



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 on Main Board: 3899**

**Stock code on GEM: 8289**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of **ENRIC ENERGY EQUIPMENT HOLDINGS LIMITED** (the “**Company**”) will be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12 July 2006 at 10:00 a.m. for the purposes of considering and, if thought fit, with or without modification, passing each of the following resolutions as an ordinary resolution of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT**

- (A) conditional upon (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal, on the main board (the “**Main Board**”) of the Stock Exchange in (i) the 445,200,000 shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) in issue; (ii) 13,800,000 Shares which may be issued upon the exercise of the outstanding options which were granted under the share option plan adopted by the Company pursuant to the written resolution of the then sole shareholder of the Company passed on 26 September 2005 (the “**Pre-GEM Listing Share Option Plan**”); and (iii) any Shares which may be issued upon the exercise of any options which may be granted under the Proposed Share Option Scheme (as defined in resolution no. 2 set out in the notice of which this resolution forms part), if the same having been approved (the “**Proposed Introduction**”); (2) the publication by the Company of a notice in respect of the proposed withdrawal of listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“**GEM**”) (the “**Proposed Withdrawal**”) after approval by the shareholders of the Company of this resolution on a date not less than such period of time as referred to in paragraph (B) of this resolution, prior to the date on which the Proposed Withdrawal is effective; and (3) the obtaining of all other relevant consents which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and the fulfillment of all conditions which may be attached to such consents, the listing of the Shares on GEM shall cease with effect from such date and time as the directors of the Company (“**Directors**”) may designate and any Director or the company secretary of the Company be and is hereby authorised generally to do all such acts for and on behalf of the Company as he/she may deem necessary, desirable or expedient to effect and implement the foregoing; and

- (B) the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM in connection with the Proposed Withdrawal be reduced to a minimum period of five clear days on which the Stock Exchange is open for the business of dealing in securities from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”
2. “**THAT** conditional upon (1) the Listing Committee of the Stock Exchange (as defined in resolution no. 1 set out in the notice of which this resolution forms part) granting approval of the listing of, and permission to deal, on the Main Board (as defined in resolution no. 1 set out in the notice of which this resolution forms part) in (i) the Shares (as defined in resolution no. 1 set out in the notice of which this resolution forms part); (ii) any Shares which may be issued upon the exercise of any options which were granted under the Pre-GEM Listing Share Option Plan (as defined in resolution no. 1 set out in the notice of which this resolution forms part); and (iii) any Shares which may be issued upon the exercise of any options which may be granted under the new share option scheme (the “Proposed Share Option Scheme”) (the rules of which are set out in the document marked “A” produced to this meeting and initialled by the Chairman of this meeting for the purpose of identification); (2) no objection having been received by the Company from the Listing Committee prior to the listing of the Shares on the Main Board in relation to the adoption of any terms of the Proposed Share Option Scheme; and (3) the commencement of dealings of the Shares on the Main Board:
- (A) the Proposed Share Option Scheme be and is hereby approved and adopted by the Company and the directors of the Company be and are hereby authorised, at their absolute discretion, to grant options to any Participants (as defined in the Proposed Share Option Scheme) to subscribe for Shares thereunder and to allot and issue any Shares pursuant to the exercise of the subscription rights under any options which may be granted under the Proposed Share Option Scheme and to do all such acts as they may in their absolute discretion consider necessary, desirable or expedient in order to give full effect to the Proposed Share Option Scheme and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same; and
- (B) the share option plan adopted by the Company pursuant to a resolution passed by the then sole shareholder of the Company on 26 September 2005 be and is hereby terminated with effect from the date on which the Proposed Share Option Scheme becomes unconditional and effective.”

By Order of the Board  
**Enric Energy Equipment Holdings Limited**  
**WANG Yusuo**  
*Chairman*

Hong Kong, 27 June 2006

*The Board of Directors of the Company comprises:*

*Executive Directors:*

Wang Yusuo (*Chairman*)

Jin Yongsheng (*Chief Executive Officer*)

Cai Hongqiu

Zhao Xiaowen

Zhou Kexing

Yu Jianchao

*Non-executive Director:*

Zhao Baoju

*Independent non-executive Director:*

Wong Chun Ho

Gao Zhengping

Shou Binan

*Registered office:*

Century Yard, Cricket Square

Hutchins Drive, PO Box 2681 GT

George Town

Grand Cayman

British West Indies

*Principal place of business in Hong Kong:*

Rooms 3101-03, 31st Floor

Tower One, Lippo Centre

No. 89 Queensway

Hong Kong

*Head office in the People's Republic of China:*

30 Hongrun Road

Langfang Economic and Technical Development Zone

Hebei Province

The People's Republic China

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting at the meeting if the member so desires.
3. In order to be valid, the form of proxy together with a 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 with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th 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 adjournment thereof.

*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.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the day of its posting.*