

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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



安瑞科能源裝備控股有限公司

Enric Energy Equipment Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3899)

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

A notice convening the annual general meeting of Enric Energy Equipment Holdings Limited to be held at Room K-2, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 23 May 2008 at 11 a.m. is set out on pages 19 to 23 of this Circular. Whether or not you propose to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 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.

28 April 2008

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
The Issue Mandate	4
The Repurchase Mandate	4
Re-election of Directors	4
Annual general meeting	5
Right to demand a poll	5
Action to be taken	6
Recommendation	6
Appendix I – Explanatory statement	7
Appendix II – Details of Directors proposed to be re-elected	10
Notice of Annual General Meeting	19

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 K-2, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 23 May 2008 at 11 a.m.
“Articles of Association”	the articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Law (Chapter 22) of the Cayman Islands or any applicable laws
“Board”	the board of Directors
“Company”	Enric Energy Equipment Holdings Limited, an exempted company incorporated in the Cayman Islands on 28 September 2004 with limited liability under the Companies Law (Revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	22 April 2008, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution approving the Repurchase Mandate

DEFINITIONS

“SFC”	Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	registered holder(s) of Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent.

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 Director:

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

*Principal Place of Business
in Hong Kong:*

Room 3104, 31st Floor
Tower One, Lippo Centre
No. 89 Queensway
Hong Kong

28 April 2008

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

THE ISSUE MANDATE

On 29 May 2007, 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 459,000,000 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 91,800,000 Shares representing not more than 20% of the issued share capital of the Company as at the date of the Latest Practicable Date.

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

THE REPURCHASE MANDATE

Also on 29 May 2007, 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 459,000,000 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 45,900,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in item no. 5 in the notice of AGM.

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

RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors, namely Mr. Zhao Qingsheng, Mr. Jin Yongsheng, 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.

LETTER FROM THE BOARD

In accordance with article 86(3) of the Articles of Association, Messrs Zhao Qingsheng, Wu Fapei, Jin Jianlong, Yu Yuqun, Shi Caixing, Qin Gang and Yang Yu will retire at the AGM and, being eligible, offer themselves for re-election. In addition, in accordance with articles 87(1) and 87(2), Messrs Jin Yongsheng, Wong Chun Ho, Gao Zhengping and Shou Binan will retire at the AGM and, being eligible, offer themselves for re-election.

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

ANNUAL GENERAL MEETING

The notice convening the AGM to consider, amongst other things, ordinary resolutions relating to the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of Directors are set out in the in pages 19 to 23 of this circular.

RIGHT TO DEMAND A POLL

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

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person or in the case of a member 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 member or members present in person or in the case of a member 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 members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation, by its duly authorised representative or by proxy and holding shares in the Company 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 of the Stock Exchange, 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.

LETTER FROM THE BOARD

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

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 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 AGM, or any adjourned meeting, should they so wish.

RECOMMENDATION

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

By order of the Board
Enric Energy Equipment Holdings Limited
Zhao Qingsheng
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 459,000,000 Shares in issue at the Latest Practicable Date, could result in up to 45,900,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

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

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2007 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

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

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

No connected person (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, Charm Wise Limited were beneficially, interested in an aggregate of 190,703,000 Shares, representing approximately 41.55% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the aggregate shareholdings of Charm Wise Limited would be increased to approximately 46.16% of the issued share capital of the Company. Then, Charm Wise Limited could be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued shares of the Company by reason of such increase. Save as aforesaid, 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 Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code. 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 2008 up to the Latest Practicable Date:-.

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2007		
April	5.10	4.20
May	7.16	4.48
June	7.80	6.46
July	8.50	6.51
August	8.70	5.16
September	12.60	6.90
October	11.46	9.51
November	11.50	8.05
December	9.80	8.39
2008		
January	9.22	6.30
February	8.80	7.45
March	8.80	7.20
April (up to the Latest Practicable Date)	8.30	6.69

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

Mr. ZHAO Qingsheng

Mr. Zhao, aged 55, was appointed an executive Director in September 2007 and has become the chairman of the Board since October 2007. He graduated from Wuhan University of Water Transportation Engineering (now known as Wuhan University of Technology), major in vessel gas engineering. Mr. Zhao joined China Merchants Group Limited in 1983 and was the general manager of its enterprise department from 1991 to 1995, and the deputy general manager of China Merchants Holdings (International) Company Limited from 1995 to 1999. He holds directorship in eight subsidiaries of the Company. Mr. Zhao is presently a vice-president of China International Marine Containers (Group) Co., Ltd. ("CIMC"), a company listed on the Shenzhen Stock Exchange and is also a director of Charm Wise Limited, the controlling shareholder of the Company.

No service contract has been entered into between the Company and Mr. Zhao. Mr. Zhao has no fixed term of directors' service with the Company and will be subject to retirement by rotation and election by Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Zhao will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position.

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

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

Mr. JIN Yongsheng

Mr. Jin, aged 44, was appointed an executive Director and the chief executive officer in June 2006. He is also the chairman of the nomination committee of the Company. Mr. Jin graduated from the Tianjin University of Finance and Economics in the PRC in 1986, specialising in finance and obtained an executive master's degree in Business Administration from the Guanghua School of Management of the Peking University in 2005. He is a qualified lawyer in the PRC and has over 18 years of legal work experience. Mr. Jin holds directorship in four subsidiaries of the Company. He was an executive director of Xiniao Gas Holdings Limited ("Xiniao Gas"), a

company listed on the Stock Exchange, from 2001 to 2006 and is presently a non-executive director of such company, and is also a director of Xinao Group International Investment Limited, a substantial shareholder of the Company.

Mr. Jin was beneficially interested in an aggregate of 394,000 Shares within the meaning of Part XV of the SFO.

Mr. Jin has entered into a service agreement with the Company with an initial term of three years commencing on 5 June 2006 and expiring on 30 September 2008, and such agreement may be terminated by either party serving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at annual general meeting of the Company. Under the service agreement, Mr. Jin is entitled to a monthly salary of HK\$50,000 and a discretionary annual management bonus. The Company did not pay any discretionary annual management bonus to any Director in 2007. The remuneration and annual management bonus of Mr. Jin are determined with reference to the Company's performance and profitability and the prevailing market conditions.

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

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

Mr. WU Fapei

Mr. Wu, aged 49, was appointed an executive Director in September 2007. He obtained a bachelor degree in Machinery Production and a master degree in Engineering from South China University of Technology. Mr. Wu was previously a lecturer and an associate professor of the School of Management of the university, and a vice general manager of Guangdong Zhaoqing Nanhua Bicycle Ronghui Co., Ltd. He joined CIMC in 1996 and served as the manager of information technology department, an assistant to the president and the secretary to the board of directors of CIMC. Mr. Wu is currently a director of Nantong CIMC Tank Equipment Co., Ltd. and a vice-president of CIMC.

No service contract has been entered into between the Company and Mr. Wu. Mr. Wu has no fixed term of directors' service with the Company and will be subject to retirement by rotation and election by Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Wu

will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position.

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

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

Mr. JIN Jianlong

Mr. Jin, aged 54, was appointed an executive Director in September 2007. He is also the chairman of the remuneration committee of the Company. He graduated from Maanshan University of Iron and Steel Technology, major in accounting and has over 30 years of experience in accounting and finance. Mr. Jin worked in Hangzhou Iron and Steel Factory since 1975 and served as a vice manager of its accounting department from 1985 to 1989. He joined CIMC in 1989 and served as the manager of the finance department of Shenzhen Southern CIMC Containers Manufacture Co., Ltd. Mr. Jin is presently a director of Nantong CIMC Tank Equipment Co., Ltd. and is also the general manager of the finance management department of CIMC. He holds directorship in seven subsidiaries of the Company.

No service contract has been entered into between the Company and Mr. Jin. Mr. Jin has no fixed term of directors' service with the Company and will be subject to retirement by rotation and election by Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Jin will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position.

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

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

Mr. YU Yuqun

Mr. Yu, aged 42, was appointed an executive Director in September 2007. He obtained a bachelor degree and a master degree in Economics from Beijing University. Mr. Yu had worked in the State Bureau of Commodity Price before he joined CIMC in 1992. He is the secretary to the board of directors of CIMC, responsible for investor relations and financing management. Mr. Yu holds directorship in eight subsidiaries of the Company.

No service contract has been entered into between the Company and Mr. Yu. Mr. Yu has no fixed term of directors' service with the Company and will be subject to retirement by rotation and election by Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Yu will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position.

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

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

Mr. SHI Caixing

Mr. Shi, aged 44, was appointed an executive Director in September 2007. He graduated from a master course of the School of Economics, Beijing University. Mr. Shi was the head of the general office of and the manager of Zhangjiagang Hualing Chemical Machinery Works from 1994 to 1997 and the general manager of Zhangjiagang ABC Gas Equipment Co., Ltd. from 1998 to 2001. He was a vice general manager and an executive vice general manager of Zhangjiagang Sanctum Chemical Machinery Co., Ltd. from 2001 to 2003. Mr. Shi is currently the general manager of Zhangjiagang CIMC Sanctum Cryogenic Equipment Co., Ltd.

No service contract has been entered into between the Company and Mr. Shi. Mr. Shi has no fixed term of directors' service with the Company and will be subject to retirement by rotation and election by Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Shi will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position.

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

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

Mr. QIN Gang

Mr. Qin, aged 49, was appointed an executive Director in September 2007. He obtained a bachelor degree in Foundry Engineering from South China University of Technology and a master degree in Business Administration from the School of Management, State University of New York at Buffalo. Mr. Qin served as a deputy director of the business and planning department of Guangzhou Heavy Machinery Works from 1988 to 1992 and a vice general manager of Fonda Development Ltd. from 1993 to 1999. Mr. Qin joined CIMC in 1999 as an assistant to the manager of its research and development department and is currently the manager of its strategy development department.

No service contract has been entered into between the Company and Mr. Qin. Mr. Qin has no fixed term of directors' service with the Company and will be subject to retirement by rotation and election by Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Qin will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position.

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

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

Mr. YANG Yu

Mr. Yang, aged 50, was appointed a non-executive Director in September 2007. He graduated from the Petroleum Pipeline Vocational and Technical School in 1985 and obtained a master degree in Currency Banking from Renmin University of China in 1999 and a master degree in Business Administration from Nanyang Technological University in Singapore in 2005. He worked at the China Oil and Gas Pipeline Bureau and has over 20 years of experience in the PRC's oil and gas industry. He is currently an executive director and the chief executive officer of Xinao Gas, the chairman of board of directors of Hebei Veyong Biochemical Joint Stock Company Limited and a director of Xinao Group International Investment Limited, a substantial shareholder of the Company. Mr. Yang also holds directorship in three subsidiaries of the Company.

Mr. Yang has entered into an appointment letter with the Company with an initial term of three years commencing on 21 September 2007 and expiring on 20 September 2010 and such appointment may be terminated by either party serving to the other not less than one month's prior written notice. The appointment is subject to retirement by rotation and election by Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Yang will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position. Mr. Yang is entitled to receive a director's salary of HK\$120,000 per annum as set out in the appointment letter and is not entitled to any bonus payment from the Company.

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

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

Mr. WONG Chun Ho

Mr. Wong, aged 36, has joined the Board as an independent non-executive Director since February 2005. He is also the chairman of the audit committee and a member of the nomination committee of the Company. He holds a bachelor degree in Business (Accounting) and a bachelor degree in Computing (Information System) from Monash University, Australia. Mr. Wong is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a Certified Practising Accountant of CPA Australia and a Chartered Financial Analyst. He is currently a vice president of N M Rothschild & Sons (Hong Kong) Limited and prior to that he worked in KPMG. Mr. Wong has over 10 years of corporate finance and audit experience in the Hong Kong and China region.

Mr. Wong has renewed his appointment letter with the Company with a term of three years commencing on 7 February 2008 and expiring on 6 February 2011, and such appointment may be terminated by either party serving to the other not less than one month's prior written notice. The appointment is subject to retirement by rotation and election by the Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Wong will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position. Mr. Wong is entitled to receive a director's salary of HK\$120,000 per annum as set out in the appointment letter and is not entitled to any bonus payment from the Company.

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

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

Mr. GAO Zhengping

Mr. Gao, aged 53, has joined the Board as an independent non-executive Director since February 2005. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company respectively. Mr. Gao received a doctorate degree in Management from Tianjin University of Finance and Economics in 2002 and is the deputy vice chancellor and a professor of the university. Mr. Gao is also a standing director of the Financial Talents Committee of Talents Research Association of the PRC, a member of the editorial board of financial publications of China Financial Publishing House, the vice chairman of the Tianjin Finance Association and a member of the Professional Committee of the Tianjin Venture Investment Promotion Association. Mr. Gao is an independent director of Tianjin Xinmao Technology Co., Ltd., a company listed on the Shenzhen Stock Exchange.

Mr. Gao has renewed his appointment letter with the Company with a term of three years commencing on 7 February 2008 and expiring on 6 February 2011, and such appointment may be terminated by either party serving to the other not less than one month's prior written notice. The appointment is subject to retirement by rotation and election by the Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Gao will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position. Mr. Gao is entitled to receive a director's salary of HK\$120,000 per annum as set out in the appointment letter and is not entitled to any bonus payment from the Company.

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

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

Mr. SHOU Binan

Mr. Shou, aged 51, has joined the Board as an independent non-executive Director since February 2005. He is also a member of the audit committee and the remuneration committee of the Company. Mr. Shou obtained a bachelor degree in Engineering from Dalian University of Technology in 1982 and a master's degree in Engineering from Tsinghua University in 1995. Mr. Shou is a senior engineer of the Research Institute of China's Petrochemical Industry Economy and Technology. He is appointed by the Management Committee of the Standardisation Administration of China as a member and is the chief secretary of the China Standardisation Committee on Boilers and Pressure Vessels. Mr. Shou is a committee member of the Special Equipment Safety Technology Committee of the General Administration Bureau of Quality Supervision, Inspection and Quarantine of the PRC. He is also appointed by the Hefei General Machinery Research Institute as a member of the academic committee of post-doctorate scientific research working station.

Mr. Shou has renewed his appointment letter with the Company with a term of three years commencing on 7 February 2008 and expiring on 6 February 2011, and such appointment may be terminated by either party serving to the other not less than one month's prior written notice. The appointment is subject to retirement by rotation and election by the Shareholders at the annual general meeting of the Company. The amount of director's emoluments to be received by Mr. Shou will be determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his respective position. Mr. Shou is entitled to receive a director's salary of HK\$120,000 per annum as set out in the appointment letter and is not entitled to any bonus payment from the Company.

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

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

NOTICE OF ANNUAL 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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of Enric Energy Equipment Holdings Limited (the “Company”) will be held at Room K-2, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 23 May 2008 at 11 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor for the year ended 31 December 2007.
2. To re-elect directors and to authorise the board of directors to fix the remuneration of directors.
3. To re-appoint the auditor and to authorise the board of directors to fix the remuneration of auditor.
4. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT**:-

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

NOTICE OF ANNUAL GENERAL MEETING

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

(d) for the purpose of this Resolution,

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

5. 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 aggregate nominal value of shares in the Company repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the aggregate of the total nominal value of share capital of the Company in issue as at the date of passing of this Resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to the passing of Resolutions no. 4 and 5 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 shares pursuant to Resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate of the total nominal value of share capital of the Company in issue as at the date of passing of Resolution no. 5.”

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

Hong Kong, 28 April 2008

Registered Office:

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

Principal place of business in Hong Kong:

Room 3104, 31st Floor
Tower One, Lippo Centre
No. 89 Queensway
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 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 the Meeting or any adjourned meeting.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting if the member of the Company so desires.
4. With regard to item no.2 in this notice, the board of directors of the Company proposes that the directors of the Company, namely Mr. Zhao Qingsheng, Mr. Jin Yongsheng, Mr. Wu Fapei, Mr. Jin Jianlong, Mr. Yu Yuqun, Mr. Shi Caixing, Mr. Qin Gang, Mr. Yang Yu, Mr. Wong Chun Ho, Mr. Gao Zhengping and Mr. Shou Binan be re-elected as directors of the Company. Particulars of the said directors are set out in the Appendix II to the circular to the shareholders of the Company dated 28 April 2008.
5. An explanatory statement containing further details regarding item no.5 as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular to the shareholders of the Company dated 28 April 2008.
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.