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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public 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, exchange participant or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

### PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF THE RETIRING DIRECTORS, PROPOSED FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of CIMC Enric Holdings Limited to be held at Room 1, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 17 May 2023 at 3:00 p.m. is set out on pages 17 to 21 of this circular.

Whether or not you propose to attend the annual general 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 Rooms 1712-1716, 17th 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 annual general meeting (i.e. before 3:00 p.m. on 15 May 2023) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the annual general meeting, or any adjourned meeting, should they so wish.

17 April 2023

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## DEFINITIONS

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*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, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 17 May 2023 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Act
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“Chemical and Environmental Business Unit Equity Incentive Scheme”	the incentive scheme of CIMC Safe Technologies Co., Ltd. * 中集安瑞環科股份有限公司 (a subsidiary of the Company) and its subsidiaries adopted by the Company on 27 November 2020
“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., a company established in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange, and is the controlling shareholder of the Company
“Companies Act”	the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	CIMC Enric Holdings Limited 中集安瑞科控股有限公司, an exempted company incorporated in the Cayman Islands on 28 September 2004 with limited liability under the Companies Act
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollar, the lawful currency of Hong Kong

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## DEFINITIONS

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“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 total number of issued ordinary shares of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	3 April 2023, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Liquid Food Business Unit Equity Incentive Scheme”	the incentive scheme of CIMC Liquid Process Technologies Co., Ltd.* 中集安瑞醇科技股份有限公司 (a subsidiary of the Company) and its subsidiaries adopted by the Company on 8 June 2022
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued ordinary shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HKD0.01 each in the issued share capital of the Company
“Share Award Scheme 2020”	the share award scheme adopted by the Company on 3 April 2020
“Share Option Scheme” or “Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 6 July 2006
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

\* For identification purpose only

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## LETTER FROM THE BOARD

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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)**

*Executive Director:*

Yang Xiaohu (*President*)

*Non-executive Directors:*

Gao Xiang (*Chairman*)

Yu Yuqun

Zeng Han

Wang Yu

*Independent Non-executive Directors:*

Yien Yu Yu, Catherine

Tsui Kei Pang

Wang Caiyong

Yang Lei

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Suites 1902-3, 19th Floor,

Bank of America Tower,

No.12 Harcourt Road,

Central, Hong Kong

*Head Office in the PRC:*

CIMC R&D Center

No. 2 Gangwan Avenue

Shekou Industrial Zone

Shenzhen, Guangdong

The PRC

17 April 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
PROPOSED FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. 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, final dividend and to seek your approval at the AGM in connection with, among others things, such matters.

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## LETTER FROM THE BOARD

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### 2. THE ISSUE MANDATE

On 20 May 2022, 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. 6 and 8 respectively in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary shares of the Company comprised 2,028,277,588 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 405,655,517 Shares representing not more than 20% of the total number of issued ordinary shares of the Company as at the date of passing of the resolution approving the Issue Mandate.

### 3. THE REPURCHASE MANDATE

Also on 20 May 2022, 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. 7 in the notice of AGM.

As at the Latest Practicable Date, the issued ordinary shares of the Company comprised 2,028,277,588 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 202,827,758 Shares representing not more than 10% of the total number of issued ordinary shares 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.

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## LETTER FROM THE BOARD

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### 4. RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Yang Xiaohu (*President*) as Executive Director; Mr. Gao Xiang (*Chairman*), Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu as Non-executive Directors; and Ms. Yien Yu Yu, Catherine, Mr. Tsui Kei Pang, Mr. Wang Caiyong and Mr. Yang Lei as Independent Non-executive Directors.

Reference is made to the announcement dated 30 September 2022, where it was announced that, inter alia, Mr. Yang Lei was appointed as an Independent Non-executive Director with effect from 30 September 2022. Pursuant to B.2 of Appendix 14 to the Listing Rules and article 83(3) of the Articles, Mr. Yang Lei shall hold office until the AGM and shall be eligible for re-election at the AGM.

In accordance with articles 84(1) and 84(2) of the Articles of Association, Mr. Gao Xiang, Mr. Yang Xiaohu and Mr. Tsui Kei Pang will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Mr. Tsui Kei Pang, who was appointed as an independent non-executive Director of the Company in November 2009, has served as an independent non-executive Director of the Company for more than 9 years. During his tenure of office, Mr. Tsui Kei Pang has been able to fulfill all the requirements regarding independence of independent non-executive Director and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. The Board is not aware of any foreseeable events that may occur and affect the independence of Mr. Tsui Kei Pang and believes that Mr. Tsui Kei Pang is and shall continue to be independent of the Company. The Board will continue to review the independence of Mr. Tsui Kei Pang annually.

Besides, during his tenure of office, Mr. Tsui Kei Pang had discharged his duties as an independent non-executive Director to the satisfaction of the Board. Through exercising the scrutinising and monitoring function of independent non-executive Director, Mr. Tsui Kei Pang had contributed to an upright and efficient Board for the interest of Shareholders. The Board believes that his valuable professional knowledge and good business acumen will continue to generate contribution to the Board, the Company and the Shareholders as a whole.

In addition, the nomination committee of the Company had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of Mr. Tsui Kei Pang and Mr. Yang Lei, respectively. The nomination committee of the Company is also of the view that Mr. Tsui Kei Pang and Mr. Yang Lei would bring to the Board their own perspectives, skills and experience, as further described in their biographical details in Appendix II to this circular.

In the view of the above, the Board considers that the re-election of Mr. Tsui Kei Pang as an independent non-executive Director of the Company is beneficial to the Board, the Company and the Shareholders as a whole. A separate resolution will be proposed at the AGM to approve the re-election of Mr. Tsui Kei Pang as an independent non-executive Director of the Company.

Having regard to the experience, skill and expertise of the retiring Directors as well as the overall board diversity of the Company and the nomination policy adopted by the Company, the nomination committee recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. Gao Xiang, Mr. Yang Xiaohu, Mr. Tsui Kei Pang and Mr. Yang Lei, stands for re-election as Directors at the AGM.

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## LETTER FROM THE BOARD

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For further biographical details of the Directors proposed to be re-elected at the AGM, please refer to Appendix II to this circular.

### **5. PROPOSED FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

On 23 March 2023, the Board recommended that subject to Shareholders' approval at the AGM, the Company shall declare and distribute a final dividend in respect of 2022 of HKD0.24 per ordinary share to its shareholders whose names appear on the register of members of the Company on 2 June 2023.

The Board further resolved that the register of members of the Company shall be closed from Monday, 29 May 2023 to Friday, 2 June 2023 (both days inclusive), during which period no share transfer will be registered for the purpose of ascertaining shareholders' entitlements to the proposed final dividend.

In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 25 May 2023.

Moreover, for determination of the entitlement to attend and vote at the AGM, the transfer books and register of members will be closed from Wednesday, 10 May 2023 to Wednesday, 17 May 2023 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 9 May 2023.

### **6. ANNUAL GENERAL MEETING**

The notice convening the AGM to consider, amongst other things, the ordinary resolutions relating to the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, final dividend, and the re-election of retiring Directors are set out in pages 17 to 21 of this circular.

### **7. 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 except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.



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## LETTER FROM THE BOARD

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### 8. 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 Rooms 1712-1716, 17th 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 holding of the AGM (i.e. before 3:00 p.m. on 15 May 2023) 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.

### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 10. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions referred to in this circular and the notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

By order of the Board  
**CIMC Enric Holdings Limited**  
**Gao Xiang**  
*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 2,028,277,588 Shares in issue at the Latest Practicable Date, could result in up to 202,827,758 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 of Association 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 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 2022 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 Articles of Association 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 close 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 core 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 1,371,016,211 Shares, representing approximately 67.6% of the issued ordinary shares 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 75.11% of the issued ordinary shares 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 April 2023 up to the Latest Practicable Date:

	<b>Highest Traded Price</b> <i>HKD</i>	<b>Lowest Traded Price</b> <i>HKD</i>
<b>2022</b>		
April	9.88	7.85
May	8.65	7.69
June	9.58	8.02
July	8.79	7.18
August	8.70	7.01
September	9.70	8.27
October	8.73	7.55
November	8.87	7.66
December	8.50	7.43
<b>2023</b>		
January	9.32	7.70
February	9.23	8.02
March	8.73	7.46
April (up to the Latest Practicable Date)	7.79	7.60

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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

### Mr. Gao Xiang (“Mr. Gao”)

**Mr. Gao**, born in 1965, joined the Group as the General Manager in January 2009, was appointed as an Executive Director in September 2009, was re-designated to be the Chairman of the Board from the General Manger in April 2015, and was re-designated to be a Non-executive Director of the Company in January 2021. He is also the chairman of Nomination Committee and Sustainable Committee of the Company. He graduated from the Tianjin University (天津大學), majoring in marine and vessel engineering, and is a senior engineer. From 1999 to 2008, Mr. Gao was the general manager of Tianjin CIMC North Ocean Containers Co., Ltd. (天津中集北洋集裝箱有限公司), Tianjin CIMC Containers Co., Ltd. (天津中集集裝箱有限公司), Tianjin CIMC Logistics Equipment Co., Ltd. (天津中集物流裝備有限公司), Tianjin CIMC Vehicles Sales and Service Center (天津中集車輛物流裝備有限公司) and Tianjin CIMC Special Vehicles Co., Ltd. (天津中集專用車有限公司), respectively. Mr. Gao was an assistant to the president of CIMC from 2004 to 2008, was a vice president of CIMC from 2015 to May 2018, was an executive vice president of CIMC from May 2018 to August 2020 and was a director of CIMC from October 2020 to March 2021. He is currently the president of CIMC. He also holds directorships in certain subsidiaries of CIMC and the Company.

As at the Latest Practicable Date, Mr. Gao had a direct interest in 1,500,000 Shares, comprising (i) 1,100,000 Shares which were held by Mr. Gao in his own personal capacity and (ii) 400,000 underlying Shares which may be allotted and issued to him upon full exercise of the relevant share options granted to him under the Share Option Scheme. In addition, there were 800,000 restricted shares granted to Mr. Gao pursuant to the Share Award Scheme 2020 which have not yet been vested to him as at the Latest Practicable Date. Further, Mr. Gao is one of the participants of the Company’s Chemical and Environmental Business Unit Equity Incentive Scheme and the Liquid Food Business Unit Equity Incentive Scheme, and effectively holds 0.33% of the equity interest in CIMC Safeway Technology Co., Ltd\* (中集安瑞環科技股份有限公司, a non-wholly owned subsidiary of the Company) and 0.59% of the equity interest in CIMC Liquid Process Technologies Co., Ltd.\* (中集安瑞醇科技股份有限公司, a non-wholly owned subsidiary of the Company), respectively.

Mr. Gao renewed his appointment letter with the Company, under which he was appointed as a non-executive Director and chairman of the Board with a term of three years commencing on 1 January 2021, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Gao is entitled to an annual director’s fee of HKD180,000 which was determined by the Board upon recommendation from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gao (i) does not have any interests in the shares of the Company within the meaning of Part XV of SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

## APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Gao has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters in relation to the Appointment that need to be brought to the attention of shareholders of the Company.

### Mr. Yang Xiaohu (“Mr. Yang XH”)

**Mr. Yang XH**, born in 1975, is the President of the Company, an Executive Director and a member of the Sustainable Committee. He graduated in Huazhong University of Science and Technology (華中科技大學), majoring in vessel and marine engineering, and EMBA of China Europe International Business School. Mr. Yang XH joined CIMC as an officer of the quality control department of Shanghai CIMC Reefer Containers Co., Ltd. from 1997 to 1999, and was a sales manager of CIMC Group’s container operation department from 2000 to 2009. He was a deputy general manager of the Company’s sales and marketing department from April 2009 to April 2012, was an assistant to general manager of the Company from May 2012 to March 2015. He served as general manager from April 2015 to January 2018 and is currently the chairman of the board of CIMC Safeway Technologies Co., Ltd\* (中集安瑞環科技股份有限公司) (formerly known as 南通中集罐式儲運設備製造有限公司, a wholly-owned subsidiary of the Company). Mr. Yang XH was a deputy general manager of the Company from April 2015 to October 2017. He was appointed as an Executive Director and general manager of the Company on 27 October 2017 (the title of “General Manager” has been changed to “President” with effect from 1 January 2023 without any changes to his functions or executive responsibilities). He has been the vice president of China Container Industry Association since 2019. He holds directorships in certain subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Yang XH is deemed to be interested in 1,520,000 Shares, comprising (i) 1,120,000 Shares which were held by Mr. Yang XH in his own personal capacity and (ii) 400,000 underlying Shares which may be allotted and issued to him upon full exercise of the relevant share options granted to him under the Share Option Scheme. In addition, there were 800,000 restricted shares granted to Mr. Yang XH pursuant to the Share Award Scheme 2020 which have not yet been vested to him as at the Latest Practicable Date. Further, Mr. Yang XH is one of the participants of the Company’s Chemical and Environmental Business Unit Equity Incentive Scheme and the Liquid Food Business Unit Equity Incentive Scheme, and therefore holds 2.19% of the equity interest in CIMC Safeway Technology Co., Ltd\* (中集安瑞環科技股份有限公司, a non-wholly owned subsidiary of the Company) and 1.21% of the equity interest in CIMC Liquid Process Technologies Co., Ltd.\* (中集安瑞醇科技股份有限公司, a non-wholly owned subsidiary of the Company), respectively.

Mr. Yang XH entered into an appointment letter with the Company, under which he was appointed as an executive Director and general manager with a term of three years commencing on 27 October 2020, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Yang XH is entitled to receive a monthly salary of RMB65,000 and discretionary annual management bonus, which was determined by the Board upon recommendations from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

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## APPENDIX II    DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Save as disclosed above, as at the Latest Practicable Date, Mr. Yang XH (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Yang XH has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters in relation to the Appointment that need to be brought to the attention of shareholders of the Company.

### **Mr. Tsui Kei Pang (“Mr. Tsui”)**

**Mr. Tsui**, born in 1960, was appointed as an Independent Non-executive Director on 11 November 2009. He is also the chairman of Remuneration Committee and a member of Audit Committee of the Company. He obtained a bachelor’s degree in law (Honours) and a master’s degree in law from The University of Hong Kong. He is a solicitor of Hong Kong, a China Appointed Attesting Officer and a Civil Celebrant of Marriages. Mr. Tsui has been a Hong Kong practising solicitor for more than 25 years and is now a partner of Messrs. Anthony Siu & Co. He specialises in Hong Kong and China cross-border commercial legal services. He is also vice president of Association of China-Appointed Attesting Officers Limited and an honorary legal adviser of The Hong Kong Real Estate Association.

As at the Latest Practicable Date, Mr. Tsui was interested in an aggregate of 400,000 Shares, comprising (i) 100,000 Shares which were held by Mr. Tsui in his own personal capacity; and (ii) 300,000 underlying Shares which may be allotted and issued to him upon full exercise of the relevant share options granted to him under the Share Option Scheme. In addition, there were 200,000 restricted shares granted to Mr. Tsui pursuant to the Share Award Scheme 2020 which have not yet been vested to him as at the Latest Practicable Date.

Mr. Tsui renewed his appointment letter with the Company, under which he was appointed as an independent non-executive Director with a term of three years commencing on 11 November 2021, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Tsui is entitled to an annual director’s fee of HKD320,000 which was determined by the Board upon recommendation from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tsui (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

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## APPENDIX II    DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Save as disclosed above, Mr. Tsui has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing Rules, and the Company is not aware of any other matters in relation to the Appointment that need to be brought to the attention of shareholders of the Company.

### **Mr. Yang Lei**

**Mr. Yang Lei**, born in 1974, was appointed as an Independent Non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company on 30 September 2022. He graduated from Northwest University (西北大學) with a Bachelor's degree in Petroleum Geology in 1995, and obtained a Master's degree in Sedimentology from the Department of Geology of Northwest University in 1998 and a Doctor of Philosophy degree in Mineral Survey and Exploration from China University of Petroleum (Beijing) (中國石油大學(北京)) in 2002. Mr. Yang Lei is currently the Vice President and a research professor of the Institute of Energy of Peking University (北京大學能源研究院), and the Chairman of the Coordination Committee of the International Gas Union (國際燃氣聯盟協調委員會). Mr. Yang Lei had held various positions at the National Development and Reform Commission and the National Energy Administration from July 2002 to April 2016. Mr. Yang Lei had served as the first Senior Advisor from China to the Executive Director of the International Energy Agency from May 2016 to May 2019. Mr. Yang Lei has nearly 25 years of extensive experience in strategic research and practical experience in the energy industry, and has dedicated himself to promote clean energy transition, market-oriented energy reform and global energy governance research. The Institute of Energy of Peking University, which was co-founded by Mr. Yang Lei, has played a significant role in promoting energy transition and carbon neutrality domestically and abroad.

Mr. Yang Lei entered into an appointment letter with the Company, under which he was appointed as an independent non-executive Director with a term of three years commencing on 30 September 2022, subject to certain early termination clause of the letter. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Yang Lei is entitled to an annual director's fee of HKD320,000 which was determined by the Board upon recommendation from remuneration committee of the Company with reference to his duties and responsibilities in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang Lei (i) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Yang Lei has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing Rules, and the Company is not aware of any other matters in relation to the Appointment that need to be brought to the attention of shareholders of the Company.



**Recommendations of the Nomination Committee**

In accordance with code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Tsui was appointed as an Independent Non-executive Director in November 2009, and has served in the position for more than nine years. As a result, his re-election and further appointment as an independent non-executive Director shall be subject to a separate resolution to be considered and approved by the Shareholders at the AGM.

While Mr. Tsui has served the Company for more than nine years, during his tenure of office, Mr. Tsui does not participate in the daily management of the Company, and has been able to fulfill all the requirements regarding independence of independent non-executive Director (including providing the annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules) and provide different professional opinion from legal, compliance and regulatory perspectives to the Board. The Board is not aware of any foreseeable events that may occur and affect the independence of Mr. Tsui and believes that Mr. Tsui is and shall continue to be independent of the Company.

The Board considers that Mr. Tsui has discharged his duties as an independent non-executive Director to the satisfaction of the Board during his tenure of office. Through exercising the scrutinising and monitoring function of independent non-executive Director, Mr. Tsui had contributed to an upright, efficient and good corporate governance Board for the interest of Shareholders. The Board believes that his valuable professional knowledge and good business acumen will continue to generate contribution to the Board, the Company and the Shareholders as a whole.

As for the re-election of Mr. Yang Lei, Mr. Yang Lei has dedicated himself to promoting clean energy transition, market-oriented energy reform and global energy governance research and has extensive experience in strategic research and practical experience in the energy industry. The Board believes that his valuable professional knowledge and extensive expertise and experience in the energy industry will bring a fresh perspective and independent judgement, and contribute to the Board, the Company and the Shareholders as a whole.

The Nomination Committee and the Board consider that Mr. Tsui and Mr. Yang Lei have brought, and will continue to bring, different professional opinion from legal, compliance and regulatory, industry insight and corporate development perspectives to the Board. As Mr. Tsui and Mr. Yang Lei does not service in any directorship in other listed companies save for the Company, the Nomination Committee and the Board also consider Mr. Tsui and Mr. Yang Lei are able to devote sufficient time and attention to perform the duties as an Independent Non-executive Director. Moreover, Mr. Tsui and Mr. Yang Lei have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have also assessed the independence of Mr. Tsui and Mr. Yang Lei based on the independent criteria as set out in Rule 3.13 of the Listing Rules by reviewing the written confirmation of independence for 2022 submitted to the Company by each of them, and confirmed that all of them are independent.

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## **APPENDIX II     DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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In addition to Mr. Tsui and Mr. Yang Lei, the Nomination Committee has also assessed and are satisfied with the performance of each of the retiring Directors for the year ended 31 December 2022. Therefore, the Nomination Committee nominated the retiring Directors to join the Board and recommended the Shareholders to re-elect them as Directors at the AGM.

In particular, the Nomination Committee and the Board have followed the Nomination Policy and Board Diversity Policy for the re-appointment of Mr. Gao, Mr. Yang XH, Mr. Tsui and Mr. Yang Lei. In reviewing the structure of the Board, the Nomination Committee and the Board have considered the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experiences, skills, knowledge and length of service. All Board members appointments are based on meritocracy, and candidates are considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition. The Nomination Committee considers that each of the retiring Directors who will be subject to re-election (i.e. Mr. Gao, Mr. Yang XH, Mr. Tsui and Mr. Yang Lei) would bring to the Board their own perspective, skills and experience as further described in their biographies in Appendix II to this circular, and can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise.

In light of the above, in response to the recommendation of the Nomination Committee, the Board recommended all retiring Directors (namely Mr. Gao, Mr. Yang XH, Mr. Tsui and Mr. Yang Lei) to be re-elected as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors will abstain from voting at the relevant Board meeting on the relevant resolution to recommend their re-election by the Shareholders at the AGM.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 17 May 2023 (Wednesday) at 3:00 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the directors’ and independent auditor’s reports for the year ended 31 December 2022.
2. To declare a final dividend in respect of 2022 of HKD0.24 per ordinary share.
3. To consider the re-election of the Directors, each as a separate resolution:
  - (i) To re-elect Mr. Gao Xiang as a non- executive Director.
  - (ii) To re-elect Mr. Yang Xiaohu as an executive Director.
  - (iii) To re-elect Mr. Tsui Kei Pang as an independent non-executive Director.
  - (iv) To re-elect Mr. Yang Lei as an independent non-executive Director.
4. To authorise the board of directors to fix the remuneration of directors.
5. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix the remuneration of auditor.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. 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);
- (c) the total number of shares of the Company 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 total number of ordinary shares of the Company in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 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.”

7. 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 total number 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 total number of ordinary shares of the Company in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”
8. 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. 6 and 7 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. 6 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares 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 representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 7 set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10 per cent. of the total number of ordinary shares of the Company in issue as at the date of passing of Resolution no. 7 (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

By order of the Board  
**CIMC Enric Holdings Limited**  
**Gao Xiang**  
*Chairman*

Hong Kong, 17 April 2023

*Registered Office:*

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

*Principal place of business in Hong Kong:*

Suites 1902-3, 19th Floor,  
Bank of America Tower,  
No.12 Harcourt Road,  
Central, Hong Kong

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# NOTICE OF ANNUAL GENERAL MEETING

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*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 2022 are contained in the annual report 2022, which is dispatched to the shareholders of the Company together with the circular of the Company dated 17 April 2023 (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. Shareholders are strongly encouraged to appoint the chairman of the Meeting as proxy to attend and vote on his behalf at the Meeting.
3. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 3:00 p.m. on 15 May 2023) or any adjournment thereof.
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 (or any adjourned meeting thereof) if such member of the Company so desires. In the event that a member attends and votes at the Meeting after having lodged his form of proxy, his form of proxy shall be deemed to be revoked.
5. To ascertain shareholders' entitlements to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 10 May 2023 to Wednesday, 17 May 2023 (both days inclusive). All transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 9 May 2023.
6. To ascertain shareholders' entitlements to the proposed final dividend relating to item no. 2 in this notice, the register of members of the Company will be closed from Monday, 29 May 2023 to Friday, 2 June 2023 (both days inclusive). In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 May 2023.
7. With regard to item no. 3 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Gao Xiang, Mr. Yang Xiaohu, Mr. Tsui Kei Pang and Mr. Yang Lei be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular.
8. With regard to item no. 7 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.
9. 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 except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
10. If Tropical Cyclone Warning Signal No. 8 or above, black rainstorm warning or extreme conditions caused by supertyphoons is in effect in Hong Kong after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at <https://www.enricgroup.com/> and on the website of the HKEXnews at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.
11. As at the date of this notice, the board of directors of the Company consists of Mr. Yang Xiaohu (*President*) as executive Director; Mr. Gao Xiang (*Chairman*), Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu as non-executive Directors; and Ms. Yien Yu Yu, Catherine, Mr. Tsui Kei Pang, Mr. Wang Caiyong and Mr. Yang Lei as independent non-executive Directors.