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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,
CHANGE OF AUDITOR,
PROPOSED ADOPTION OF THE NEW ARTICLES
OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of CIMC Enric Holdings Limited to be held at Room 2102, 21/F, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Monday, 20 May 2024 at 3:00 p.m. is set out on pages 32 to 37 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 Rooms 1712-1716, 17th 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 (i.e. before 3:00 p.m. on Saturday, 18 May 2024) 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.

22 April 2024

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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 Room 2102, 21/F, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Monday, 20 May 2024 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Act
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“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
“Chemical and Environmental Business Unit Equity Incentive Scheme”	the incentive scheme of CIMC Safe Technologies Co., Ltd.* 中集安瑞環科技股份有限公司 (a subsidiary of the Company) and its subsidiaries adopted by the Company on 27 November 2020
“CIMC”	China International Marine Containers (Group) Co., Ltd. 中國國際海運集裝箱(集團)股份有限公司, a company established in the PRC with limited liability, 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
“Companies Act”	the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	CIMC Enric Holdings Limited 中集安瑞科控股有限公司, an exempted company incorporated in the Cayman Islands on 28 September 2004 with limited liability under the Companies Act
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the 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”	19 April 2024, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Liquid Food Business Unit Equity Incentive Scheme”	the incentive scheme of CIMC Liquid Process Technologies Co., Ltd.* 中集安瑞醇科技股份有限公司 (a subsidiary of the Company) and its subsidiaries adopted by the Company on 8 June 2022
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles of Association”	the new Articles of Association incorporating the Proposed Amendments to be adopted by the Shareholders at the AGM
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the existing Articles of Association currently in force as set out in Appendix III to this circular
“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
“Shareholder(s)”	registered holder(s) of Shares

DEFINITIONS

“Share Option Scheme 2006” or “Scheme 2006”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 6 July 2006
“Share Option Scheme 2016” or “Scheme 2016”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 20 May 2016
“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

* *For identification purpose only*

LETTER FROM THE BOARD

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 Director:

Yang Xiaohu (*President*)

Non-executive Directors:

Gao Xiang (*Chairman*)

Yu Yuqun

Zeng Han

Wang Yu

Independent Non-executive Directors:

Tsui Kei Pang

Wang Caiyong

Yang Lei

Wong Lai, Sarah

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong:

Suites 1902-3, 19th Floor,

Bank of America Tower,

No.12 Harcourt Road,

Central, Hong Kong

Head Office in the PRC:

CIMC R&D Center

No. 2 Gangwan Avenue

Shekou Industrial Zone

Shenzhen, Guangdong

The PRC

22 April 2024

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,
CHANGE OF AUDITOR,
PROPOSED ADOPTION OF THE NEW ARTICLES
OF ASSOCIATION
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, final dividend, change of auditor, the proposed adoption of the New Articles of Association 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 17 May 2023, 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. 6 and 8 respectively in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary shares of the Company comprised 2,028,277,588 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 405,655,517 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 17 May 2023, 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. 7 in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary shares of the Company comprised 2,028,277,588 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 202,827,758 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 nine Directors, namely Mr. Yang Xiaohu (*President*) as Executive Director; Mr. Gao Xiang (*Chairman*), Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu as Non-executive Directors; and Mr. Tsui Kei Pang, Mr. Wang Caiyong, Mr. Yang Lei and Ms. Wong Lai, Sarah as Independent Non-executive Directors.

LETTER FROM THE BOARD

Reference is made to the announcement dated 24 August 2023, where it was announced that, inter alia, Ms. Wong Lai, Sarah was appointed as an Independent Non-executive Director with effect from 24 August 2023. Pursuant to B.2 of Appendix C1 to the Listing Rules and article 83(3) of the Articles of Association, Ms. Wong Lai, Sarah shall hold office until the AGM and shall be eligible for re-election at the AGM.

In accordance with articles 84(1) and 84(2) of the Articles of Association, Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

The nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of Ms. Wong Lai, Sarah which was made with reference to the factors set out in Rule 3.13 of the Listing Rules. Having considered the background and past experience of Ms. Wong Lai, Sarah as further described in Appendix II to this circular, the nomination committee of the Company is of the view that Ms. Wong Lai, Sarah would bring to the Board her own perspectives, skills and experience.

Having regard to the experience, skill and expertise of the retiring Directors as well as the overall board diversity policy of the Company and the nomination policy adopted by the Company, the nomination committee recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. Yu Yuqun, Mr. Zeng Han, Mr. Wang Yu and Ms. Wong Lai, Sarah, stands for re-election as Directors at the AGM.

For further biographical details of the Directors proposed to be re-elected at the AGM, please refer to Appendix II to this circular.

5. PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

On 25 March 2024, the Board recommended that subject to Shareholders' approval at the AGM, the Company shall declare and distribute a final dividend in respect of 2023 of HKD0.30 per ordinary share to its shareholders whose names appear on the register of members of the Company on 3 June 2024.

The Board further resolved that the register of members of the Company shall be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024 (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 Tuesday, 28 May 2024.

LETTER FROM THE BOARD

Moreover, for determination of the entitlement to attend and vote at the AGM, the transfer books and register of members will be closed from Monday, 13 May 2024 to Monday, 20 May 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch 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 Friday, 10 May 2024.

6. CHANGE OF AUDITOR

As disclosed in the announcement of the Company dated 25 March 2024, PricewaterhouseCoopers ("PwC") will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the AGM and will not seek for re-appointment as the auditor of the Company at the AGM. As PwC has served as the auditor of the Company for twelve consecutive years, the Board and the Audit Committee consider that the rotation of its auditor after an appropriate period of time is a good corporate governance practice and will enhance the independence of the auditor.

The Company is incorporated under the laws of Cayman Islands and to the knowledge of the Board there is no requirement under the laws of Cayman Islands for the retiring auditor to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the Company's members and creditors. PwC has therefore not issued such confirmation. Both the Board and the Audit Committee have confirmed that there are no disagreements or unresolved matters between the Company and PwC, and that there are no other matters in respect of the retirement of PwC that need to be brought to the attention of the Shareholders.

The Audit Committee, having reviewed the credentials of KPMG, including its qualification, experience and manpower, considers that KPMG possesses the essential audit experience to perform its duties as the auditor of the Company.

The Board therefore resolved, with the recommendation of the Audit Committee, to appoint KPMG as the new auditor of the Company with effect from the conclusion of the AGM and until the conclusion of the next annual general meeting of the Company, subject to the approval by the Shareholders at the AGM.

The proposed appointment of KPMG as the auditor of the Company will be put forward for approval by the Shareholders by way of ordinary resolution at the AGM.

7. PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board proposed to amend the existing Articles of Association for the purposes of, among others, (i) updating and bringing the existing Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023 and (ii) incorporating certain housekeeping changes. Accordingly, the Board proposed to adopt the New Articles of Association which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the existing Articles of Association in its entirety.

LETTER FROM THE BOARD

The Proposed Amendments and the adoption of the New Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM and will become effective upon the approval by the Shareholders at the AGM.

The Company has been advised by its Hong Kong legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules. The Company has also been advised by its Cayman legal advisers that the Proposed Amendments do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The full text of the Proposed Amendments, which were prepared in the English language, are set out in Appendix III to this circular. The Chinese translation is for reference only. In the event of any discrepancy between the English and the Chinese version of the Proposed Amendments, the English version shall prevail. Save as disclosed in Appendix III to this circular, the contents of the other articles of the Articles of Association remain unchanged.

8. ANNUAL GENERAL MEETING

The notice convening the AGM to consider, amongst other things, the ordinary resolutions relating to the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, final dividend, and the re-election of retiring Directors are set out in pages 32 to 37 of this circular.

9. 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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

10. 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 Rooms 1712-1716, 17th 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 holding of the AGM (i.e. before 3:00 p.m. on Saturday, 18 May 2024) 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.

LETTER FROM THE BOARD

11. 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.

12. 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 2,028,277,588 Shares in issue at the Latest Practicable Date, could result in up to 202,827,758 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its 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 2023 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 will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share repurchase has any unusual features.

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 67.6% 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 75.11% 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 April 2024 up to the Latest Practicable Date:

	Highest Traded Price <i>HKD</i>	Lowest Traded Price <i>HKD</i>
2023		
April	7.79	6.84
May	7.25	6.21
June	7.13	6.32
July	7.88	6.81
August	7.79	7.24
September	7.51	6.70
October	7.57	6.60
November	7.17	6.50
December	7.07	6.55
2024		
January	7.18	5.95
February	6.72	5.98
March	8.02	6.20
April (up to the Latest Practicable Date)	8.28	7.50

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

Mr. Yu Yuqun (“Mr. Yu”)

Mr. Yu, born in 1965, joined the Group as an Executive Director in September 2007 and was re-designated to be a Non-executive Director on 5 September 2016. He obtained a bachelor’s degree and a master’s degree in economics, both from the Peking University (北京大學). Mr. Yu joined CIMC in 1992, he is currently the vice president of CIMC, and responsible for capital market business. Mr. Yu was a company secretary of CIMC from October 2012 to March 2021. He is currently an independent non-executive director of IMEIK Technology Development Co., Ltd. (shares of which are listed on ChiNext Market of Shenzhen Stock Exchange). He holds directorships in certain subsidiaries of CIMC and the Company.

As at the Latest Practicable Date, Mr. Yu had a direct interest in 1,750,001 Shares, comprising (i) 1,000,001 Shares which were held by Mr. Yu in his own personal capacity and (ii) 300,000 and 450,000 underlying Shares which may be allotted and issued to him upon full exercise of the relevant share options granted to him under the Share Option Scheme 2006 and Share Option Scheme 2016, respectively. Further, Mr. Yu is one of the participants of the Company’s Chemical and Environmental Business Unit Equity Incentive Scheme, and effectively holds 0.11% of the equity interest in CIMC Safeway Technology Co., Ltd* (中集安瑞環科技股份有限公司, a non-wholly owned subsidiary of the Company).

Mr. Yu has entered into an appointment letter with the Company, under which he shall serve as a non-executive Director of the Board with a term of three years commencing on 1 January 2022, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Yu is entitled to an annual director’s fee of HKD180,000 which was determined by the Board upon recommendation from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) does not have any interests in the shares of the Company within the meaning of Part XV of SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Yu has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matters in relation to Mr. Yu that need to be brought to the attention of shareholders of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Zeng Han (“Mr. Zeng”)

Mr. Zeng, born in 1975, was appointed as a Non-executive Director on 18 May 2018. He graduated from Hangzhou Institute of Electronic Engineering with a bachelor’s degree in Economics in July 1996, and later graduated from Jiangsu University of Science and Technology with a master’s degree in management in June 1999. He joined CIMC in 1999 and has successively served as manager of the accounting division of the financial management department, assistant to the general manager, deputy general manager and executive general manager of financial management department. Mr. Zeng had been the general manager of the former financial department of CIMC since March 2017, and has been the general manager of the financial management department formed by the merger of the former financial department and the former capital management department since January 2018. Mr. Zeng has been chief financial officer of CIMC since 26 March 2020 and has served as vice president and chief financial officer of CIMC since 28 March 2023. Mr. Zeng has been appointed as a non-executive director of CIMC Vehicles (Group) Co., Ltd. (shares of which are listed on the Main Board of the Stock Exchange (stock code: HK.1839)) since 29 September 2021. He also held a concurrent post as manager of the financial department of the Company from 2009 to 2010. Mr. Zeng is a certified public accountant in China. He holds directorships in certain subsidiaries of CIMC and the Company.

As at the Latest Practicable Date, Mr. Zeng is deemed to be interested in 1,250,000 Shares, comprising (i) 800,000 Shares which were held by Mr. Zeng in his own personal capacity and (ii) 450,000 underlying Shares which may be allotted and issued to him upon full exercise of the relevant share options granted to him under the Share Option Scheme 2016. Further, Mr. Zeng is one of the participants of the Company’s Chemical and Environmental Business Unit Equity Incentive Scheme and the Liquid Food Business Unit Equity Incentive Scheme, and therefore holds 0.11% of the equity interest in CIMC Safeway Technology Co., Ltd* (中集安瑞環科技股份有限公司, a non-wholly owned subsidiary of the Company) and 0.10% of the equity interest in CIMC Liquid Process Technologies Co., Ltd.* (中集安瑞醇科技股份有限公司, a non-wholly owned subsidiary of the Company), respectively.

Mr. Zeng will renew his appointment letter with the Company, under which he shall serve as an executive Director and general manager with a term of three years commencing on 18 May 2024, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, Mr. Zeng shall be entitled to an annual director’s fee of HKD180,000 which was determined by the Board upon recommendation from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zeng (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Zeng has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matters in relation to Mr. Zeng that need to be brought to the attention of shareholders of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Wang Yu (“Mr. Wang”)

Mr. Wang, born in 1972, was appointed as a Non-executive Director on 5 September 2016. He graduated from Dalian Maritime University with Bachelor of Engineering (Transportation Management) in 1993 and Master of Laws (International Economic Law) in 1996. He worked in the legal affair department of China Ocean Shipping (Group) Company from 1996 to 2000 and America International Data Group’s branch in China (美國國際數據集團(中國)公司) from 2001 to 2002. Mr. Wang joined CIMC in 2003, and has been the general manager of the legal department of CIMC since 2007. Mr. Wang is currently a non-executive director of CIMC Vehicles (Group) Co., Ltd. (shares of which are listed on the Main Board of the Stock Exchange (stock code: HK.1839)). He holds a number of directorships in certain subsidiaries of CIMC. Mr. Wang was admitted as a lawyer in the People’s Republic of China in 1997 and is currently a non-practising lawyer. Mr. Wang is also an arbitrator of South China International Economic and Trade Arbitration Commission (華南國際經濟貿易仲裁委員會) (also known as Shenzhen Court of International Arbitration 深圳國際仲裁院) and China International Economic and Trade Arbitration Commission.

As at the Latest Practicable Date, Mr. Wang was interested in an aggregate of 1,170,000 Shares, comprising (i) 720,000 Shares which were held by Mr. Wang in his own personal capacity; and (ii) 450,000 underlying Shares which may be allotted and issued to him upon full exercise of the relevant share options granted to him under the Share Option Scheme 2016. Further, Mr. Wang is one of the participants of the Company’s Chemical and Environmental Business Unit Equity Incentive Scheme and the Liquid Food Business Unit Equity Incentive Scheme, and therefore holds 0.11% of the equity interest in CIMC Safeway Technology Co., Ltd* (中集安瑞環科技股份有限公司, a non-wholly owned subsidiary of the Company) and 0.10% of the equity interest in CIMC Liquid Process Technologies Co., Ltd.* (中集安瑞醇科技股份有限公司, a non-wholly owned subsidiary of the Company), respectively.

Mr. Wang has entered into an appointment letter with the Company, under which he was appointed as an independent non-executive Director with a term of three years commencing on 1 January 2022, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Wang is entitled to an annual director’s fee of HKD180,000 which was determined by the Board upon recommendation from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Wang has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matters in relation to Mr. Wang that need to be brought to the attention of shareholders of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Wong Lai, Sarah (“Ms. Wong”)

Ms. Wong, born in 1978, was appointed as an Independent Non-executive Director on 24 August 2023. She has over 20 years of experience in corporate finance, capital markets, initial public offerings, mergers and acquisitions and placement projects. Ms. Wong served as a partner at Transpac Capital Limited, a private equity firm licensed under the SFO where she was mainly responsible for managing merger and acquisition projects and investor relationship. She had previously served as the deputy head of Investment Banking Division and head of Coverage and Financial Sponsors of the group of Guotai Junan International Holdings Limited (a company listed on the Stock Exchange (stock code: 1788)) in Hong Kong, head of Financial Sponsor team under the Global Coverage Department of BOC International; senior vice president of Fixed Income Division of the Greater China Region of DBS Bank (Hong Kong) Limited, director of Debt Capital Markets Department of BOC International and senior auditor at PricewaterhouseCoopers. Ms. Wong is currently serving as an independent non-executive director of ENN Energy Holdings Limited (a company listed on the main board of the Stock Exchange (stock code: 2688)). Ms. Wong graduated from the London Metropolitan University in the United Kingdom with an Honours Bachelor’s Degree in accounting in 2001. Ms. Wong is a fellow member of the Association of Chartered Certified Accountants, and a responsible officer licensed under the SFO to carry on Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities.

As at the Latest Practicable Date, Ms. Wong was interested in an aggregate of 484,000 Shares comprising (i) 34,000 Shares which were held by Ms. Wong in her own personal capacity; and (ii) 450,000 underlying Shares which may be allotted and issued to her upon full exercise of the relevant share options granted to her under the Share Option Scheme 2016.

Ms. Wong has entered into an appointment letter with the Company, under which she was appointed as an independent non-executive Director with a term of three years commencing on 24 August 2023, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Ms. Wong is entitled to an annual director’s fee of HKD320,000 which was determined by the Board upon recommendation from remuneration committee of the Company with reference to her duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wong (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Ms. Wong has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matters in relation to Ms. Wong that need to be brought to the attention of shareholders of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Recommendations of the Nomination Committee

Ms. Wong has more than 20 years of experience in corporate finance, capital markets and large initial public offerings, acquisitions and mergers, etc. The Nomination Committee and the Board consider that her valuable professional knowledge and extensive expertise and experience in the capital market will bring a fresh perspective and independent judgement, and contribute to the Board, the Company and the Shareholders as a whole. Moreover, Ms. Wong has confirmed her independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have also assessed the independence of Ms. Wong based on the independent criteria as set out in Rule 3.13 of the Listing Rules by reviewing the written confirmation of independence for 2023 submitted to the Company, and confirmed that she is independent and is able to devote sufficient time and attention to perform the duties as an Independent Non-executive Director.

In addition, the Nomination Committee has also assessed and are satisfied with the performance of each of the retiring Directors for the year ended 31 December 2023. Therefore, the Nomination Committee nominated the retiring Directors to join the Board and recommended the Shareholders to re-elect them as Directors at the AGM.

In particular, the Nomination Committee and the Board have followed the Nomination Policy and Board Diversity Policy for the re-appointment of Mr. Yu, Mr. Zeng, Mr. Wang and Ms. Wong. In reviewing the structure of the Board, the Nomination Committee and the Board have considered the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experiences, skills, knowledge and length of service. All Board members appointments are based on meritocracy, and candidates are considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition. The Nomination Committee considers that each of the retiring Directors who will be subject to re-election (i.e. Mr. Yu, Mr. Zeng, Mr. Wang and Ms. Wong) would bring to the Board their own perspective, skills and experience as further described in their biographies in Appendix II to this circular, and can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise.

In light of the above, in response to the recommendation of the Nomination Committee, the Board recommended all retiring Directors (namely Mr. Yu, Mr. Zeng, Mr. Wang and Ms. Wong) to be re-elected as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors will abstain from voting at the relevant Board meeting on the relevant resolution to recommend their re-election by the Shareholders at the AGM.

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association or the new Articles of Association (as the case may be). If the serial numbering of the clauses of the existing Articles of Associations is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the existing Articles of Association as so amended shall be changed accordingly, including cross-references.

SPECIFIC AMENDMENTS

Articles No. (original No./new No.)	Amendments
1.	<p>Making the following amendments as indicated:</p> <p>The regulations in Table A in the Schedule to the Companies Act (As Revised) <u>(as defined in Article 2)</u> do not apply to the Company.</p>
2.	<p>Making the following amendments as indicated:</p> <p>“Act” the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised from time to time) <u>of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u></p> <p>Making the following amendments as indicated:</p> <p>(2) (i) Section 8 and Section 19 of the Electronic Transactions Act (2023) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;</p>
10.	<p>Making the following amendments as indicated:</p> <p>Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p>

**Articles No.
(original No./new No.)**

Amendments

11.

Making the following amendments as indicated:

The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied, modified or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

59.

Making the following amendments as indicated:

...

(2) The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “**Principal Meeting Place**”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

**Articles No.
(original No./new No.)****Amendments**

63.

Making the following amendments as indicated:

- (1) The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.
- (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

**Articles No.
(original No./new No.)****Amendments**

64.

Making the following amendments as indicated:

Subject to Article 64C, the chairman may; ~~(without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall~~ at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.

64A.

Making the following amendments as indicated:

- (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("**Meeting Location(s)**") determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

**Articles No.
(original No./new No.)**

Amendments

64B.

Making the following amendments as indicated:

The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, ~~and/or any Meeting Location(s) and/or participation and/or voting~~ in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location~~(s)~~ or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

64C.

Making the following amendments as indicated:

...

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period) ~~and the chairman may change the meeting to another date and/or time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members.~~ All business conducted at the meeting up to the time of such adjournment shall be valid.

Articles No.
(original No./new No.)

Amendments

64D

Making the following amendments as indicated:

The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the ~~electronic facilities and/or~~ premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

66.

Making the following amendments as indicated:

...

(2) ~~In the case of a physical meeting w~~Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

**Articles No.
(original No./new No.)**

Amendments

76.

Making the following amendments as indicated:

The instrument appointing a proxy shall be in such form as the Board may determine and in the absence of such determination, shall be in writing signed by writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) ~~if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by under the hand of an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.~~ In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

**Articles No.
(original No./new No.)****Amendments**

77.

Making the following amendments as indicated:

- (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and ~~Notice~~ notice of termination of the authority of a proxy). If such an electronic address ~~or electronic means of submission~~ is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that ~~electronic address or by such electronic means of submission~~, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the ~~electronic address or electronic means of submission~~. Without limitation, the Company may from time to time determine that any such electronic address ~~or electronic means of submission~~ may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses ~~or electronic means of submission~~ for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address ~~or via its electronic means of submission~~ provided in accordance with this Article or if no electronic address ~~or electronic means of submission~~ is so designated by the Company for the receipt of such document or information.

Articles No.
(original No./new No.)**Amendments**

- (2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address ~~or electronic means of submission~~ in accordance with the preceding paragraph, shall be received at the electronic address ~~or electronic means of submission~~ specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

90.

Making the following amendments as indicated:

An alternate Director shall only be a Director for the purposes of the Act and shall only be subject to the provisions of the Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.

**Articles No.
(original No./new No.)****Amendments**

142

Making the following amendments as indicated:

...

(2)(a)The shares allotted pursuant to the provisions of paragraph (1) of this Article shall rank *pari passu* in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (1) of this Article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this Article shall rank for participation in such distribution, bonus or rights.

...

(5) Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall *mutatis mutandis* apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.

Articles No. (original No./new No.)	Amendments
146.	<p>Making the following amendments as indicated:</p> <p>...</p> <p>(2) Shares allotted pursuant to the provisions of this Article shall rank <i>pari passu</i> in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (1) of this Article, no fraction of any share shall be allotted on exercise of the subscription rights.</p>
151.	<p>Making the following amendments as indicated:</p> <p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>
158.	<p>Making the following amendments as indicated:</p> <p>(1) Any Notice or document (including any "corporate communication" and "<u>actionable corporate communication</u>" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules</u>, any such Notice and document may be given or issued by the following means:</p> <p>...</p>

Articles No. (original No./new No.)	Amendments
	(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide, where required by the Company, under Article 158(35), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
	(f) by publishing it on the Company's website <u>or the website of the Designated Stock Exchange</u> to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the Notice, document or publication is available on the Company's website (a "notice of availability"); or
	(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.
	(32) In the case of joint holders of a share all N notices shall be given to that one of the joint holders whose name stands first in the Register and N notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
	(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
	(53) Every Member or a person who is entitled to receive N notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.

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(original No./new No.)****Amendments**

- (64) Subject to any applicable laws, rules and regulations and the terms of these Articles, any ~~N~~notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in ~~the Chinese language only~~ or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.
159. Making the following amendments as indicated:
- Any Notice or other document:
- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the ~~N~~notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication ~~(other than by making it available on the Company's website)~~, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company ~~to a Member~~ on the day following that on which a notice of availability is deemed served on the Member it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- ~~(c) if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the Notice, document or publication first so appears on such website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~

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(ed) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and

(~~e~~) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

161.

Making the following amendments as indicated:

For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.

NOTICE OF ANNUAL GENERAL MEETING

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 Room 2102, 21/F, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong on 20 May 2024 (Monday) at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the directors’ and independent auditor’s reports for the year ended 31 December 2023.
2. To declare a final dividend in respect of 2023 of HKD0.30 per ordinary share.
3. To consider the re-election of the Directors, each as a separate resolution:
 - (i) To re-elect Mr. Yu Yuqun as a non-executive Director.
 - (ii) To re-elect Mr. Zeng Han as a non-executive Director.
 - (iii) To re-elect Mr. Wang Yu as a non-executive Director.
 - (iv) To re-elect Ms. Wong Lai, Sarah as an independent non-executive Director.
4. To authorise the board of directors to fix the remuneration of directors.
5. To appoint KPMG as auditor of the Company and to authorise the board of directors to fix the remuneration of auditor.

NOTICE OF ANNUAL GENERAL MEETING

6. 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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution,

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

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

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

7. 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

NOTICE OF ANNUAL GENERAL MEETING

(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
- (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.”

8. 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. 6 and 7 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. 6 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. 7 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. 7 (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).”

SPECIAL RESOLUTION

9. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT:**

- (a) the amendments to the existing amended and restated articles of association of the Company set out in Appendix III to the circular dated 22 April 2024 (the “**Proposed Amendments**”) be and are hereby approved and that the new amended and restated articles of association of the Company incorporating and consolidating the Proposed Amendments in the form of the document marked “A” produced to this Meeting and for the purpose of identification signed by the chairman of this Meeting be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments, including without limitation, attending to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 22 April 2024

Registered Office:

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

Principal place of business in Hong Kong:

Suites 1902-3, 19th Floor,
Bank of America Tower,
No.12 Harcourt Road,
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 2023 are contained in the annual report 2023, which is published on the website of the Company at <https://www.enricgroup.com/> and on the website of the HKEXnews at <http://www.hkexnews.hk>.
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. Shareholders are strongly encouraged to appoint the chairman of the Meeting as proxy to attend and vote on his behalf at the Meeting.
3. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 3:00 p.m. on Saturday, 18 May 2024) or any adjournment thereof.

NOTICE OF ANNUAL GENERAL 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 (or any adjourned meeting thereof) if such member of the Company so desires. In the event that a member attends and votes at the Meeting after having lodged his form of proxy, his form of proxy shall be deemed to be revoked.
5. To ascertain shareholders' entitlements to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 13 May 2024 to Monday, 20 May 2024 (both days inclusive). All transfers of Shares of the Company 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 Friday, 10 May 2024.
6. 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 Wednesday, 29 May 2024 to Monday, 3 June 2024 (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 Tuesday, 28 May 2024.
7. 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 Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu and Ms. Wong Lai, Sarah be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular of the Company dated 22 April 2024.
8. With regard to item no. 7 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 of the Company dated 22 April 2024.
9. 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.
10. If Tropical Cyclone Warning Signal No. 8 or above, black rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at <https://www.enricgroup.com/> and on the website of the HKEXnews at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.
11. As at the date of this notice, the board of directors of the Company consists of Mr. Yang Xiaohu (President) as executive Director; Mr. Gao Xiang (Chairman), Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu as non-executive Directors; and Mr. Tsui Kei Pang, Mr. Wang Caiyong, Mr. Yang Lei and Ms. Wong Lai, Sarah as independent non-executive Directors.