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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the shareholders of CIMC Enric Holdings Limited (the “**Company**”) will be held at Room Mont Blanc, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 3 February 2010 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:–

ORDINARY RESOLUTIONS

1. “**THAT** (i) the proposed revised aggregated annual caps for the financial years ending 31 December 2010 and 2011 in respect of the transactions contemplated under the Master Supply of Spare Parts Agreement (as defined in the circular of the Company dated 18 January 2010 (the “**Circular**”), a copy of which is marked “A” and tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the Holvrieka Master Supply of Spare Parts Agreement (as defined in the Circular, a copy of which is marked “B” and tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) as set out in the Circular be and are hereby approved; and (ii) the directors of the Company (the “**Directors**”) be and are hereby authorised for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with (i) of this resolution above.”
2. “To re-elect Mr. TSUI Kei Pang as an independent non-executive Director and to authorise the board of Directors (the “**Board**”) to fix his remuneration.”

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

Hong Kong, 18 January 2010

Registered office:

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

Principle 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) Any shareholder entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a shareholder of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- (3) A form of proxy for use at the Meeting is enclosed.
- (4) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 1 February 2010 (Monday) or not less than 48 hours before the time appointed for any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Meeting or any adjourned meeting.
- (5) The ordinary resolutions as set out above will be determined by way of a poll pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (6) As at the date of this notice, the Board 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. Gao Zhengping and Mr. Tsui Kei Pang as independent non-executive Directors.