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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: 8289)

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON
THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
PROPOSED LISTING ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF INTRODUCTION**

The Board would like to announce that on 30 March 2006, China Everbright Capital Limited, acting as the Company's sponsor, has, on behalf of the Company, submitted an advance booking form for the Proposed Introduction to the Stock Exchange. The Stock Exchange has also been notified of the Company's intention to implement the Proposed Withdrawal. The Proposed Withdrawal will be conditional upon, amongst other things, the approval by the Shareholders and the Stock Exchange of the Proposed Introduction.

The Proposed Introduction and the Proposed Withdrawal may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

The Board would like to announce that on 30 March 2006, China Everbright Capital Limited, acting as the Company's sponsor, has, on behalf of the Company, submitted an advance booking form for the Proposed Introduction to the Stock Exchange. The Stock Exchange has also been notified of the Company's intention to implement the Proposed Withdrawal. However, the Directors would like to emphasise that both the Proposed Introduction and the Proposed Withdrawal are at a preliminary stage and that the definitive timetable for the Proposed Introduction and the Proposed Withdrawal has yet to be finalised.

REASONS FOR THE PROPOSED INTRODUCTION

The Group is principally engaged in the provision of integrated business solutions in the gas energy industry and the design, manufacture and sale of specialised gas equipment including compressors, pressure vessels, natural gas refueling stations and compressed natural gas trailers which are essential to the transportation, storage and distribution of natural gas in the gas energy industry.

The Directors believe that the listing of the Shares on the Main Board will help to enhance the profile of the Group and increase the trading liquidity of the Shares and recognitions by attracting larger institutional and retail investors. The Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company. No change in the nature of business of the Group is contemplated by the Directors following the Proposed Introduction.

The Proposed Introduction will not involve any issue of new Shares by the Company.

CONDITIONS OF THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION

If the Company proceeds with the Proposed Introduction, the Proposed Withdrawal and the Proposed Introduction will be conditional upon, among other things:

- (a) the Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal on the Main Board in, the Shares in issue and any Shares which may be issued by the Company as described in the listing document to be issued by the Company in connection with the Proposed Introduction;
- (b) the passing of an ordinary resolution by the Shareholders at the EGM to approve, amongst other things, the Proposed Withdrawal;
- (c) the publication of a notice of the Proposed Withdrawal as required by GEM Listing Rules after obtaining the approval of the Shareholders as referred to in (b) above; and
- (d) the obtaining of all other relevant consents which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and fulfilment of all conditions which may be attached to such consents.

In this regard, if the Company proceeds with the Proposed Introduction, the EGM will be convened at an appropriate time to seek the approval of the Shareholders for the Proposed Withdrawal.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Introduction. Shareholders and potential investors should be aware that the implementation of the Proposed Introduction and the Proposed Withdrawal are subject to certain conditions to be fulfilled and thus may or may not become effective. **Accordingly, the Proposed Introduction and the Proposed Withdrawal may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

GENERAL

If the Company proceeds with the Proposed Introduction, a circular containing, amongst other things, further details of the Proposed Introduction and the Proposed Withdrawal, the expected timetable and a notice convening the EGM will be despatched to the Shareholders as soon as practicable. A listing document in relation to the Proposed Introduction will also be despatched to the Shareholders for their information following the receipt of a preliminary indication of the approval for the Proposed Introduction from the Stock Exchange. In this regard, the Company has submitted an application for a waiver (which may or may not be granted) from strict compliance with the minimum three months' notice period for the Proposed Withdrawal as required under Rule 9.19(3) of the GEM Listing Rules to a minimum of five clear business days.

Further announcements will be made by the Company to keep the Shareholders informed on the latest progress of the Proposed Introduction and the Proposed Withdrawal in accordance with the requirements of the GEM Listing Rules and the Main Board Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings set out below:

“Board”	the board of Directors
“Company”	Enric Energy Equipment Holdings Limited (安瑞科能源裝備控股有限公司) (stock code: 8289), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held to approve, among other things, the Proposed Withdrawal
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries (as defined in the GEM Listing Rules)
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM

“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Introduction”	the proposed listing of the Shares on the Main Board by way of introduction pursuant to the Main Board Listing Rules
“Proposed Withdrawal”	the proposed voluntary withdrawal of the listing of the Shares on GEM
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By Order of the Board
Wang Yusuo
Chairman

Hong Kong, 30 March 2006

As at the date of this announcement, the executive Directors are Mr. Wang Yusuo (Chairman), Mr. Cai Hongqiu, Mr. Yu Jianchao, Mr. Zhao Xiaowen, Mr. Zhou Kexing; the non-executive Director is Ms. Zhao Baoju; and the independent non-executive Directors are Mr. Gao Zhengping, Mr. Shou Binan and Mr. Wong Chun Ho.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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