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**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of CIMC Enric Holdings Limited (the “**Company**”) will be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 8 February 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the Master Procurement of Spare Parts Agreement, the transactions contemplated thereunder and in connection therewith and the proposed annual caps, all as defined and described in the Circular, a copy of which marked “A” is produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Master Procurement of Spare Parts Agreement and the transactions contemplated thereunder as they may in their discretion consider to be desirable and in the interests of the Company.”

By Order of the Board  
**CIMC Enric Holdings Limited**  
**Zhao Qingsheng**  
*Chairman*

Hong Kong, 19 January 2012

*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. Any member of the Company entitled to attend and vote at the meeting (or any adjourned meeting thereof) 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.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a 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 holding the meeting or any adjourned meeting.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
5. 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. Tsui Kei Pang and Mr. Zhang Xueqian as independent non-executive Directors.