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

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安瑞科能源裝備控股有限公司

**Enric Energy Equipment Holdings Limited**

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

(Stock code: 3899)

DISCLOSEABLE TRANSACTION  
ACQUISITION OF 80% INTERESTS IN

荊門宏圖特種飛行器製造有限公司

(JINGMEN HONGTU SPECIAL AIRCRAFT MANUFACTURING CO., LTD.)

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A letter from the Board is set out on pages 5 to 13 of this circular.

Hong Kong, 18 September 2008

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## DEFINITIONS

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

“Board”	the board of Directors
“CIMC”	中國國際海運集裝箱(集團)股份有限公司 (China International Marine Containers (Group) Co., Ltd.), a company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange, and indirectly holding 41.55% equity interests in the Company as at the Latest Practicable Date
“CIMC Enric”	中集安瑞科(荊門)能源裝備有限公司 (CIMC Enric (Jingmen) Energy Equipment Company Limited), a limited company established under the laws of the PRC and a wholly-owned subsidiary of the Company
“Company”	Enric Energy Equipment Holdings Limited 安瑞科能源裝備控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Equity Transfer Agreements”	the Jinmao Agreement, the Trade Union Agreement, the Senior Management Agreements and the Staff Agreements
“Equity Exchange Market”	產權交易市場 (the Equity Exchange Market)
“Existing Factory”	the existing factory of Hongtu which is situated at 1 Hongtu Road, Dongbao District, Jinmen City, Hubei Province, the PRC (中國湖北省荊門市東寶區宏圖路一號)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hongtu”	荊門宏圖特種飛行器製造有限公司 (Jingmen Hongtu Special Aircraft Manufacturing Co., Ltd.), a company established under the laws of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and connected persons (as defined under the Listing Rules) of the Company

## DEFINITIONS

“Jinmao”	荊門市金貿資產經營有限公司 (Jingmen Jinmao Assets Management Company Limited), a company established under the laws of the PRC
“Jinmao Agreement”	the equity transfer agreement dated 28 August 2008 entered into between CIMC Enric as purchaser and Jinmao as vendor in respect of the transfer of 30.400% equity interests in Hongtu
“Jingmen Government”	荊門市人民政府 (Jingmen Municipal Government)
“Latest Practicable Date”	12 September 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“New Factory”	the new factory of Hongtu which will be situated at Jingmen Economics Development District (荊門經濟開發區)
“PRC”	the People’s Republic of China and for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC GAAP”	the generally accepted accounting principles in the PRC
“Production Base Agreements”	關於合作建設中集(宏圖)罐式裝備生產基地框架協議 (Master Agreement in relation to Cooperation on Construction of Production Base of (Hongtu) Containers Equipment) dated 26 April 2008 and two supplemental agreements dated 26 April 2008 and 31 July 2008 respectively thereto, all entered into between Jingmen Government and CIMC
“Relocation Compensation”	the compensation in the sum of RMB107 million to be paid by Jingmen Government to CIMC Enric as compensation in relation to the relocation of production base of Hongtu as agreed under the Production Base Agreements in relation to, among other things, the acquisition of Hongtu by CIMC or its related party(ies) and the relocation of production base of Hongtu

## DEFINITIONS

“Senior Management”	6 senior management of Hongtu, names of whom are listed in the paragraph headed “2. The Equity Transfer Agreements – (c) The Senior Management Agreements” in the Letter from the Board of this circular
“Senior Management Agreements”	the 6 equity transfer agreements all dated 28 August 2008 entered into between CIMC Enric as purchaser and each of the Senior Management as vendor in respect of the transfer of an aggregate of 13.300% equity interests in Hongtu
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Staff”	13 staff of Hongtu, names of whom are listed in the paragraph headed “2. The Equity Transfer Agreements – (d) The Staff Agreements” in the Letter from the Board of this circular
“Staff Agreements”	the 13 equity transfer agreements all dated 28 August 2008 entered into between CIMC Enric as purchaser and each of the Staff as vendor in respect of the transfer of an aggregate of 28.700% equity interests in Hongtu
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Total Commitment”	the maximum total commitment of CIMC Enric under the Equity Transfer Agreements, taking into account (i) the Transactions; and (ii) the contemplated acquisition of the land use rights of the land on which the New Factory is to be located from Jingmen Government as described in the paragraph headed “2. The Equity Transfer Agreements – (a) The Jinmao Agreement – Relocation of production base of Hongtu under the Production Base Agreements” in the Letter from the Board of this circular
“Trade Union”	荊門宏圖特種飛行器製造有限公司工會 (The Trade Union of Jingmen Hongtu Special Aircraft Manufacturing Co., Ltd.)

## DEFINITIONS

“Trade Union Agreement”	the equity transfer agreement dated 28 August 2008 entered into between CIMC Enric as purchaser and the Trade Union as vendor in respect of the transfer of 7.600% equity interests in Hongtu
“Transactions”	the transactions contemplated under the Equity Transfer Agreements
“Vendors”	Jingmao, the Trade Union, the Senior Management and the Staff
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

*The names of PRC established companies or entities have been included in this circular in both Chinese and English for ease of reference only. In case of inconsistency, the Chinese version of such names shall prevail.*

*In this circular, RMB has been translated into HK\$ at the rate of RMB1 = HK\$1.13 for illustration purpose only. No representation is made that any amounts in RMB or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.*

LETTER FROM THE BOARD



安瑞科能源裝備控股有限公司

**Enric Energy Equipment Holdings Limited**

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

(Stock code: 3899)

*Executive Directors:*

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

*Non-executive Directors:*

Yang Yu

*Independent non-executive Directors:*

Wong Chun Ho  
Gao Zhengping  
Shou Binan

*Registered office:*

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

*Principle place of business in Hong Kong:*

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

*Head office in the PRC:*

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

18 September 2008

*To the Shareholders*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION  
ACQUISITION OF 80% INTERESTS IN  
荊門宏圖特種飛行器製造有限公司  
(JINGMEN HONGTU SPECIAL AIRCRAFT MANUFACTURING CO., LTD.)**

**1. INTRODUCTION**

The Board announced in an announcement of the Company dated 28 August 2008 that on 28 August 2008, CIMC Enric, a wholly-owned subsidiary of the Company, entered into the Equity Transfer Agreements with Jinmao, the Trade Union, the Senior Management and the Staff for the acquisition of an aggregate of 80% equity interests in Hongtu for an aggregate consideration of RMB55,474,775 (equivalent to approximately HK\$62,686,496). Hongtu is principally engaged in the manufacturing of specialised equipment, including but not limited to liquefied gas trucks and chemicals trucks.

## LETTER FROM THE BOARD

The entering into of the Equity Transfer Agreements constitutes a discloseable transaction for the Company under the Listing Rules.

The purpose of this circular is to provide you with further details of the Transactions and other information as required under the Listing Rules.

### 2. THE EQUITY TRANSFER AGREEMENTS

#### (a) The Jinmao Agreement

##### *Date*

28 August 2008, entered into following the open sale process in the Equity Exchange Market

##### *Parties*

Purchaser : CIMC Enric, a wholly-owned subsidiary of the Company

Vendor : Jinmao

##### *Assets to be acquired*

30.400% equity interests in Hongtu, being state-owned equity interests

##### *Completion*

The date of completion shall be the date on which the change of shareholder as contemplated under the Jinmao Agreement is approved by the relevant registration authority

##### *Consideration and basis of its determination*

RMB21,081,580 (equivalent to approximately HK\$23,822,185), which will be offset by the Relocation Compensation payable by Jingmen Government.

The consideration was determined after arm's length negotiations between the parties by reference to the net asset value of Hongtu as at 31 December 2007 determined by an independent qualified valuer as RMB69.3 million.



## LETTER FROM THE BOARD

### *Relocation of production base of Hongtu under the Production Base Agreements*

Although CIMC Enric is not a party to the Production Base Agreements, CIMC Enric assumed certain rights and obligations of CIMC under the Production Base Agreements when the Jinmao Agreement was being entered into.

There will be a relocation of production base of Hongtu to Jingmen Economics Development District (荊門經濟開發區). CIMC Enric has agreed to acquire a piece of land of 500 acres for the construction of the New Factory from Jingmen Government at a consideration of RMB13,000,000 (equivalent to approximately HK\$14,690,000), which shall be payable in the following manner: (i) RMB7,800,000 to be paid within 5 business days from the issuance of land use rights certificate in respect of 300 acres of the land; and (ii) the remaining RMB5,200,000 to be paid within 5 business days from the issuance of land use rights certificate in respect of the remaining 200 acres of land. CIMC Enric will be responsible for the planning and construction of the New Factory. Upon completion of the construction of the New Factory, the production base of Hongtu will be relocated to the New Factory and the Existing Factory together with buildings and constructions thereon will be returned to Jingmen Government. The Relocation Compensation in the sum of RMB107,000,000 will be paid by Jingmen Government to CIMC Enric. The payment of the balance of the Relocation Compensation by Jingmen Government, after offsetting (i) the sum of RMB21,081,580, being the consideration payable by CIMC Enric under the Jinmao Agreement; and (ii) the sum of RMB13,000,000 for the acquisition of the land on which the New Factory will be situated, will be completed by installments on or before 20 January 2009.

#### **(b) The Trade Union Agreement**

##### *Date*

28 August 2008

##### *Parties*

Purchaser : CIMC Enric, a wholly-owned subsidiary of the Company

Vendor : the Trade Union

## LETTER FROM THE BOARD

### *Assets to be acquired*

7.600% equity interests in Hongtu

### *Completion*

The date of completion shall be the date on which the change of shareholder as contemplated under the Trade Union Agreement is approved by the relevant registration authority.

### *Consideration and basis of its determination*

RMB5,270,395 (equivalent to approximately HK\$5,955,546), which is payable in cash by the purchaser to the vendor or person(s) designated by the vendor within 10 business days from the date of completion.

In the event that payment of the full amount or any part of the consideration by the purchaser is delayed, the vendor shall be entitled to additional daily liquidated damages of 0.1% of the unpaid amount.

The consideration was determined after arm's length negotiations between the parties by reference to the net asset value of Hongtu as at 31 December 2007 determined by an independent qualified valuer as RMB69.3 million.

### **(c) The Senior Management Agreements**

#### *Date*

28 August 2008

#### *Parties*

Purchaser : CIMC Enric, a wholly-owned subsidiary of the Company

Vendors : the Senior Management

## LETTER FROM THE BOARD

### *Assets to be acquired and considerations*

The shareholding interests in Hongtu held by each of the Senior Management and the consideration for the acquisition of their corresponding shareholding interests are as follows:

<b>Senior Management</b>	<b>Shareholding interest in Hongtu (%)</b>	<b>Consideration (RMB)</b>
錢瑞方 (Qian Ruifang)	4.375	3,033,625
杜振卯 (Du Zhenmao)	1.925	1,334,795
孫太平 (Sun Taiping)	1.925	1,334,795
鄧年勇 (Deng Nianyong)	1.925	1,334,795
李建平 (Li Jianping)	1.575	1,092,105
鄭志軍 (Zheng Zhijun)	1.575	1,092,105
Total	<u>13,300</u>	<u>9,222,20</u>

### *Completion*

The date of completion shall be the date on which the change of shareholder as contemplated under the relevant Senior Management Agreement is approved by the relevant registration authority.

### *Basis of determination of considerations*

The aggregate amount of consideration to be paid by CIMC Enric under the Senior Management Agreements is RMB9,222,220 (equivalent to approximately HK\$10,421,109). 70% and the remaining 30% of the consideration shall be payable in cash by CIMC Enric to the relevant Senior Management or designated person(s) within 10 and 90 business days respectively from the date of completion of the registration transfer procedures of the relevant Senior Management Agreement.

In the event that payment of the full amount or any part of the consideration by the purchaser is delayed, the vendor shall be entitled to additional daily liquidated damages of 0.1% of the unpaid amount.

The considerations were determined after arm's length negotiations between the parties by reference to the net asset value of Hongtu as at 31 December 2007 determined by an independent qualified valuer as RMB69.3 million.

<b>LETTER FROM THE BOARD</b>
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**(d) The Staff Agreements**

*Date*

28 August 2008

*Parties*

Purchaser : CIMC Enric, a wholly-owned subsidiary of the Company

Vendors : the Staff

*Assets to be acquired and considerations*

The shareholding interests in Hongtu held by each of the Staff and the consideration for the acquisition of their corresponding shareholding interests are as follows:

<b>Staff</b>	<b>Shareholding interest in Hongtu (%)</b>	<b>Consideration (RMB)</b>
白正勛 (Bai Zhengxu)	4.000	2,773,600
聶文德 (Nie Wende)	3.850	2,669,590
王志文 (Wang Zhiwen)	3.275	2,270,885
高 金 (Gao Jin)	2.525	1,750,835
肖學文 (Xiao Xuewen)	2.300	1,594,820
張俊峰 (Zhang Junfeng)	2.300	1,594,820
郝延慶 (Hao Yanqing)	2.050	1,421,470
廉士珠 (Lian Shizhu)	1.950	1,352,130
馬文英 (Ma Wenying)	1.925	1,334,795
王樹伸 (Wang Shushen)	1.550	1,074,770
王興仁 (Wang Xingren)	1.125	780,075
魯 敏 (Lu Min)	0.950	658,730
杜治邦 (Du Zhibang)	0.900	624,060
	<hr/>	<hr/>
<b>Total</b>	<b>28.700</b>	<b>19,900,580</b>
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## LETTER FROM THE BOARD

### *Completion*

The date of completion shall be the date on which the change of shareholder as contemplated under the relevant Staff Agreement is approved by the relevant registration authority.

### *Basis of determination of considerations*

The aggregate amount of consideration to be paid by CIMC Enric under the Staff Agreements is RMB19,900,580 (equivalent to approximately HK\$22,487,655). The consideration is payable in cash by CIMC Enric to the relevant Staff or designated person(s) within 10 business days from the date of completion of the registration transfer procedures of the relevant Staff Agreements.

In the event that payment of the full amount or any part of the consideration by the purchaser is delayed, the vendor shall be entitled to additional daily liquidated damages of 0.1% of the unpaid amount.

The considerations were determined after arm's length negotiations between the parties by reference to the net asset value of Hongtu as at 31 December 2007 determined by an independent qualified valuer as RMB69.3 million.

The Jinmao Agreement, the Trade Union Agreement, the Senior Management Agreements and the Staff Agreements are not inter-conditional upon each other and the transactions thereunder may not be completed at the same time.

### **3. INFORMATION ON HONGTU**

Hongtu is a company with limited liability established under the laws of the PRC on 29 October 2004, and is owned by Jinmao, the Trade Union, the Senior Management, the Staff and other Independent Third Parties as to 30.400%, 7.600%, 13.300%, 28.700% and 20.000% respectively as at the Latest Practicable Date. The registered address of Hongtu is situated at 1 Hongtu Road, Dongbao District, Jinmen City, Hubei Province, the PRC (中國湖北省荊門市東寶區宏圖路一號). Hongtu is principally engaged in the manufacturing of specialised equipment, including but not limited to liquefied gas trucks and chemicals trucks.

The audited net asset value of Hongtu as at 31 December 2007 was RMB59.2 million under PRC GAAP. The net asset value of Hongtu as at 31 December 2007 as determined by an independent qualified valuer was RMB69.3 million. Such net asset value has not taken into account the value of the piece of land on which the Existing Factory is situated since no land use rights certificate has ever been issued to Hongtu in respect of the land. For each of the two financial years ended 31 December 2006 and 31 December 2007, the audited net profit under PRC GAAP before taxation and extraordinary items of Hongtu were RMB14.9 million and RMB17.3 million respectively and the audited net profit under PRC GAAP after taxation and extraordinary items of Hongtu were RMB16.0 million and RMB28.7 million respectively.

## LETTER FROM THE BOARD

#### 4. DISCLOSEABLE TRANSACTION

As the relevant percentage ratios under rule 14.07 of the Listing Rules in respect of the Total Commitment exceed 5% but are less than 25%, the entering into of the Equity Transfer Agreements constitutes a discloseable transaction for the Company under the Listing Rules.

#### 5. REASONS FOR AND BENEFITS OF THE TRANSACTIONS

One of the major businesses of the Group is the design, manufacture and sale of storage and transportation equipment for, among other things, liquefied natural gas and other chemicals. Given that Hongtu has established a sound record in the manufacture and sale of specialised transportation equipment, in particular, liquefied gas trucks and chemicals trucks, the Board believes that the Group will be benefited from the synergy brought by the Transactions in terms of sales and marketing network, market share, manufacturing technologies and economy of scale, and has its competitive position in the liquefied gas storage and transportation equipment sector further strengthened.

The Directors believe that the terms of the Equity Transfer Agreements (including the considerations) are fair and reasonable and in the interests of the Shareholders as a whole.

#### 6. FINANCIAL EFFECT OF THE TRANSACTIONS

The considerations under the Equity Transfer Agreements are funded by internal resources of the Group. Upon completion of the Transactions, Hongtu will be accounted for as an 80% indirectly owned subsidiary of the Company and the results of Hongtu will be consolidated into the accounts of the Group. It is expected that the Transactions will broaden the revenue base of the Group and will bring no material adverse effect on the earnings and assets and liabilities of the Group.

#### 7. BUSINESS OF THE GROUP AND THE VENDORS

The Group is principally engaged in the manufacture of specialised energy equipment and the provision of integrated business solutions in the PRC.

Jinmao is an investment holding company.

The Trade Union is the trade union of Hongtu.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendors and their respective ultimate owners are Independent Third Parties.

**LETTER FROM THE BOARD**

**8. GENERAL**

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

Yours faithfully,  
By order of the Board  
**Enric Energy Equipment Holdings Limited**  
**Cheong Siu Fai**  
*Company Secretary*

## 1. RESPONSIBILITY STATEMENT

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

## 2. DISCLOSURE OF DIRECTORS' INTERESTS

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

### Interest in the Shares

Name of Director	Capacity	Interests in Shares	Aggregate interests in Shares and underlying Shares	Approximate percentage of total issued share capital
Jin Yongsheng	Beneficial owner	246,000	246,000	0.05%

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



## 3. DISCLOSURE OF INTEREST OF SUBSTANTIAL SHAREHOLDERS

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

Name of Shareholder	Capacity	Total interest in number of Shares	Aggregate interests in Shares and underlying Shares	Approximate percentage of total issued Shares held
Charm Wise Limited ("Charm Wise")	Beneficial owner	190,703,000 (Note 1)	190,703,000	41.55%
CIMC	Interest in controlled corporation	190,703,000 (Note 1)	190,703,000	41.55%
China International Marine Containers (Hong Kong) Limited ("CIMC HK")	Interest in controlled corporation	190,703,000 (Note 1)	190,703,000	41.55%
Wang Yusuo ("Mr. Wang")	Beneficial owner	2,000,000 (Note 2)	45,441,000	9.90%
	Interest in controlled corporation	43,441,000 (Note 3)		
Zhao Baoju ("Ms. Zhao")	Interest of spouse	2,000,000 (Note 2)	45,441,000	9.90%
	Interest in controlled corporation	43,441,000 (Note 3)		
Commonwealth Bank of Australia	Interest in controlled corporation	44,963,000	44,963,000	9.80%
Xinao Group International Investment Limited ("XGII")	Beneficial owner	43,441,000 (Note 3)	43,441,000	9.46%

Name of Shareholder	Capacity	Total interest in number of Shares	Aggregate interests in Shares and underlying Shares	Approximate percentage of total issued Shares held
DnB Nor Asset Management (Asia) Limited	Investment manager	35,340,000	35,340,000	7.70%
Symbiospartners Private Equity Limited	Beneficial owner	26,016,000	26,016,000	5.67%

*Notes:*

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

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

#### 4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into, or was proposing to enter into, any service contracts with the Company or any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

## 5. LITIGATION

As at the Latest Practicable Date, so far as the Directors were aware, neither the Company nor any member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or arbitration or claim of material importance known to the Directors to be pending or threatened by or against the Company or any member of the Group.

## 6. COMPETING INTERESTS

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

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

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

**7. GENERAL**

- (a) The secretary and qualified accountant of the Company is Mr. Cheong Siu Fai, who is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and an associate member of the Association of International Accountants in the United Kingdom.
- (b) The principal share registrar and transfer office of the Company is Butterfield Fund Services (Cayman) Limited at Butterfield House, 68 Fort Street, P.O. Box 705, Grand Cayman KY1-1107, Cayman Islands. The Hong Kong branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) In any event of inconsistency, the English text of this circular shall prevail over the Chinese text.