETING

Set out on pages 33 to 35 of this circular is the notice convening the EGM at which ordinary resolutions will be proposed to approve, among other things, the Agreements and the Annual Caps.

In view of the interests of Charm Wise in the CIMC (Group) Master Agreement, Charm Wise and its associates will abstain from voting in relation to the resolution approving such transaction and the respective Annual Caps at the EGM. In view of the interests of Mr. Wang and Ms. Zhao in the Xiniao Gas Master Agreement and the Wang Master Agreements, XGII, Mr. Wang and their respective associates will abstain from voting in relation to the resolutions approving such transactions and the respective Annual Caps at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the EGM regarding the Transactions will be taken by poll.

### 9. ACTION TO BE TAKEN

A form of proxy for use at the EGM is enclosed herewith. Whether or not you propose to attend the EGM, you are requested to complete the form of proxy 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 Rooms 1806-07, 18th 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 form of proxy will not preclude Shareholders from attending and voting at the EGM, or any adjourned meeting, should they so wish.



## LETTER FROM THE BOARD

### 10. RECOMMENDATIONS

Your attention is drawn to the letter from the Independent Board Committee set out on pages 16 and 17 of this circular which contains its recommendations to the Independent Shareholders regarding the Transactions. The Independent Board Committee, having taken into consideration the advice of the Independent Financial Adviser and in particular the principal factors set out in the letter from the Independent Financial Adviser, considers that each of the Transactions are in the ordinary and usual course of business of the Group and that the terms of each of the Agreements are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned. The Independent Board Committee also considers that the entering into of the Agreements is in the interests of the Company and the Shareholders as a whole and that the Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, the Board recommends that the Independent Shareholders should vote in favour of the resolutions as set out in the notice of the EGM.

Your attention is also drawn to the additional information set out in the appendix to this circular.

By order of the Board  
**Enric Energy Equipment Holdings Limited**  
**Zhao Qingsheng**  
*Chairman*

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

*The following is the text of a letter of recommendation from the Independent Board Committee which has been prepared for the purpose of inclusion in this circular:*



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)**

21 January 2008

*To the Independent Shareholders*

Dear Sir or Madam,

### CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company dated 21 January 2008 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms defined in the Circular have the same meanings when used in this letter unless the context requires otherwise.

We have been appointed by the Board as the Independent Board Committee to advise you as to whether, in our opinion, the terms of the CIMC (Group) Master Agreement, the Xinao Gas Master Agreement and the Wang Master Agreements (the “**Agreements**”) are fair and reasonable so far as the Independent Shareholders are concerned.

Somerley has been appointed by the Company as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under each of the Agreements. Details of its advice, together with the principal factors taken into consideration in arriving at such, are set out in its letter on pages 18 to 26 of the Circular.

Your attention is drawn to the letter from the Board set out on pages 6 to 15 of the Circular and the general information set out in the appendix to the Circular.

Having taken into account the terms of each of the Agreements, and the advice given by Somerley and in particular the principal factors set out in the letter from Somerley, we consider that each of the Transactions are in the ordinary and usual course of business of the Group and that the terms of each of the Agreements are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned. We also consider that the entering into of each of the Agreement is in the interests of the Company and the Shareholders as a whole and that the Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the

**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

Independent Shareholders to vote in favour of the resolutions approving each of the Agreements, the transactions contemplated thereunder and the Annual Caps to be proposed at the EGM.

Yours faithfully,  
Independent Board Committee  
**Enric Energy Equipment Holdings Limited**  
**Wong Chun Ho    Gao Zhengping    Shou Binan**  
*Independent non-executive Directors*

## LETTER FROM SOMERLEY

*The following is the letter of advice from Somerley to the Independent Board Committee and the Independent Shareholder which has been prepared for the purpose of inclusion in this circular.*



### SOMERLEY LIMITED

10th Floor  
The Hong Kong Club Building  
3A Chater Road  
Central  
Hong Kong

21 January 2008

*To: the Independent Board Committee and  
the Independent Shareholders*

Dear Sirs,

### CONTINUING CONNECTED TRANSACTIONS

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders on the transactions in relation to the supply of products manufactured and/or sold by the Group pursuant to the terms of the CIMC (Group) Master Agreement, the Xinao Gas Master Agreement and the Wang Master Agreements for which the Independent Shareholders' approval is being sought subject to the Annual Caps. Details of the Transactions are set out in the letter from the Board contained in the circular of the Company to the Shareholders dated 21 January 2008 (the "Circular"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

As at the Latest Practicable Date, Charm Wise, a wholly owned subsidiary of CIMC (Group), was a 41.55% substantial shareholder of the Company, CIMC (Group) is therefore a connected person of the Company. Mr. Wang was an executive Director and his spouse, Ms. Zhao, was a non-executive Director of the Company, who have both resigned their directorships with effect from 15 October 2007. According to Rule 14A.11 of the Listing Rules, both Mr. Wang and Ms. Zhao would continue to be the connected persons of the Company during the twelve months' period from the date their directorships ceased. Mr. Wang is the chairman, an executive director and the 34.19% controlling shareholder of Xinao Gas. XE, XCGM, Hebei Veyong and XZE, all being associates of Mr. Wang, are therefore connected persons of the Company. The transactions contemplated under the Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the Company anticipates that the applicable percentage ratios for the Transactions on an annual basis (in respect of CIMC (Group) Master Agreement, for the three years ending 31 December 2008, 2009 and 2010; and in respect of the Xinao Gas Master Agreement and the Wang Master Agreements when aggregated, for the period from 1 January 2008 to 14 October 2008) will not be less than 2.5% and the annual consideration is expected to be

## LETTER FROM SOMERLEY

higher than HK\$10,000,000, the Transactions will be subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules and will also be required to be approved by way of poll by the Independent Shareholders. Charm Wise and its associates will abstain from voting in relation to the resolution approving the CIMC (Group) Master Agreement and the relevant Annual Caps at the EGM. XGII, Mr. Wang and their respective associates will abstain from voting in relation to the resolutions approving the Xinao Gas Master Agreement and the Wang Master Agreements and their respective Annual Caps at the EGM.

The Independent Board Committee, comprising all the Company's independent non-executive Directors, namely Mr. Wong Chun Ho, Mr. Gao Zhengping and Mr. Shou Binan, has been established to advise the Independent Shareholders whether the terms of the Transactions (including the Annual Caps) are fair and reasonable so far as the Independent Shareholders are concerned and whether the entering into the CIMC (Group) Master Agreement, the Xinao Gas Master Agreement and the Wang Master Agreements are in the interests of the Company and the Shareholders as a whole. We, Somerley, have been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

In formulating our opinion, we have relied on the information and facts supplied, and the opinions expressed, by the Directors and management of the Company and have assumed that the information and facts provided and opinions expressed to us are true, accurate and complete and will remain so up to the time of the EGM. We have also sought and received confirmation from the Directors that no material facts have been omitted from the information supplied and opinions expressed to us. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view and have no reason to believe that any material information has been withheld, nor doubt the truth, accuracy or completeness of the information provided. We have not, however, conducted any independent investigation into the business and affairs of the Company or of the 1st, 2nd and 3rd Purchaser Groups, nor have we carried out any independent verification of the information supplied.

### **PRINCIPAL FACTORS AND REASONS CONSIDERED**

In arriving at our opinion and recommendations on the terms of the Transactions, we have taken the following principal factors and reasons into consideration:

#### **1. Background of and reasons for the Transactions**

The Group is one of the leading specialised gas equipment manufacturers and integrated business solution providers in the gas energy industry in the PRC. Its products and services are represented in over 29 provinces, autonomous regions and municipalities throughout the PRC. The Group has an established sales network, covering major cities in the PRC including Bengbu, Chongqing, Guangzhou, Langfang, Shanghai, Shenyang, Urumqi, Xi'an and Wuhan. Products are exported to Brazil, Indonesia, Taiwan, Pakistan and Thailand.

## LETTER FROM SOMERLEY

The Group produces specialised gas equipment including (but not limited to) seamless pressure cylinders, cryogenic liquid storage tanks, natural gas refueling station systems, CNG trailers, LNG trailers, refueling station trailers, chemical material trucks and specialty gas trailers.

The PRC is the second largest energy consumer in the world. Under the 11th Five-Year Plan, the PRC Government has adopted a series of policies to encourage the use of natural gas for commercial, industrial, residential and vehicular purposes, targeting to increase the proportion of natural gas in the overall primary energy consumption mix from 2.8% in 2005 to 5.3% in 2010. This signifies a huge development potential in the natural gas market. In response to the increase in demand for natural gas in recent years and to procure supply of piped natural gas, state-owned oil and gas companies have made significant progress in exploring for new gas fields in the country and have also entered into natural gas exploration cooperation agreements and natural gas supply agreements with neighbouring countries. In addition, pursuant to the 11th Five-Year Plan of the PRC Government, emphasis has been placed on clean coal technology which resulted in an increase in investment in the aforesaid industry. It is expected that the PRC natural gas market will enjoy a rapid and healthy growth in the future. As the Group's products are compatible with the clean coal technology industry, the growth in the aforesaid industry presents numerous business opportunities for the Group. In response to such an increase in demand for natural gas storage and transportation equipment, the Group has been expanding its sales network and business operation in the PRC accordingly.

*(a) CIMC (Group) Master Agreement*

CIMC (Group) is principally engaged in the design, manufacturing, sale and provision of repairing services for dry containers, reefers, special containers, road transportation vehicles, tank equipment and airport facilities. CIMC (Group) started its finance lease business in 2007.

The Group's customers may prefer finance lease arrangements to finance their capital expenditures when placing purchase orders for the Group's energy equipment and/or gas storage and transportation equipment. As the Group does not engage in the finance lease business, the Group may then refer such customers to the 1st Purchaser Group for finance lease arrangements. The 1st Purchaser Group may also acquire the Group's products in its ordinary course of business for its own manufacturing operation.

Given that the 1st Purchaser Group can provide the Group's customers with an alternative financing method to purchase the Group's products, the Group considers the transactions contemplated under the CIMC (Group) Master Agreement would create synergy, assisting the Group's business development and sales expansion.

## LETTER FROM SOMERLEY

(b) *Xinao Gas Master Agreement*

Xinao Gas and its subsidiaries and associates are engaged in the investment in, and the operation and management of, gas pipeline infrastructure, the sale and distribution of piped gas and LPG and the natural gas and LPG refueling station business in the PRC. The 2nd Purchaser Group has been purchasing and will continue to purchase energy equipment and gas storage and transportation equipment from the Group for its manufacturing and business operations.

(c) *Wang Master Agreements*

The principal activities of both XE and XZE are the design, construction, equipment installation and operation of coal-chemical facilities for the production of methanol and DME in the PRC. XCGM is engaged in the coal gasification mining business, which is a clean coal technology that converts coal in situ to a combustible gas that can be used as a fuel or chemical feedstock, in the PRC. Hebei Veyong is engaged in the production and sale of fertilisers and medicine for animals. Energy equipment is therefore required for the daily operation of the XE, XZE and XCGM, while chemical storage tanks and compressors are needed in the manufacturing operation of Hebei Veyong. The 3rd Purchaser Groups will continue to purchase the relevant equipment from the Group in the coming years.

## 2. Principal terms of the Transactions

(a) *CIMC (Group) Master Agreement*

Pursuant to the CIMC (Group) Master Agreement, the 1st Purchaser Group has agreed to purchase and the Group has agreed to sell products (including but not limited to natural gas refueling stations, CNG hydraulic refueling stations and trailers, cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers, compressed specialty gas trailers and compressors) manufactured and/or sold by the Group for the purpose of providing finance lease by the 1st Purchaser Group to customers referred by the Group and/or for the manufacturing operation of the 1st Purchaser Group, for a term of three years commencing on 1 January 2008.

The selling price of the energy equipment products will be agreed upon by the Group, the 1st Purchaser Group and/or the relevant customers of the Group by making reference to the then market price of the particular products. A one-year quality guarantee period would be offered by the Group during which period the Group would provide free repair and maintenance services and replacement parts (as appropriate) for the energy equipment products.

## LETTER FROM SOMERLEY

Full payment has to be made by the 1st Purchaser Group at the time the sale and purchase agreement is signed.

*(b) Xinao Gas Master Agreement and Wang Master Agreements*

Pursuant to the Xinao Gas Master Agreement, the 2nd Purchaser Group has agreed to purchase and the Group has agreed to sell products (including but not limited to natural gas refueling stations, CNG hydraulic refueling stations and trailers, cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers and compressors) manufactured and/or sold by the Group for a term of one year commencing on 1 January 2008.

Pursuant to the Wang Master Agreements, the 3rd Purchaser Groups have agreed to purchase and the Group has agreed to sell products (including but not limited to cryogenic liquefied gas storage tanks, pressure cylinders, LNG trailers, CNG trailers, compressed specialty gas trailers and compressors) manufactured and/or sold by the Group for a term of one year commencing on 1 January 2008.

The selling price of the relevant products will be agreed upon between the parties by making reference to the then market price of that particular product. The purchasers are entitled to a one-year quality guarantee period during which period the Group will provide free repair and maintenance services and replacement parts (as appropriate) for the energy equipment products.

A 30% deposit has to be paid by the 2nd and 3rd Purchaser Groups within 14 days from the date of the sale and purchase agreement. The balance of the consideration is due within 2 months from date of acknowledgement of receipt of the relevant products by the 2nd and the 3rd Purchaser Groups.

Given that the purchase price for the products under the Transactions is to be determined by making reference to the prevailing market price of the particular product and the provision of one-year quality guarantee period is in line with market practice, we consider that the terms of the transactions are on normal commercial terms and are fair and reasonable.

We have reviewed contracts for the sales of similar products by the Group to other independent customers and noted that the terms under the Agreements are no less favourable to the Group when compared to the terms offered by the Group to other independent customers.



## LETTER FROM SOMERLEY

### 3. Annual Caps

The Transactions are subject to the Listing Rules requirements and conditions as more particularly discussed under the section headed “Reporting requirements and conditions of the Transactions” below. In particular, the Transactions are subject to the Annual Caps as discussed below.

In assessing the reasonableness of the Annual Caps, we have discussed with the Directors the basis and assumptions underlying the projections for the sales of products by the Group for the purpose of setting the Annual Caps.

*(a) CIMC (Group) Master Agreement*

Set out below are the Annual Caps being proposed for the transactions contemplated under CIMC (Group) Master Agreement for each of three years ending 31 December 2010:

	Financial year ending 31 December		
	2008	2009	2010
	<i>(RMB in million)</i>	<i>(RMB in million)</i>	<i>(RMB in million)</i>
Transactions contemplated under CIMC (Group) Master Agreement	155.0	186.0	223.2

In determining the Annual Caps for the three years ending 31 December 2010, the Directors have made reference to the existing operation and the anticipated development and growth of the Group’s business and production capacity, the projected demand for finance lease arrangements, and the anticipated development and growth of the 1st Purchaser Group’s business. The Annual Caps are then arrived at by adopting (i) projected numbers of products to be sold multiplied by the corresponding market price of the relevant products and then multiplied by the percentage of customers for the relevant products that will likely require payment by finance lease; and (ii) the projected number of sets of products to be purchased from the Group by the 1st Purchaser Group for its own manufacturing operation multiplied by the corresponding market price of the relevant products.

In forecasting the projected sales, the Directors have taken into account various factors including the economic conditions, the development of natural gas pipeline network, the construction of LNG receiving terminals, the growth of natural gas vehicles and the growth rate of natural gas consumption in the PRC.

## LETTER FROM SOMERLEY

As discussed under the section headed “Background of and reasons for the Transactions”, it is expected that there will be an increase in supply of natural gas both from domestic and international sources in the coming years. The increase in supply means more people will have access to the natural gas network, thus increasing the demand for natural gas and hence the Group’s gas storage and transportation equipment products. A 20% year-on-year growth rate on the Annual Caps is tailored to the expected increase in market demand for natural gas and hence the related specialised gas equipment together with the expected increase in demand for finance lease services during the period.

(b) *Xinao Gas Master Agreement*

Set out below are the actual aggregate values for the transactions contemplated under Xinao Gas Master Agreement in respect of 2005 to 2007 and the proposed cap for the period ending 14 October 2008:

Historical transactions/ Transactions contemplated under Xinao Gas Master Agreement	Transactions amount for the			Proposed
	financial year ended		six months ended	Annual Cap
	31 December		30 June	for the period
	2005	2006	2007	14 October 2008
	<i>(RMB in million)</i>	<i>(RMB in million)</i>	<i>(RMB in million)</i>	<i>(RMB in million)</i>
	97.0	131.1	100.0	218.0

In estimating the total sales of energy equipment and gas storage and transportation equipment to the 2nd Purchaser Group for the purpose of setting the Annual Cap for the period ending 14 October 2008, the Directors have taken into account the number of sets of equipment to be sold by the Group to the 2nd Purchaser Group, multiplied by the market price of the corresponding equipment according to the 2008 indicative purchase order as discussed between the parties by making reference to the existing operation scale and the anticipated growth of businesses of both the Group and that of the 2nd Purchaser Group.

As set out in the table above, there was an increasing trend in the actual aggregate values for the historical transactions between Xinao Gas and the Group from 1 January 2005 to 30 June 2007. We are advised by the management of the Company that the increase was attributable to the expansion of gas distribution network and business operation of Xinao Gas which resulted in an increase in demand for the Group’s energy equipment and gas storage and transportation equipment. The growth in the proposed Cap when compared

## LETTER FROM SOMERLEY

to the actual aggregate values in 2007 is mainly due to the continuing expansion of business operation by Xinao Gas in the coming years resulting from the expected boosting in gas penetration rates of Xinao Gas's existing gas projects and the development of energy distribution channels to other peripheral towns and cities.

(c) *Wang Master Agreements*

The Annual Cap of RMB10 million for the transactions contemplated under the Wang Master Agreements for the period ending 14 October 2008 is calculated based on the number of sets of equipment required by the 3rd Purchaser Groups multiplied by the market price of the corresponding equipment according to the 2008 indicative purchase order as discussed between the parties with reference to the existing operation scale and the anticipated growth of businesses of both the Group and that of the 3rd Purchaser Groups. The estimated continuing growth in demand of the aforesaid products by the 3rd Purchaser Groups is tailored to the expansion of the various businesses entities comprising the 3rd Purchaser Groups in 2008.

#### 4. Reporting requirements and conditions of the Transactions

Pursuant to Rules 14A.37 to 14A.40 of the Listing Rules, the Transactions are subject to the following annual review requirements:

- (a) each year the independent non-executive Directors must review the Transactions and confirm in the annual report and accounts that the Transactions have been entered into:
  - (i) in the ordinary and usual course of business of the Group;
  - (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
  - (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole;
- (b) each year the auditors of the Company must provide a letter to the Board (with a copy provided to the Stock Exchange at least ten business days prior to the bulk printing of the Company's annual report) confirming that the Transactions:
  - (i) have received the approval of the Board;

## LETTER FROM SOMERLEY

- (ii) are in accordance with the pricing policies of the Group;
  - (iii) have been entered into in accordance with the relevant agreements governing the Transactions; and
  - (iv) have not exceeded the Annual Caps;
- (c) the Company shall allow, and shall procure the relevant counterparties to the Transactions to allow, the Company's auditors to have sufficient access to their records for the purpose of the reporting on the Transactions as set out in paragraph (b);
- (d) the Company shall promptly notify the Stock Exchange and publish an announcement in accordance with the Listing Rules if it knows or has reason to believe that the independent non-executive Directors and/or auditors of the Company will not be able to confirm the matters set out in paragraphs (a) and/or (b) respectively.

In light of the reporting requirements attached to the Transactions, in particular, (i) the restriction of the value of the Transactions by way of the Annual Caps; and (ii) the ongoing review by the independent non-executive Directors and auditors of the Company of the terms of the Transactions and the Annual Caps not being exceeded, we are of the view that appropriate measures will be in place to govern the conduct of the Transactions and assist to safeguard the interests of the Independent Shareholders.

### OPINIONS

Having taken into account the above principal factors, we consider that the Transactions are in the ordinary and usual course of business of the Group and the terms of the CIMC (Group) Master Agreement, the Xinao Gas Master Agreement and the Wang Master Agreements are on normal commercial terms. We also consider that the Transactions and the Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned and the entering into the CIMC (Group) Master Agreement, the Xinao Gas Master Agreement and the Wang Master Agreements are in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, that the Independent Shareholders vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Transactions and the Annual Caps.

Yours faithfully,  
for and on behalf of  
**Somerley Limited**  
**M.N. Sabine**  
*Chairman*

## 1. RESPONSIBILITY STATEMENT

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

## 2. DISCLOSURE OF DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares and debentures of the Company or the shares and debentures of any associated corporation of the Company (within the meaning of Part XV of the SFO) which were required pursuant to: (i) Divisions 7 and 8 of Part XV of the SFO, to be notified to the Company and the Stock Exchange; or (ii) section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange, were as follows:

### Interest in Shares

Name of Director	Capacity	Interest in Shares	Aggregate interests in Shares and underlying Shares	Approximate percentage of total issued share capital
Mr. Jin Yongsheng	Beneficial owner	394,000	394,000	0.09%

Save as disclosed above, as at the Latest Practicable Date, there was no outstanding share options or derivative instruments granted to the Directors and none of the Directors and the chief executive of the Company had any interest or short positions in the Shares or underlying Shares or interest in debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange.

None of the Directors has any direct or indirect interest in any assets which have since 31 December 2006 (being the date which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to any member of the Group.

None of the Directors is materially interested in any contract or arrangement entered into and subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

## 3. DISCLOSURE OF INTEREST OF SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, as at the Latest Practicable Date, the following persons (not being Directors) had an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of Shareholder	Capacity	Total interest in number of Shares	Aggregate interests in Shares and underlying Shares	Approximate percentage of total issued Shares held
Charm Wise	Beneficial owner	190,703,000 (Note 1)	190,703,000	41.55%
China International Marine Containers (Hong Kong) Limited	Interest in controlled corporation	190,703,000 (Note 1)	190,703,000	41.55%
CIMC (Group)	Interest in controlled corporation	190,703,000 (Note 1)	190,703,000	41.55%
Mr. Wang	Beneficial owner	2,000,000 (Note 2)	45,441,000	9.90%
	Interest of controlled corporation	43,441,000 (Note 3)		
Ms. Zhao	Interest of spouse	2,000,000 (Note 2)	45,441,000	9.90%
	Interest of controlled corporation	43,441,000 (Note 3)		
Commonwealth Bank of Australia	Interest in controlled corporation	44,963,000	44,963,000	9.80%

Name of Shareholder	Capacity	Total interest in number of Shares	Aggregate interests in Shares and underlying Shares	Approximate percentage of total issued Shares held
XGII	Beneficial owner	43,441,000 (Note 3)	43,441,000	9.46%
DnB Nor Asset Management (Asia) Limited	Investment manager	35,340,000	35,340,000	7.70%
INVESCO Hong Kong Limited	Investment manager	27,020,000	27,020,000	5.89%
Symbiospartners Private Equity Limited	Beneficial owner	26,016,000	26,016,000	5.67%

*Notes:*

- (1) The three references to 190,703,000 Shares refer to the same block of Shares held by Charm Wise, which is beneficially owned by China International Marine Containers (Hong Kong) Limited, a wholly-owned subsidiary of CIMC (Group).
- (2) Ms. Zhao, the spouse of Mr. Wang, is deemed to be interested in these Shares held by Mr. Wang.
- (3) The three references to 43,441,000 Shares relate to the same block of Shares held by XGII, which is beneficially owned as to 50% by Mr. Wang and as to 50% by Ms. Zhao, the spouse of Mr. Wang.

Save as disclosed herein, the Directors are not aware, as at the Latest Practicable Date, of any person (who are not Directors) who had an interest or a short position in Share or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

#### 4. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained in this circular:

<b>Name</b>	<b>Qualification</b>
Somerley	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO having CE register number AAJ067

Somerley has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they appear.

Somerley does not have any direct or indirect interest in any assets which have since 31 December 2006 (being the date which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to any member of the Group.

Somerley is not beneficially interested in the share capital of any member of the Group nor has any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

#### 5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2006, being the date to which the latest published audited financial statements of the Group were made up.

#### 6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the following Directors had entered into a service contract with a member of the Group which does not expire or is not terminable within one year without payment of compensation (other than statutory compensation).



## 7. COMPETING INTERESTS

As at the Latest Practicable Date, the following Directors had interests in the following businesses which were considered to be competing or likely to compete, either directly or indirectly, with the business of the Group other than those businesses where the Directors were appointed as directors to represent the interests of the Group pursuant to the Listing Rules:

**Businesses which were considered to be competing or likely to compete with the business of the Group**

Name of Director	Name of entity	Description of principal business	Nature of interest of the Director in the entity
Jin Jianlong	南通中集罐式儲運設備製造有限公司 (Nantong CIMC Tank Equipment Co., Ltd.)	The production and sales of stainless steel tank containers.	director
Wu Fapei	南通中集罐式儲運設備製造有限公司 (Nantong CIMC Tank Equipment Co., Ltd.)	same as above	director
Shi Caixing	張家港中集聖達因低溫裝備有限公司 (Zhejiang CIMC Sanctum Cryogenic Equipment Co., Ltd.)	The design, production, sales and technical service of cryogenic storage and transportation equipment.	director

## 8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at Rooms 3101-03, 31st Floor, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong up to and including the date of the EGM:

- (a) the Agreements;
- (b) the letter of recommendation from the Independent Board Committee, the text of which is set out on pages 16 and 17 of this circular;
- (c) the letter issued by the Independent Financial Adviser, the text of which is set out on pages 18 to 26 of this circular;

- (d) the written consent of the Independent Financial Adviser referred to in paragraph 4 in this appendix; and
- (e) the circular of the Company dated 23 November 2007 issued pursuant to Chapter 14A of the Listing Rules since 31 December 2006, being the date to which the latest published audited financial statements of the Group were made up, in relation to certain continuing connected transactions with CIMC (Group) for the sale and purchase of transportation equipment from CIMC (Group) together with its subsidiaries and associates.

# NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of Enric Energy Equipment Holdings Limited (the “**Company**”) will be held at Mont Blanc Room, Pacific Place Conference Centre, 5th Floor, One Pacific Place, 88 Queensway, Hong Kong on Friday, 15 February 2008 at 3 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** (i) the product sales agreement dated 31 December 2007 entered into between the Company as seller and 中國國際海運集裝箱（集團）股份有限公司 China International Marine Containers (Group) Co., Ltd. as purchaser in respect of the sale and purchase of products of the Group, a copy of which marked “A” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; (ii) the proposed annual cap(s) be and are hereby approved; and (iii) the directors of the Company (the “**Director(s)**”) be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with (i) and (ii) of this resolution above.”
2. “**THAT** (i) the product sales agreement dated 31 December 2007 entered into between the Company as seller and Xinao Gas Holdings Limited as purchaser in respect of the sale and purchase of products of the Group, a copy of which marked “B” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; (ii) the proposed annual cap(s) be and are hereby approved; and (iii) the Directors be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with (i) and (ii) of this resolution above.”

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

3. “**THAT** (i) the product sales agreements dated 31 December 2007 entered into between the Company as seller and 新能能源有限公司 Xinneng Energy Limited, 新奧氣化採煤有限公司 Xinao Coal Gasification Mining Limited, 河北威遠集團有限公司 Hebei Veyong Group Company Limited and 新能(張家港)能源有限公司 Xinneng (Zhangjiagang) Energy Limited all as purchasers in respect of the sale and purchase of products manufactured by the Group, copies of which marked “C” and “D” respectively have been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; (ii) the proposed annual cap(s) be and are hereby approved; and (iii) the Directors be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with (i) and (ii) of this resolution above.”

By order of the Board  
**Enric Energy Equipment Holdings Limited**  
**Zhao Qingsheng**  
*Chairman*

Hong Kong, 21 January 2008

*Registered office:*

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

*Principle 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

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (5) The ordinary resolutions as set out above will be determined by way of a poll.
- (6) As at the date of this notice, the Board consists of Mr. Zhao Qingsheng (Chairman), Mr. Jin Yongsheng (Chief Executive Officer), Mr. Wu Fapei, Mr. Jin Jianlong, Mr. Yu Yuqun, Mr. Shi Caixing and Mr. Qin Gang as executive Directors, Mr. Yang Yu as a non-executive Director and Mr. Wong Chun Ho, Mr. Gao Zhengping and Mr. Shou Binan as independent non-executive Directors.