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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)**

**CHARM WISE LIMITED**

*(Incorporated in the British Virgin Islands  
with limited liability)*

## **JOINT ANNOUNCEMENT**

**(1) Acquisition of shares in Enric Energy Equipment Holdings Limited by  
Charm Wise Limited;**

**(2) Possible conditional mandatory cash offers by**



**on behalf of Charm Wise Limited**

**to acquire all the issued shares and to cancel all outstanding share options of  
Enric Energy Equipment Holdings Limited**

**(other than those already owned and/or agreed to be acquired  
by Charm Wise Limited**

**and parties acting in concert with it);  
and**

**(3) Resumption of trading**

**Financial Adviser to Charm Wise Limited**



### **THE SHARE TRANSFER AGREEMENT**

The Company was notified by the Vendor that on 30 July 2007, it and the Offeror entered into the Share Transfer Agreement pursuant to which the Vendor conditionally agreed to sell and the Offeror conditionally agreed to purchase a total of 190,703,000 Shares, representing approximately 42.18% of the entire issued share capital of the Company as at the date of this announcement, for a total consideration of HK\$1,128,961,760.00 (equivalent to HK\$5.92 per Sale Share).

Completion shall take place on 7 August 2007 (or such other date as the Vendor and the Offeror may agree in writing).

## **THE POSSIBLE CONDITIONAL MANDATORY CASH OFFERS**

As at the date of the Share Transfer Agreement, the Offeror and parties acting in concert with it do not own any Share or any convertible securities in the Company. Upon Completion, the Offeror and parties acting in concert with it will own in aggregate 190,703,000 Shares, representing approximately 42.18% of the entire issued share capital of the Company. The Offeror will therefore be required under Rule 26.1 of the Takeovers Code to make a conditional mandatory cash offer for all the issued Shares not already owned and/or agreed to be acquired by it and/or parties acting in concert with it and under Rule 13 of the Takeovers Code to make a comparable offer for all the outstanding Share Options. Subject to Completion, China Merchants will make the Offers, on behalf of the Offeror, to acquire all the issued Shares not already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it at HK\$5.92 per Share and to cancel all outstanding Share Options at HK\$4.42 per Share Option pursuant to the Takeovers Code.

Pursuant to Rule 26.2 of the Takeovers Code, the Offers will become unconditional upon the Offeror having received acceptances of the Share Offer by the Shareholders in respect of the Shares which, together with the Shares acquired and/or agreed to be acquired before or during the Share Offer, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.

## **WARNING**

**The Offers are possible conditional mandatory offers and will only be made if completion of the Share Transfer Agreement takes place, which is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Share Transfer Agreement” below. Accordingly, Completion may or may not take place and the Offers may or may not proceed. Shareholders and potential investors in the Company are advised to exercise caution in dealing in the Shares.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 31 July 2007 pending the release of this announcement. Application has been made by the Company for resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 6 August 2007.

## **THE SHARE TRANSFER AGREEMENT**

**Date:** 30 July 2007 (after trading hours)

**Parties:** Vendor: Xinao Group International Investment Limited, a company incorporated in the British Virgin Islands, the entire issued capital of which is beneficially owned by Mr. Wang Yusuo and Ms. Zhao Baoju, both Directors

Purchaser: the Offeror, a company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by CIMC (Group)

## **The Sale Shares**

The Sale Shares comprise a total of 190,703,000 Shares, representing approximately 42.18% of the entire issued share capital of the Company as at the date of this announcement. The Sale Shares will be acquired by the Offeror free from all liens, charges, encumbrances and any other third-party rights together with all rights attached thereto on or after the date of Completion. After Completion, the Vendor will hold approximately 9.61% of the entire issued share capital of the Company.

## **Purchase price**

The total consideration for the Sale Shares of HK\$1,128,961,760.00 was determined after arm's length negotiations between the Vendor and the Offeror and is equivalent to HK\$5.92 per Sale Share, which also represents:

- a discount of approximately 27.36% to the closing price of HK\$8.15 per Share as quoted on the Stock Exchange on 30 July 2007, being the last trading day immediately prior to suspension of trading in the Shares pending the release of this announcement;
- a discount of approximately 28.00% to the average closing price of HK\$8.222 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including 30 July 2007;
- a discount of approximately 25.41% to the average closing price of HK\$7.937 per Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to and including 30 July 2007; and
- a premium of approximately 414.78% to the audited net assets per Share of approximately HK\$1.15 as at 31 December 2006, calculated based on the Group's audited consolidated net assets of approximately RMB505.52 million (equivalent to approximately HK\$521.15 million) as at 31 December 2006 and 452,100,000 Shares in issue as at the date of this announcement.

## **Payment terms**

The consideration for the Sale Shares shall be payable on the date of Completion.

## **Conditions of the Share Transfer Agreement**

Completion of the Share Transfer Agreement is conditional upon satisfaction of the following conditions:

- (a) there being no untrue, inaccurate or misleading situation which is materially adverse to the Group at Completion;
- (b) the Vendor having complied with its obligations under Clause 9.1 of the Share Transfer Agreement (in relation to the continuation of the Group's business in its normal course during the period up to Completion) and otherwise complied with all covenants and agreements undertaken on its part in the Share Transfer Agreement;
- (c) there being no material adverse change in the business or operation of the Group from the date of the Share Transfer Agreement to the date of Completion.

The Offeror may waive all or any of the above conditions. If the above conditions have not been fulfilled (or waived) on or before 7 August 2007 (or such other date as the Vendor and the Offeror may agree in writing), the Share Transfer Agreement shall be null and void save and except for the parties' rights to claim against the other party in respect of any antecedent breach of the Share Transfer Agreement.

### **Undertakings**

Mr. Wang Yusuo, Ms. Zhao Baoju, the Vendor and Xinao Group Company Limited (the "Covenantors") agreed to undertake with the Offeror and CIMC (Group) (the "Covenantees") at Completion that they would use their best endeavors to procure and guarantee that (1) the level of transactions in respect of, the design, manufacture and sale of specialized gas equipment (including compressors, pressure vessels, gas refueling stations and compressed natural gas ("CNG") trailers) and the provision of integrated business solutions, between the Group on one hand and the Covenantors and their subsidiaries (the "Relevant Parties") on the other hand for the three financial years ending 31 December 2007, 2008 and 2009, respectively, shall not be less than 70% of the respective transaction amounts for the financial year of 2006 of the Company, provided that the price and quality of the products and services offered by the Group are competitive under reasonable commercial arrangements or similar to those offered by other suppliers; (2) within five years from the date of Completion, the Relevant Parties will continue to support the technology development of the Group in respect of gas, coal chemicals and gasification mining equipment and equipment integration business (the "Relevant Business"); and (3) within five years from the date of Completion, in respect of the Relevant Business, the Relevant Parties shall purchase from the Group products and services in relation to the Relevant Business with priority, provided that the price and quality of such products and services offered by the Group are competitive or similar to those offered by other suppliers.

The Covenantors also agreed to enter into a deed of non-competition undertaking in favour of the Covenantees at Completion that within five years from the date of Completion, they would not, except with the prior written consent of the Covenantees (1) engage in any business, directly or indirectly, that are in competition with the Restricted Business in any place which the Group has carried on business within one year prior to the date of Completion, save for holding of not more than 5% of the issued share capital of any member of the Group or any company listed on a recognised stock exchange; (2) solicit the customers or potential customers of the Group; (3) solicit or entice any staff of the Group; (4) disclose any trade secrets and confidential information of the Group; and (5) use or register any names or logos which are same or similar to certain names or logos in relation to the business of the Group, except for non-commercial purposes, or take any actions in contravention of the intellectual properties of the Group.

### **Completion of the Share Transfer Agreement**

Completion shall take place on 7 August 2007 (or such other date as the Vendor and the Offeror may agree in writing).

## **THE POSSIBLE CONDITIONAL MANDATORY CASH OFFERS**

### **The Offers**

Immediately following Completion and based on the issued share capital of the Company as at the date of this announcement, the Offeror and parties acting in concert with it will hold in aggregate 190,703,000 Shares, representing approximately 42.18% of the entire issued share capital of the Company. The

Offeror will therefore be required under Rule 26.1 of the Takeovers Code to make a conditional mandatory cash offer for all the issued Shares not already owned and/or agreed to be acquired by it and/or parties acting in concert with it. Under Rule 13 of the Takeovers Code, the Offeror is also required to make a comparable offer for all the outstanding Share Options.

China Merchants, for and on behalf of the Offeror, will make the Offers on the following basis:

**For each Offer Share** ..... **HK\$5.92 in cash**  
**For cancellation of each outstanding Share Option** ..... **HK\$4.42 in cash**

The price of HK\$5.92 for each Offer Share is the same as the purchase price for each Sale Share payable by the Offeror under the Share Transfer Agreement.

As at the date of this announcement, the Company has a total of 6,900,000 outstanding Share Options held by 12 Optionholders entitling them to subscribe for up to in aggregate 6,900,000 new Shares at an exercise price of HK\$1.50 per Share at any time from 18 October 2007 up to 25 September 2015. According to the terms of the pre-GEM listing share option plan, if the Share Offer becomes unconditional prior to 18 October 2007, the outstanding Share Options will lapse. The Option Offer is conditional upon the Share Offer becoming or being declared unconditional.

Upon Completion, China Merchants will, on behalf of the Offeror, make an offer to pay to the Optionholders a consideration of HK\$4.42 in cash in respect of every Share Option held by the Optionholders, in consideration for the surrender to the Company by the relevant Optionholders of all the existing rights attached to their Share Options, following which such Share Options will be cancelled.

Apart from the outstanding Share Options mentioned above, there are no other outstanding warrants, options, derivatives or convertible securities which may confer any right to the holders thereof to subscribe for or convert or exchange into Shares. As at the date of this announcement, there is no agreement or arrangement to which the Offeror is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers other than that stated under the section headed "Condition of the Offers" below.

Immediately following Completion, the Vendor will continue to hold 43,441,000 Shares. The Vendor has undertaken in the Share Transfer Agreement not to accept the Share Offer in respect of these Shares.

The Offeror has confirmed that, save as disclosed above, as at the date of this announcement, there are no other arrangements to which it is a party of the kind referred to in Note 8 to Rule 22 to the Takeovers Code (whether by way of option, indemnity or otherwise) in relation to the Shares and which might be material to the Offers and the Offeror and parties acting in concert with it have not received any irrevocable commitment to accept the Offers.

### **The highest and lowest Share prices**

The highest closing price per Share, based on the Share price as quoted on the Stock Exchange during the six-month period immediately preceding the date of this announcement, was HK\$8.35 on 24 July 2007.

The lowest closing price per Share, based on the Share price as quoted on the Stock Exchange during the six-month period immediately preceding the date of this announcement, was HK\$3.85 on 5 March 2007.

### **Condition of the Offers**

Pursuant to Rule 26.2 of the Takeovers Code, the Offers will become unconditional upon the Offeror

having received acceptances of the Share Offer by the Shareholders in respect of the Shares which, together with the Shares acquired or agreed to be acquired before or during the Share Offer, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.

### **Total consideration**

As at the date of this announcement, the Company has 452,100,000 Shares in issue. Based on the offer price of HK\$5.92 per Share, the Share Offer values the entire issued share capital of the Company at HK\$2,676,432,000.00. The Share Offer will be made to the Independent Shareholders who in aggregate hold 217,956,000 Shares as at the date of this announcement and the Vendor who will continue to hold 43,441,000 Shares immediately following Completion. Based on the offer price of HK\$5.92 per Share, the Offeror will be required to pay an aggregate amount of HK\$1,547,470,240.00 under the Share Offer. The total consideration payable under the Option Offer for the cancellation of the outstanding Share Options held by the Optionholders is HK\$30,498,000.00. China Merchants has confirmed that the Offeror has sufficient financial resources to satisfy full acceptance of the Offers.

### **Effect of accepting the Offers**

By accepting the Share Offer, the Independent Shareholders will sell their Shares free from all lien, claims and encumbrances and with all rights attached to them, including the rights to receive all dividends and distributions declared, made or paid on or after the date of Completion. By accepting the Option Offer, the Optionholders will surrender to the Company their Share Options for cancellation by the Company.

### **Payment**

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but within ten days of the later of the date on which the Offers become, or are declared, unconditional and the date of receipt of a duly completed acceptance.

### **Stamp duty**

Seller's ad valorem stamp duty arising in connection with acceptance of the Share Offer amounting to HK\$1.00 for every HK\$1,000.00 or part thereof of the amount payable in respect of relevant acceptances by the Independent Shareholders, or (if higher) the value of the Shares as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), will be deducted from the amount payable to the Independent Shareholders who accept the Share Offer. The Offeror will then pay the stamp duty so deducted to the Stamp Office. The Offeror will bear buyer's ad valorem stamp duty. There is no stamp duty payable by the Optionholders who accept the Option Offer for the cancellation of their Share Options.

### **INFORMATION ON THE COMPANY**

The Company is an investment holding company. The Group was principally engaged in the provision of integrated business solutions in the energy equipment industry and the design, manufacture and sale of specialised gas equipment.

The following table sets out the shareholding structure of the Company immediately before and after the Acquisition:

	<b>Before the Acquisition</b>		<b>After the Acquisition and before the Offer</b>	
	<i>Number of Shares</i>	<i>% (approximate)</i>	<i>Number of Shares</i>	<i>% (approximate)</i>
The Vendor	234,144,000	51.79	43,441,000	9.61
Offeror and parties acting in concert with it	—	—	190,703,000	42.18
Public	217,956,000	48.21	217,956,000	48.21
<b>Total</b>	<b>452,100,000</b>	<b>100.00</b>	<b>452,100,000</b>	<b>100.00</b>

Based on the annual report of the Company for the year ended 31 December 2006, the Group recorded an audited turnover and profit attributable to Shareholders for the year ended 31 December 2006 of approximately RMB769.95 million (equivalent to approximately HK\$793.76 million) and RMB96.50 million (equivalent to approximately HK\$99.48 million) respectively. Corresponding audited turnover and profit attributable to Shareholders for the year ended 31 December 2005 were approximately RMB513.01 million (equivalent to approximately HK\$528.88 million) and RMB68.71 (equivalent to approximately HK\$70.84 million). As at 31 December 2006, the Group's audited consolidated net assets attributable to Shareholders were approximately RMB505.52 million (equivalent to approximately HK\$521.15 million) or RMB1.12 (equivalent to approximately HK\$1.15) per Share based on 452,100,000 Shares in issue as at the date of this announcement.

## **INFORMATION ON THE OFFEROR**

The Offeror is a company incorporated in the British Virgin Islands on 3 July 2007 and the entire issued share capital of the Offeror is beneficially owned by CIMC (Group). CIMC (Group) is a company incorporated in the PRC, the shares of which are listed on Shenzhen Stock Exchange. As at 30 June 2007, CIMC (Group) had an aggregate of 2,662,396,051 shares in issue. The major shareholders of CIMC (Group) were (i) COSCO Container Industries Limited which held 432,171,843 shares, representing approximately 16.23% of the total issued share capital of CIMC (Group); (ii) China Merchants (CIMC) Investment Limited which held 432,171,844 shares, representing approximately 16.23% of the total issued share capital of CIMC (Group); and (iii) China Merchants (CIMC) Holdings Limited which held 173,643,136 shares, representing approximately 6.52% of the total issued share capital of CIMC (Group). COSCO Container Industries Limited is a company wholly beneficially owned by COSCO Pacific Limited, a company listed on the Stock Exchange (stock code: 1199). Both China Merchants (CIMC) Investment Limited and China Merchants (CIMC) Holdings Limited are wholly beneficially owned by China Merchants Holdings (International) Co., Ltd, a company listed on the Stock Exchange (stock code: 144). Apart from entering into the Share Transfer Agreement in respect of the Sale Shares, the Offeror has not been engaged in any business since its incorporation.

The core business of CIMC (Group) is the design, manufacturing, sale and provision of repairing services for dry containers, reefers, special containers, road transportation vehicles, tank equipment, and airport facilities. It is the mission of CIMC (Group) to become a world-class enterprise in the industry, and it

targets to achieve such mission through building up a globalized operation system based on Chinese advantages. CIMC (Group) is dedicated to providing advanced transportation equipment and services. For the year ended 31 December 2006, the audited consolidated total assets and net assets of CIMC (Group), based on accounts prepared in accordance with the generally accepted accounting principles of the PRC, were approximately RMB22.92 billion and RMB11.12 billion, respectively.

The Offeror has three directors, namely, Mr. Mai Boliang, Mr. Zhao Qingsheng, and Miss Zhou Mi.

Mr. Mai Boliang, aged 48, is currently a director and the president of CIMC (Group). Mr. Mai graduated from South China University of Technology, majoring in machinery engineering. Since 1982, Mr. Mai has served within the CIMC (Group) in the consecutive positions of technician, manager of the production and technology department, and the deputy general manager. Since 1992, Mr. Mai has held the post of the president of CIMC (Group). Since March 1994, Mr. Mai has also served as director of CIMC (Group).

Mr. Zhao Qingsheng, aged 55, is currently the vice-president of CIMC (Group). Mr. Zhao graduated from Wuhan University of Water Transportation Engineering (now known as Wuhan Jiaotong University of Science and Technology), majoring in vessel gas engineering. Mr. Zhao joined the China Merchants Group in 1983 and consecutively served as the general manager of the enterprise department from 1991 to 1995 and the deputy general manager of China Merchants Holdings (International) Company Limited from 1995 to 1999. Mr. Zhao held the post of the vice chairman of the board of CIMC (Group) from 1997 to 1999, and has held the post of the vice-president of CIMC (Group) since 1999.

Miss Zhou Mi, aged 36, is currently the deputy general manager of the container operation department of CIMC (Group), and is responsible for the marketing of container products. Miss Zhou graduated from Wuhan Polytechnic University, majoring in trade economics. Miss Zhou has been with CIMC (Group) since 1992, and was previously the deputy manager of the marketing department and the deputy general manager of China International Marine Containers (Hong Kong) Limited.

Neither the Offeror, CIMC (Group) nor the parties acting in concert with any one of them owned any Shares or other securities of the Company immediately as at the date of this announcement. Save for the entering into the Share Transfer Agreement, none of the Offeror, CIMC (Group) and parties acting in concert with any one of them has dealt in any Shares or other securities of the Company during the period commencing on the date falling six months prior to the date of the Share Transfer Agreement and up to the date of this announcement.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, each of CIMC (Group), COSCO Container Industries Limited, China Merchants (CIMC) Investment Limited, and China Merchants (CIMC) Holdings Limited is not a connected person (as defined in the Listing Rules) of the Company and is independent of, and not connected with, the Company and its connected persons (as defined in the Listing Rules).

## **INTENTION OF THE OFFEROR REGARDING THE GROUP**

Following the close of the Offers, the Offeror intends to continue the existing business of the Group. In addition to the existing business operation of the Group, the Offeror will explore other business opportunities with a view to enhance the long term growth potential of the Group. Save for the proposed changes in the Board composition mentioned below, the Offeror plans to retain existing employees of the Group. The Offeror has no intention to inject any assets or businesses into the Company.

In compliance with Rule 7 of the Takeovers Code, the executive Directors, except Mr. Jin Yongsheng, will tender their resignation from the Board with effect from the earliest date permitted under the



Takeovers Code, i.e. the first closing date of the Offers or the date when the Offers become or are declared unconditional, whichever is later. The Offeror also intends to appoint new Directors to the Board and the board of the Company's subsidiaries with effect from the earliest time permitted under the Takeovers Code. Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules. The new Directors whom the Offeror intends to nominate to the Board have not been finalised. Further announcement will be made upon any appointment of new Directors.

## **PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public at all time, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

Each of the Offeror and the Company will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares. The Offeror intends to maintain the listing of the Shares on the Stock Exchange.

## **GENERAL**

Pursuant to Rule 8.2 of the Takeovers Code, within 21 days of the date of this announcement or such later date as the Executive may approve, the Offeror is required to despatch an offer document in relation to the Offers. An independent board committee of the Company will be established by the Company to advise the Independent Shareholders and the Optionholders in respect of the Offers. An independent financial adviser will be appointed to advise the independent board committee in respect of the Offers. Further announcement will be made regarding the appointment of the independent financial adviser. A composite document containing details of the Offers and the recommendation of the Company's independent board committee are expected to be posted within the 21-day period mentioned above or on such later date as the Executive may approve.

Shareholders and Optionholders are advised that as set out in the paragraph headed "Condition of the Offers" above, the Offers will only become unconditional upon the Offeror having received acceptances of the Share Offer in respect of the Shares which, together with the Shares acquired or agreed to be acquired before or during the Share Offer, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company. Consequently, if such 50% threshold is not reached, all the Shares and the Share Options tendered in acceptance of the Offers will not be taken up and paid for by the Offeror, in which case the certificates for Shares and Share Options tendered for accepting the Offers will be returned to the respective Shareholders and Optionholders.

Shareholders and Optionholders are advised to review carefully the composite document to be despatched to the Shareholders and the Optionholders, which will set out, amongst other things, the terms and conditions of the Offers, the recommendation from the independent board committee and the letter of advice from the independent financial adviser.

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code.

Pursuant to Note 11 of Rule 22 of the Takeovers Code, stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant provisions of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

## **WARNING**

**The Offers are possible conditional mandatory offers and will only be made if the Share Transfer Agreement is completed. Completion is conditional upon the fulfilment of the conditions referred to in the section headed “Conditions of the Share Transfer Agreement” above. Accordingly, Completion may or may not take place and the Offers may or may not proceed. Shareholders and potential investors in the Company are advised to exercise caution in dealing in the Shares.**

## **RESUMPTION OF TRADING IN SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 31 July 2007 pending the release of this announcement. Application has been made by the Company for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 6 August 2007.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Acquisition”	acquisition of the Sale Shares by the Offeror in accordance with the terms and conditions of the Share Transfer Agreement
“Board”	board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above or a “Black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are open for business
“China Merchants”	China Merchants Securities (HK) Co., Ltd., a licensed corporation to carry on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“CIMC (Group)”	China International Marine Containers (Group) Co., Ltd., a company incorporated in the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock codes: 000039 and 200039)
“Company”	Enric Energy Equipment Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Share Transfer Agreement
“Director(s)”	director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders other than the Vendor or the Offeror, CIMC (Group) and parties acting in concert with any one of them
“Offeror”	Charm Wise Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is beneficially owned by CIMC (Group)
“Offers”	the Share Offer and the Option Offer
“Offer Share(s)”	all the issued Share(s) other than the Shares already owned or agreed to be acquired by the Offeror, CIMC (Group) and parties acting in concert with any one of them
“Optionholders”	holders of the Share Options
“Option Offer”	the possible mandatory conditional cash offer to be made by China Merchants, on behalf of the Offeror, for the cancellation of all outstanding Share Options
“PRC”	the People’s Republic of China
“Restricted Business”	design, manufacture and sale of specialized gas products (including compressors, pressure vessels, gas refueling stations and CNG trailers), plate heat exchangers, heavy chemical-industrial equipment and the provision of related integrated business solutions

“Sale Shares”	190,703,000 Shares to be acquired by the Offeror pursuant to the Share Transfer Agreement
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Transfer Agreement”	the conditional share transfer agreement dated 30 July 2007 entered into between the Vendor and the Offeror in relation to the sale and purchase of the Sale Shares
“Shareholders”	holders of the Shares
“Share Offer”	the possible mandatory conditional cash offer to be made by China Merchants, on behalf of the Offeror, to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror, CIMC (Group) and parties acting in concert with any one of them
“Share Option(s)”	share option(s) which has/have been granted by the Company in accordance with the Company’s pre-GEM listing share option plan adopted on 26 September 2005
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendor”	Xinao Group International Investment Limited, a company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Wang Yusuo and Ms. Zhao Baoju, both Directors
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

*For the purpose of this announcement, conversion of RMB into HK dollars is calculated at the exchange rate of HK\$1.00 to RMB0.97.*

By order of the board  
**Charm Wise Limited**  
**Zhao Qingsheng**  
*Director*

By order of the Board  
**Enric Energy Equipment Holdings Limited**  
**Jin Yongsheng**  
*Director*

Hong Kong, 3 August 2007

*The directors of the Offeror and CIMC (Group) jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Vendor and the Group, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement, other than those relating to the Vendor and the Group, have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Offeror and the Offers, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement, other than those relating to the Offeror and the Offers, have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the Board consists of Mr. Wang Yusuo (Chairman), Mr. Jin Yongsheng (Chief Executive Officer), Mr. Cai Hongqiu, Mr. Zhao Xiaowen, Mr. Zhou Kexing, Mr. Yu Jianchao and Mr. Cheong Siu Fai as executive Directors, Ms. Zhao Baoju as non-executive Director and Mr. Wong Chun Ho, Mr. Gao Zhengping and Mr. Shou Binan as independent non-executive Directors.*