

CIMC Enric Holdings Limited Information Disclosure Policy

1. Introduction

1.1 This Information Disclosure Policy (the “**Policy**”) documents the system which is now in place in CIMC Enric Holdings Limited (the “**Company**”) for monitoring its business development so that potential inside information (having the meaning ascribed to it under the Securities and Futures Ordinance (“**SFO**”) and as defined under Clause 1.2 of this Policy) can be promptly identified and escalated up for deciding whether an announcement should be made, in order to ensure compliance with the continuous obligations under the Listing Rules of the Hong Kong Stock Exchange (the “**Listing Rules**”) and the statutory obligation to disclose inside information under the SFO.

1.2 Definition of inside information: in relation to the Company, means **specific** information that–

- (a) is about–
 - (i) the Company;
 - (ii) a shareholder or officer of the Company; or
 - (iii) the listed securities of the Company or their derivatives; and
- (b) is **not generally known** to the persons who are accustomed or would be likely to deal in the listed securities of the Company but would if generally known to them be **likely to materially affect the price of the Company’s listed securities.**

2. Principles of disclosures

2.1 The Company is aware of its disclosure obligations under the Listing Rules and the SFO, and pursuant to which, the Company shall disclose inside information to the public in the manner set out in Clause 6.1 of this Policy as soon as reasonably practicable after the information has come to its knowledge. Moreover, where the Stock Exchange makes enquiries concerning unusual movements in the price or trading volume of the Company’s listed securities, the possible development of a false market in its securities, or any other matters, the Company has a continuous obligation to respond to the enquiries promptly and if requested by the Stock

Exchange, announce the relevant information according to the disclosure requirements of the Listing Rules.

- 2.2 The Company conducts its affairs with close regard to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission in 2012.
- 2.3 The Company has adopted the Corporate Governance Code set out in Appendix 14 to the Listing Rules, and implements an overall policy of open communication by pursuing the broad and non-exclusionary distribution of information to the public.

3. Controls for monitoring business developments

- 3.1 The Company has established controlling measures for monitoring business and corporate developments and events so that any potential inside information is promptly identified and escalated. In determining whether certain information constitutes inside information, the Company adopts a bottom-up approach to escalate information about business developments of the organisation. Management of individual business units has the obligation to notify senior management of the headquarters of the Company (the “**Holding Company**”) (the usual channel is through the Company Secretary) of any potential transactions or developments of business which may give rise to disclosure obligations of the Company. The senior management is responsible for providing the Holding Company’s Board with adequate, reliable and timely information which will enable Directors to make an informed decision on whether the transaction or developments in question are likely to constitute inside information and should be announced immediately.
- 3.2 The Company convenes management meeting regularly to ensure having an effective control on the Group’s daily operations and business development. Each subsidiary also reports on the business operations, risks and financial aspects of the Group from time to time in accordance with the Group’s requirements. The management of the Holding Company provides the Board with monthly updates, to enable Directors to assess the Company’s operational performance and financial position in a more timely manner. Moreover, the Company maintains a “List of

Possible Inside Information” (the “List”), identifying issues which are likely to give rise to the emergence of inside information. The Board will review the List periodically.

3.3 The Finance Department of the Holding Company will keep track of the Company’s threshold levels for disclosure, pursuant to the size tests and exemption levels of notifiable transactions and connected transactions under the Listing Rules. Should a notifiable transaction arise, the Company will publish an announcement in accordance with the disclosure requirements of the Listing Rules.

3.4 The Company responds promptly to any enquiries made by the Stock Exchange concerning unusual movements in the price or trading volume of the Company’s securities. The daily closing price and trading volume of the Company’s shares are recorded and sent to the management by the Investor Relations Department on a daily basis. A monthly share price report is also prepared and circulated to the management by the Investor Relations Department. When there is an unusual movement in the daily trading price or the closing price varies substantially from the closing price of the previous trading day, the Investor Relations Department will notify management who will then analyse whether there is any matter that might be influencing the share price movements and consider whether an announcement is required to be made.

4. Assessment of potential inside information

4.1 The final decision on the outcome of inside information assessment shall rest with the Board.

The Board shall also approve inside information announcements and other relevant disclosure documents as required under the SFO or other regulatory requirements. Audit trail of meetings and discussions concerning the assessment of inside information will also be maintained.

4.2 The Company may engage external legal advisor from time to time for involving them in the assessment of potential inside information and to involve them in the preparation of announcements in short notice, upon request by the Company.

5. Arrangements for preserving information confidentiality

5.1 All departments of the Holding Company, subsidiaries and employees should strictly comply with the obligation to keep potential inside information confidential before proper disclosure is made pursuant to the statutory requirements. Business development teams are reminded as to the importance of keeping information on potential acquisition/disposal of assets/investments confidential. The Company will restrict access to inside information to a limited number of employees on a need-to-know basis and remind them to keep the information confidential. In addition, when the Company enters into significant negotiations, it will sign a confidentiality agreement or conclude the contract with confidentiality clause(s) with relevant parties. Where it is expected that the necessary degree of confidentiality cannot be maintained, an announcement will be made as soon as practicable in accordance with the disclosure requirements under the SFO and the Listing Rules.

6. Procedures for information disclosure

6.1 Inside information announcement should be first disseminated via the electronic publication system operated by the Stock Exchange and then published on the Company's website. Such information can then be released to investors, analysts, or media through other channels.

6.2 The Company designates the Chairman, the General Manager, the Financial Controller, the Company Secretary and Investor Relation delegates to speak on behalf of the Company when communicating with external parties such as the investors, analysts or media. Save for the above designated persons, no Directors or employees shall disclose information to external parties without authorization.

6.3 A briefing session on the Company's performance and results is normally organised for analysts after the annual or interim results have been announced. The presentation materials for the periodic results announcement are prepared by the Investor Relations Department, and should be reviewed and approved by the management before they are released at the briefing session. In relation to meetings with investors and the media, the Company need to verify the identity of the investors and the media, and conduct the meetings based on the presentation

materials for periodic results announcement and the publicly disclosed information, to prevent inadvertent disclosure of inside information.

- 6.4 The Investor Relations Department is responsible for reviewing the research reports regarding the Company received from investment banks. The Company will not comment on an analyst's financial projections or opinions. However, where an analyst report contains incorrect information, the Investor Relations Department will inform the analyst of the correct information only if that information is already published and does not constitute inside information.
- 6.5 When confronted with questions by journalists about rumours circulating in the market, the Company will give a "no comment" answer where journalists are pressing for unannounced inside information. Where the rumour indicates that inside information has been leaked, the Company shall make an announcement in order to ensure that the correct information is available to the market. If the Company does not have inside information but media reports or market rumours carry false or untrue information, if requested by the Stock Exchange, the Company shall provide disclosure or clarification, for example the issue of a negative announcement to confirm that a rumour is false. Besides, news clipping related to the Company is provided to the management from time to time for reviewing the news and development in the market.

7. Supplementary provisions

- 7.1 The Board of Directors of the Company shall be responsible for administering this Policy and shall have the right of amendment and interpretation of this Policy.
- 7.2 This Policy shall take effect upon approval by the Board of Directors of the Company on 19 March 2013.