

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 **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, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to CIMC Enric Holdings Limited. 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 the omission of which would make any statement herein misleading.

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 AND RE-ELECTION OF THE RETIRING DIRECTORS AND REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of CIMC Enric Holdings Limited to be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20 May 2011 at 3:00 p.m. is set out on pages 14 to 18 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting, or any adjourned meeting, should they so wish.

1 April 2011

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
Refreshment of Scheme Mandate Limit	5
Annual General Meeting	6
Voting by way of poll	6
Action to be taken	6
Recommendation	7
Appendix I – Explanatory Statement	8
Appendix II – Details of Directors Proposed to be Re-elected	11
Notice of Annual General Meeting	14

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 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20 May 2011 at 3:00 p.m.
“Articles”	the articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Law (Chapter 22) of the Cayman Islands or any applicable laws
“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., the shares of which are listed on the Shenzhen Stock Exchange and is the controlling shareholder of the Company
“Company”	CIMC Enric Holdings Limited, an exempted company incorporated in the Cayman Islands on 28 September 2004 with limited liability under the Companies Law (Revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“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 ordinary share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	25 March 2011, 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

DEFINITIONS

“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued ordinary share capital of the Company as at the date of the resolution approving the Repurchase Mandate
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme” or “Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 12 July 2006
“Shareholder(s)”	registered holder(s) of Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued 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.

CIMC ENRIC

CIMC Enric Holdings Limited

中集安瑞科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3899)

Executive Directors:

Zhao Qingsheng (*Chairman*)
Gao Xiang (*General Manager*)
Jin Jianlong
Yu Yuqun

Non-executive Directors:

Jin Yongsheng
Petrus Gerardus Maria van der Burg

Independent Non-executive Directors:

Wong Chun Ho
Tsui Kei Pang
Zhang Xueqian

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

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

Head Office in the PRC:

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

1 April 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND
TO REPURCHASE SHARES
AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
REFRESHMENT OF SCHEME MANDATE LIMIT
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 the retiring Directors, the refreshment of scheme mandate limit and to seek your approval at the AGM in connection with, among others things, such matters.

LETTER FROM THE BOARD

THE ISSUE MANDATE

On 25 May 2010, 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. 4 and 6 respectively in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 857,452,201 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 171,490,440 Shares representing not more than 20% of the issued ordinary share capital of the Company as at the date of passing of the resolution approving the Issue Mandate.

THE REPURCHASE MANDATE

Also on 25 May 2010, 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. 5 in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 857,452,201 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 85,745,220 Shares representing not more than 10% of the issued ordinary share capital 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.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Zhao Qingsheng (*Chairman*), Mr. Gao Xiang (*General Manager*), Mr. Jin Jianlong and Mr. Yu Yuqun as executive Directors; Mr. Jin Yongsheng and Mr. Petrus Gerardus Maria van der Burg as non-executive Directors; and Mr. Wong Chun Ho, Mr. Tsui Kei Pang and Mr. Zhang Xueqian as independent non-executive Directors.

LETTER FROM THE BOARD

In accordance with articles 87(1) and 87(2) of the Articles, Messrs. Zhao Qingsheng, Jin Jianlong and Yu Yuqun will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

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

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company has adopted the Share Option Scheme pursuant to an ordinary resolution passed at an extraordinary general meeting on 12 July 2006. Its purpose is to provide incentives and rewards to employees and Directors and eligible persons for their contributions to the Group.

Under the Scheme and the applicable Listing Rules, the Board is authorised, at its absolute discretion, to invite any Directors or any employees of any member of the Group, and any eligible persons to subscribe for up to a maximum of 44,520,000 Shares, which represents 10% of the Shares as at 12 July 2006, being the date of adoption of the Scheme, and represents 5.19% of the Shares as at the Latest Practicable Date.

On 11 November 2009, the Company granted share options to certain eligible persons to subscribe for a total of 43,750,000 Shares under the Scheme. As such, only 770,000 Shares are remaining which allow the Company to grant such further number of options under the Scheme before the refreshment of the Scheme Mandate Limit. As at the Latest Practicable Date, there was lapse of options of 2,375,000 Shares in aggregate, and options carrying rights to subscribe for 41,375,000 Shares remained outstanding, representing 4.83% of the Shares in issue as at the Latest Practicable Date.

The Directors consider that the Company should refresh the Scheme Mandate Limit in accordance with the Share Option Scheme so that the Company will have greater flexibility to provide incentives to, and recognize the contributions of, the employees of the Company and of its subsidiaries.

Subject to the approval of the Shareholders at the AGM and the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of options granted under the Scheme Mandate Limit as refreshed, on the basis of 857,452,201 Shares in issue as at the Latest Practicable Date, and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be entitled to grant further options under the Scheme and other share option schemes of the Company carrying rights to subscribe for up to 85,745,220 Shares. The options previously granted under the Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms thereof) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

LETTER FROM THE BOARD

An ordinary resolution will therefore be proposed to the Shareholders at the AGM to refresh the Scheme Mandate Limit so as to allow the Directors to grant share options entitling holders thereof to subscribe for up to 10% of the Shares as at the date of passing the relevant resolution at the AGM. Details of the refreshment of Scheme Mandate Limit are set out in item no.7 in the notice of the AGM.

The number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and all other share options schemes of the Company must not, in aggregate, exceed 30% of the Shares from time to time. No option shall be granted under any share option scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and the permission to deal in the Shares which may be issued upon the exercise of the options to be granted under the aforesaid refreshed limit of the Scheme.

ANNUAL GENERAL MEETING

The notice convening the AGM to consider, amongst other things, ordinary resolutions relating to the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, the re-election of retiring Directors and the refreshment of the Scheme Mandate Limit are set out in pages 14 to 18 of this circular.

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 and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you propose to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting 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

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 the retiring Directors and the refreshment of the Scheme Mandate Limit 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
CIMC Enric 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 857,452,201 Shares in issue at the Latest Practicable Date, could result in up to 85,745,220 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

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

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report 2010 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, CIMC was beneficially, interested in an aggregate of 485,250,116 Shares, representing approximately 56.59% of the issued ordinary 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 CIMC would be increased to approximately 62.88% of the issued ordinary share capital of the Company. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate. The Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

5. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. SHARE PRICES

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date and for the month of March 2011 up to the Latest Practicable Date:-

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2010		
March	5.74	4.60
April	5.10	4.41
May	4.66	2.03
June	3.90	3.40
July	3.90	3.60
August	3.90	3.37
September	3.85	3.48
October	3.90	3.36
November	3.78	3.44
December	3.70	3.30
2011		
January	3.63	3.20
February	3.50	3.12
March (up to the Latest Practicable Date)	3.30	2.80

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

Mr. Zhao Qingsheng

Mr. Zhao, aged 58, joined the Group as an executive Director in September 2007 and has become the Chairman of the Board since October 2007. He graduated from the Wuhan University of Water Transportation Engineering (武漢水運工程學院) (now known as the Wuhan University of Technology (武漢理工大學)), majoring in vessel internal combustion engineering. Mr. Zhao joined China Merchants Group Limited (招商局集團有限公司) in 1983 and was the general manager of its enterprise department from 1991 to 1995. He was appointed the deputy general manager of China Merchants Holdings (International) Company Limited from 1995 to 1999. Mr. Zhao then joined CIMC and served as a vice-president from 1999 until now. He holds directorships in certain subsidiaries of the Company and CIMC respectively.

As at the Latest Practicable Date, Mr. Zhao was interested in an aggregate of 214,000 Shares as a beneficial owner. He was also interested in an aggregate of 1,000,000 share options which were outstanding. The options were granted by the Company on 11 November 2009 under the Share Option Scheme.

Mr. Zhao has entered into an appointment letter with the Company dated 7 March 2011, under which he is appointed as a Director with an initial term commencing on 7 March 2011 to 31 December 2013, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company according to the Articles. Pursuant to the appointment letter, Mr. Zhao is entitled to no director's emolument. As a current practice, director's emolument is 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 is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Jin Jianlong

Mr. Jin, aged 57, joined the Group as an executive Director in September 2007. He is the chairman of the remuneration committee of the Company. He graduated from the Maanshan University of Iron and Steel Technology (馬鞍山鋼鐵學院), majoring in accounting. Mr. Jin worked in the Hangzhou Iron and Steel Factory (杭州鋼鐵廠) from 1975 and served as a deputy manager of its accounting department from 1985 to 1989. He joined CIMC in 1989 and served as the manager of the finance department of Shenzhen Southern CIMC Containers Manufacturing Co., Ltd. (深圳南方中集集裝箱製造有限公司). Mr. Jin is currently the general manager of the financial management department of CIMC. He holds directorships in certain subsidiaries of the Company and CIMC respectively.

As at the Latest Practicable Date, Mr. Jin was interested in an aggregate of 800,000 share options which were outstanding. The options were granted by the Company on 11 November 2009 under the Share Option Scheme.

Mr. Jin has entered into an appointment letter with the Company dated 7 March 2011, under which he is appointed as a Director with an initial term commencing on 7 March 2011 to 31 December 2013, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company according to the Articles. Pursuant to the appointment letter, Mr. Jin is entitled to no director's emolument. As a current practice, director's emolument is 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 is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Yu Yuqun

Mr. Yu, aged 45, joined the Group as an executive Director in September 2007. He obtained a bachelor's degree and a master's degree in economics, both from the Peking University (北京大學). Mr. Yu worked in the State Bureau of Commodity Price (國家物價局) of the PRC before joining CIMC in 1992. He is currently the secretary to the board of directors of CIMC, responsible for investor relations and financing management. Mr. Yu is currently a non-executive director of TSC Offshore Group Limited (shares of which are listed on the Main Board of the Stock Exchange). He holds directorships in certain subsidiaries of the Company and CIMC respectively.

As at the Latest Practicable Date, Mr. Yu was interested in an aggregate of 800,000 share options which were outstanding. The options were granted by the Company on 11 November 2009 under the Share Option Scheme.

Mr. Yu has entered into an appointment letter with the Company dated 7 March 2011, under which he is appointed as a Director with an initial term commencing on 7 March 2011 to 31 December 2013, subject to certain early termination clauses of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company according to the Articles. Pursuant to the appointment letter, Mr. Yu is entitled to no director's emolument. As a current practice, director's emolument is 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 is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20 May 2011 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the directors’ and independent auditor’s reports for the year ended 31 December 2010.
2. To re-elect retiring 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 the 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 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);

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 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 aggregate nominal value of ordinary 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

NOTICE OF ANNUAL GENERAL MEETING

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.”

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 nominal value of ordinary 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 nos. 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 ordinary 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 nominal value of ordinary share capital of the Company in issue as at the date of passing of Resolution no. 5.”

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

“**THAT** the existing scheme mandate limit in respect of the granting of share options to subscribe for ordinary shares of the Company (the “Shares”) under the share option scheme adopted by the Company on 12 July 2006 (the “Share Option Scheme”) be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the share options under the Share Option Scheme and any other share option schemes of the Company as at the date of passing of this Resolution (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and other share option schemes of the Company) shall not exceed 10% of the Shares in issue as at the date of passing of this Resolution (the “Refreshed Limit”), and subject to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, such number of Shares to be issued pursuant to the exercise of the share options which may be granted under the Refreshed Limit and compliance with the relevant Rules Governing the Listing of Securities on the Stock Exchange, the directors of the Company be and are hereby authorised to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”

By order of the Board
CIMC Enric Holdings Limited
Zhao Qingsheng
Chairman

Hong Kong, 1 April 2011

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

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

Principal place of business in Hong Kong:

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

Head Office in the PRC:

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

Notes:

1. The audited consolidated financial statements and the directors' and independent auditor's reports for the year ended 31 December 2010 are contained in the Annual Report 2010, which is dispatched to the shareholders of the Company together with the circular of the Company dated 1 April 2011 (the "Circular").
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjourned meeting.
4. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting if such member of the Company so desires.
5. With regard to item no.2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Messrs. Zhao Qingsheng, Jin Jianlong and Yu Yuqun be re-elected as directors of the Company. Particulars of the said retiring directors are set out in the Appendix II to the circular.
6. With regard to item no.5 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.
7. 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.
8. As at the date of this notice, the board of directors of the Company consists of Mr. Zhao Qingsheng (*Chairman*), Mr. Gao Xiang (*General Manager*), Mr. Jin Jianlong and Mr. Yu Yuqun as executive Directors; Mr. Jin Yongsheng and Mr. Petrus Gerardus Maria van der Burg as non-executive Directors; and Mr. Wong Chun Ho, Mr. Tsui Kei Pang and Mr. Zhang Xueqian as independent non-executive Directors.