

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in **Enric Energy Equipment Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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**

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON  
THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED,  
WAIVER OF THE MINIMUM NOTICE PERIOD  
IN RESPECT OF THE PROPOSED VOLUNTARY WITHDRAWAL,  
PROPOSED ADOPTION OF THE PROPOSED SHARE OPTION SCHEME  
AND  
PROPOSED TERMINATION OF THE GEM SHARE OPTION SCHEME**

**Sponsor**



**China Everbright Capital Limited**

A notice convening an extraordinary general meeting of the Company (the "EGM") to be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong at 10:00 a.m. on Wednesday, 12 July 2006 or any adjournment thereof is set out on pages 25 to 27 of this circular. Whether or not you are able to attend the EGM in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the office of 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

This circular will remain on the pages of "Latest Company Announcements" on the GEM website at "<http://www.hkgem.com>" for at least 7 days from the date of its posting.

27 June 2006

## CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Responsibility statement</b> .....	4
<b>Expected timetable</b> .....	5
<b>Letter from the Board</b>	
Introduction .....	6
The Proposed Withdrawal and the Proposed Introduction .....	7
Waiver from strict compliance with the minimum notice period in respect of the Proposed Withdrawal .....	8
Conditions of the Proposed Withdrawal and the Proposed Introduction .....	9
Effects of the Proposed Withdrawal and the Proposed Introduction .....	9
Reasons for the Proposed Withdrawal and the Proposed Introduction .....	10
Adoption of the Proposed Share Option Scheme and termination of the GEM Share Option Scheme .....	10
The EGM .....	12
Procedures for demanding a poll at the EGM .....	13
Documents available for inspection .....	13
Recommendation .....	14
Additional information .....	14
<b>The Appendix – Summary of the principal terms of the Proposed Share Option Scheme</b> .....	15
<b>Notice of EGM</b> .....	25

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“associate(s)”	has the meaning ascribed thereto under the Main Board Listing Rules
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for business of dealing in securities
“Company”	Enric Energy Equipment Holdings Limited (安瑞科能源裝備控股有限公司) (Stock code on GEM: 8289), a company incorporated in the Cayman Islands with limited liability on 28 September 2004, whose Shares are listed on GEM
“connected person(s)”	has the meaning ascribed thereto under the Main Board Listing Rules
“Director(s)”	the director(s) of the Company
“Effective Date”	expected to be on or about 20 July 2006, the date on which the Proposed Withdrawal and the Proposed Introduction become effective
“EGM”	an extraordinary general meeting of the Company to be convened and held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 12 July 2006 at 10:00 a.m. or any adjournment thereof
“EGM Notice”	the notice convening the EGM, which is set out on pages 25 to 27 of this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“GEM Share Option Scheme”	the share option scheme adopted by the Company pursuant to the written resolution of the then sole Shareholder passed on 26 September 2005
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 June 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Document”	the listing document dated 27 June 2006 issued by the Company in connection with the Proposed Introduction
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM which 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, as amended from time to time
“Option”	a right to subscribe for Shares pursuant to the terms of the Proposed Share Option Scheme
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Pre-GEM Listing Share Option Plan”	the share option plan adopted by the Company on 26 September 2005 which was terminated on 17 October 2005, being the day immediately before the day of listing of the Shares on GEM
“Proposed Introduction”	the proposed listing of the Shares on the Main Board by way of introduction pursuant to the Main Board Listing Rules
“Proposed Share Option Scheme”	the share option scheme proposed to be conditionally adopted at the EGM, a summary of the principal terms of which is set out in the Appendix to this circular
“Proposed Withdrawal”	the proposed voluntary withdrawal of the listing of the Shares on GEM

## DEFINITIONS

“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Sponsor”	China Everbright Capital Limited, a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for Type 1 regulated activity (dealings in securities), Type 4 regulated activity (advising on securities) and Type 6 regulated activity (advising on corporate finance)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning given to it by the Main Board Listing Rules
“%”	per cent.

## RESPONSIBILITY STATEMENT

This circular (including, without limitations, the Appendix hereto) includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (i) the information contained in this circular is accurate and complete in all material aspects and not misleading;
- (ii) there are no other matters the omission of which would make any statement herein misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

## EXPECTED TIMETABLE

The expected timetable for the Proposed Withdrawal and the Proposed Introduction is set out below:

Despatch of this circular, the EGM Notice and the related form of proxy to the Shareholders .....	Tuesday, 27 June 2006
Despatch of the Listing Document to the Shareholders .....	Tuesday, 27 June 2006
Latest time for lodgement of related form of proxy for the EGM .....	10:00 a.m. on Monday, 10 July 2006
EGM .....	10:00 a.m. on Wednesday, 12 July 2006
Announcement of results of the EGM to be published in the South China Morning Post (in English), the Hong Kong Economic Times (in Chinese) and on the GEM website .....	Thursday, 13 July 2006
Last day for dealing in the Shares on GEM .....	Wednesday, 19 July 2006
Withdrawal of listing of the Shares on GEM effective from .....	9:30 a.m. on Thursday, 20 July 2006
Dealings in the Shares on the Main Board to commence on .....	9:30 a.m. on Thursday, 20 July 2006

*Notes:*

1. All times and dates refer to Hong Kong local times and dates.
2. Shareholders will be informed by public announcement of any changes in the expected timetable above.



LETTER FROM THE BOARD



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**

*Executive Directors:*

Mr. Wang Yusuo (*Chairman*)  
Mr. Jin Yongsheng (*Chief Executive Officer*)  
Mr. Cai Hongqiu  
Mr. Zhao Xiaowen  
Mr. Zhou Kexing  
Mr. Yu Jianchao

*Non-executive Director:*

Ms. Zhao Baoju

*Independent non-executive Directors:*

Mr. Wong Chun Ho  
Mr. Gao Zhengping  
Mr. 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 PRC:*

30 Hongrun Road  
Langfang Economic and Technical  
Development Zone  
Hebei Province  
The PRC

27 June 2006

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING  
ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED,  
WAIVER OF THE MINIMUM NOTICE PERIOD  
IN RESPECT OF THE PROPOSED VOLUNTARY WITHDRAWAL,  
PROPOSED ADOPTION OF THE PROPOSED SHARE OPTION SCHEME  
AND  
PROPOSED TERMINATION OF THE GEM SHARE OPTION SCHEME**

**INTRODUCTION**

References are made to the announcements of the Company dated 30 March 2006, 31 March 2006 and 26 June 2006 respectively, pursuant to which (a) the Board announced that the Sponsor had on behalf of the Company submitted an application to the Stock

## LETTER FROM THE BOARD

Exchange for the Proposed Introduction and informed the Stock Exchange of the intention of the Company to implement the Proposed Withdrawal, conditional upon the conditions set out in the paragraph headed “Conditions of the Proposed Withdrawal and the Proposed Introduction” below; and (b) the Stock Exchange informed the Sponsor on 22 June 2006 that the Listing Committee of the Main Board had granted an approval in principle of the Proposed Introduction.

In connection with the Proposed Introduction, the Directors propose to the Shareholders to terminate the GEM Share Option Scheme and adopt the Proposed Share Option Scheme in order to comply with the requirements under the Main Board Listing Rules.

The purpose of this circular is to give you further information on, amongst other things:

- (i) the Proposed Withdrawal and the Proposed Introduction; and
- (ii) the proposed adoption of the Proposed Share Option Scheme and the proposed termination of the GEM Share Option Scheme,

and to seek the Shareholders’ approval of the resolutions in respect of the aforesaid at the EGM as described in the paragraph headed “The EGM” below. The EGM Notice is set out on pages 25 to 27 of this circular.

### **THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

On 30 March 2006, the Sponsor had on behalf of the Company submitted an advance booking form to the Stock Exchange for the listing of, and permission to deal in, on the Main Board (i) the 445,200,000 Shares in issue; (ii) 13,800,000 Shares which may be issued upon the exercise of the outstanding options which were granted under the Pre-GEM Listing Share Option Plan; and (iii) any Shares representing 10% of the total issued share capital of the Company as at the date of passing the relevant resolution approving the adoption of the Proposed Share Option Scheme (which, assuming that there is no change in the total issued share capital of the Company from the Latest Practicable Date to the date of passing of the relevant resolution approving the adoption of the Proposed Share Option Scheme, shall be 44,520,000 Shares) which may be issued upon the exercise of any Options which may be granted under the Proposed Share Option Scheme.

The Stock Exchange informed the Sponsor on 22 June 2006 that the Listing Committee had granted an approval in principle of the listing of, and permission to deal in, the Shares as mentioned above on the Main Board. Immediately upon the Proposed Withdrawal becoming effective, the listing of the Shares on GEM will be withdrawn and the Shares as mentioned in the immediately preceding paragraph will be listed on the Main Board.

## LETTER FROM THE BOARD

### WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM NOTICE PERIOD IN RESPECT OF THE PROPOSED WITHDRAWAL

Pursuant to Rule 9.19 of the GEM Listing Rules, an issuer that has an alternative listing on another regulated, regularly operating, open stock exchange or securities market recognised for this purpose by the Stock Exchange, may not voluntarily withdraw its listing on GEM unless, amongst other things:

- (i) the prior approval of the shareholders of the issuer has been obtained by way of an ordinary resolution passed at a duly convened meeting of the shareholders of the issuer; and
- (ii) the issuer has given its shareholders at least three months' notice of the proposed withdrawal of listing.

In connection with the Proposed Withdrawal, the Company has applied to, and the Stock Exchange has granted, a waiver from strict compliance with the minimum three months' notice required under Rule 9.19(3) of the GEM Listing Rules, subject to the fulfillment of the following conditions:

- (i) the prior approval of the Shareholders for the reduction in the notice period for the Proposed Withdrawal to a minimum period of five clear Business Days shall have been obtained;
- (ii) in respect of the Shares, there is no change in the board lot size, the share certificates, the registrars of the Shares and the trading currency in connection with the Proposed Introduction; and
- (iii) there is no other fact that leads the Stock Exchange to believe that the reduced notice period is not feasible.

Accordingly, the EGM is convened to seek the approval of the Shareholders for, amongst other things, the Proposed Withdrawal and the proposed reduction in the notice period for the Proposed Withdrawal. After the Shareholders' approval has been obtained at the EGM on 12 July 2006, being a date not less than five clear Business Days prior to the Effective Date, a notice of the Proposed Withdrawal will be published on 13 July 2006.

The Directors (including the independent non-executive Directors) consider that it is in the best interests of the Company and the Shareholders as a whole that the notice period for the Proposed Withdrawal be reduced so that the Proposed Withdrawal and the Proposed Introduction can be carried out as soon as practicable after obtaining the relevant approvals from the Shareholders at the EGM.

## LETTER FROM THE BOARD

### CONDITIONS OF THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION

The implementation of the Proposed Withdrawal and the Proposed Introduction are conditional upon, amongst other things:

- (i) the Listing Committee granting approval for the listing of, and permission to deal on the Main Board in the Shares as mentioned under the section headed “The Proposed Withdrawal and the Proposed Introduction” above;
- (ii) the passing of an ordinary resolution by the Shareholders at the EGM to approve, amongst other things, the Proposed Withdrawal and the proposed reduction in the notice period for the Proposed Withdrawal;
- (iii) the publication of a notice of the Proposed Withdrawal after obtaining the approval of the Shareholders referred to in condition (ii) above on a date that is not less than five clear Business Days prior to the Effective Date; and
- (iv) the obtaining of all other relevant consents which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and fulfillment of all conditions which may be attached to such consents.

### EFFECTS OF THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION

Subject to the fulfillment of the conditions set out in the section headed “Conditions of the Proposed Withdrawal and the Proposed Introduction” above, it is expected that the last day for dealings in the Shares on GEM will be on the day immediately prior to the Effective Date and dealings in the Shares on the Main Board will commence at 9:30 a.m. on the Effective Date. The Company will publish an announcement after the EGM on the results of the EGM and other information relating to the Proposed Withdrawal and the trading arrangements of the Shares with respect to the Proposed Withdrawal and the Proposed Introduction.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates. No new share certificates with new stock code will be issued. The Directors propose no change to be made to the board lot size, trading currency of the Shares and the registrars of the Shares in connection with the Proposed Withdrawal and the Proposed Introduction. Shares will continue to be traded in board lot of 2,000 Shares each upon the listing of the Shares on the Main Board.

**Please note that if and when the Shares are listed on the Main Board, you may be required to sign a new client agreement with your stockbrokers.**

**Please also note that the continuing obligations of listed issuers under the Main Board Listing Rules and the GEM Listing Rules are not the same. For example, under**

## LETTER FROM THE BOARD

the GEM Listing Rules, the Company is required to publish its quarterly results on the internet website operated by GEM. Upon the listing of the Shares on the Main Board, the Company will cease the practice of quarterly reporting and will follow the relevant requirements of the Main Board Listing Rules which include, amongst other things, through paid announcements in newspapers generally circulated in Hong Kong, publishing its interim results within three months from the end of the relevant period and its annual results within four months from the financial year-end. The Directors are of the view that following the reporting requirements under the Main Board Listing Rules will provide investors and the Shareholders with a high degree of transparency and a complete picture of the performance of the Group during the relevant period. The Directors also believe that the cessation of quarterly reporting would save significant publishing costs and other related expenses, and enable management to devote more management time to other key aspects of the operation of the Group's business.

### **REASONS FOR THE PROPOSED WITHDRAWAL AND 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 further enhance the profile of the Group and increase the trading liquidity of the Shares and recognition by attracting larger institutional, professional 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 Directors also consider that the Proposed Introduction will not affect the Group's overall business objective and strategies.

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

### **ADOPTION OF THE PROPOSED SHARE OPTION SCHEME AND TERMINATION OF THE GEM SHARE OPTION SCHEME**

In connection with the Proposed Introduction, the Directors propose to adopt the Proposed Share Option Scheme, the provisions of which will comply with the requirements of Chapter 17 of the Main Board Listing Rules, in substitution of the existing GEM Share Option Scheme, the provisions of which are in compliance with Chapter 23 of the GEM Listing Rules.

The Company has applied to the Listing Committee for the listing of, and permission to deal in, on the Main Board, amongst other things, any Shares representing 10% of the total issued share capital of the Company as at the date of passing the relevant resolution approving the adoption of the Proposed Share Option Scheme (which, assuming that

## LETTER FROM THE BOARD

there is no change in the total issued share capital of the Company from the Latest Practicable Date to the date of passing of the relevant resolution approving the adoption of the Proposed Share Option Scheme, shall be 44,520,000 Shares) which may be issued upon the exercise of any Options which may be granted under the Proposed Share Option Scheme.

The adoption of the Proposed Share Option Scheme is conditional upon:

- (i) the passing of ordinary resolution(s) by the Shareholders at the EGM approving (a) the termination of the GEM Share Option Scheme; (b) the adoption of the Proposed Share Option Scheme and authorisation of the Directors to grant Options under the Proposed Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the Proposed Share Option Scheme;
- (ii) 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 of the terms of the Proposed Share Option Scheme;
- (iii) the Listing Committee granting approval to the listing of, and permission to deal in, on the Main Board any Shares representing 10% of the total issued share capital of the Company as at the date of passing the relevant resolution approving the adoption of the Proposed Share Option Scheme (which, assuming that there is no change in the total issued share capital of the Company from the Latest Practicable Date to the date of passing of the relevant resolution approving the adoption of the Proposed Share Option Scheme, shall be 44,520,000 Shares) which may be issued pursuant to the exercise of Options to be granted under the Proposed Share Option Scheme; and
- (iv) the commencement of dealings in the Shares on the Main Board.

It is proposed that subject to the approval of the Shareholders at the EGM for the adoption of the Proposed Share Option Scheme, the GEM Share Option Scheme will be terminated and replaced by the Proposed Share Option Scheme after all the conditions of the Proposed Share Option Scheme have been fulfilled.

As at the Latest Practicable Date, (a) options have been granted under the Pre-GEM Listing Share Option Plan pursuant to which an aggregate of 13,800,000 Shares may be issued upon full exercise of such options, and (b) no option had been granted pursuant to the GEM Share Option Scheme. The options granted under the Pre-GEM Listing Share Option Plan are exercisable for a period from 18 April 2006 to 25 September 2015 (in which 50% of the options are exercisable from 18 April 2006 to 25 September 2015 and 50% of the options are exercisable from 18 October 2007 to 25 September 2015) at the exercise price of HK\$1.50 per Share. The Board confirms that prior to the EGM, no further options will be granted under the Pre-GEM Listing Share Option Plan as it was terminated on 17 October 2005 and it will not grant any options under the GEM Share Option Scheme. Upon termination of the GEM Share Option Scheme, no further options may be offered under the GEM Share Option Scheme. Besides the GEM Share Option Scheme, there was no other subsisting share option scheme of the Company as at the Latest Practicable Date.

## LETTER FROM THE BOARD

The outstanding 13,800,000 options previously granted but unexercised under the Pre-GEM Listing Share Option Plan will remain valid and exercisable in accordance with the provisions of the Pre-GEM Share Option Plan and the terms of granting of such options.

As at the Latest Practicable Date, the issued share capital of the Company comprised 445,200,000 Shares. Assuming that there is no change in the total issued share capital of the Company between the period from the Latest Practicable Date and the date of adoption of the Proposed Share Option Scheme, the number of Shares issuable pursuant to the Proposed Share Option Scheme and any other share option schemes of the Company on the proposed date of adoption of the Proposed Share Option Scheme will be 44,520,000 Shares, representing 10% of the total issued share capital of the Company as at the date of proposed adoption of the Proposed Share Option Scheme.

In the Appendix to this circular, you will find a summary of the principal terms of the rules of the Proposed Share Option Scheme. By offering Options to the participants in such flexible terms under the Proposed Share Option Scheme, in particular, the subscription price of the Options will be determined on a fair basis, such participants may exercise their Options at anytime within the option period to acquire a monetary gain or ownership interest in the Company which may in turn provide a further incentive to the participants to better serve the Group.

The Board considers it inappropriate to state the value of the Options as if they had been granted pursuant to the Proposed Share Option Scheme on the Latest Practicable Date given that a number of variables which are necessary for the circulation of the value of the Options cannot be ascertained at this stage. Such variables include the exercise price, exercise period, interest rate, expected stock price volatility and other relevant variables. The Board believes that any calculation of such value of any Options on the Latest Practicable Date would be based on a number of speculative assumptions and would therefore not be meaningful but would instead be misleading to the Shareholders.

### THE EGM

The EGM Notice is set out on pages 25 to 27 of this circular. Ordinary resolutions will be proposed at the EGM to consider and, if thought fit, approve, amongst other matters, the following:

- (i) the Proposed Withdrawal and the proposed reduction in the notice period for the Proposed Withdrawal; and
- (ii) the proposed adoption of the Proposed Share Option Scheme and the proposed termination of the GEM Share Option Scheme.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the office of 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding

## LETTER FROM THE BOARD

the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

### PROCEDURES FOR DEMANDING A POLL AT THE EGM

Pursuant to the articles of association of the Company, at any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of poll is required by GEM Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the chairman of such meeting; or
- (b) at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the GEM Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.

### DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Listing Document is enclosed with this circular, for information purposes only, and will also be available for inspection at the office of the Company at Rooms 3101-03, 31st Floor, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong during normal business hours for a period of 14 days from the date of despatch of this circular and at the EGM.

Copies of the rules of the Proposed Share Option Scheme will be available for inspection at the office of Woo, Kwan, Lee & Lo at 27th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong during normal business hours for a period of 14 days from the date of despatch of this circular and will also be available for inspection at the EGM.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors (including the independent non-executive Directors) considers that the Proposed Withdrawal, the proposed reduction in the notice period for the Proposed Withdrawal, the proposed adoption of the Proposed Share Option Scheme and the proposed termination of the GEM Share Option Scheme, to be in the interests of the Company and the Shareholders as a whole. Accordingly, the Board (including the independent non-executive Directors) recommends the Shareholders to vote in favour of all the ordinary resolutions to be proposed at the EGM.

### ADDITIONAL INFORMATION

Your attention is drawn to the Appendix to this circular.

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

The following is a summary of the principal terms of the rules of the Proposed Share Option Scheme proposed to be adopted at the EGM. The adoption of the Proposed Share Option Scheme is conditional on, amongst others, the Listing Committee granting approval of the listing of, and permission to deal in, the Shares on the Main Board.

### (1) PURPOSE OF THE PROPOSED SHARE OPTION SCHEME

The purpose of the Proposed Share Option Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants (as defined in paragraph (2) below) and for such other purposes as the Board may approve from time to time.

### (2) WHO MAY JOIN

The Board may, at its absolute discretion, invite (i) any executive or non-executive directors including independent non-executive directors or any employees (whether full-time or part-time) of each member of the Group; (ii) any discretionary objects of a discretionary trust established by any substantial Shareholders or any employees, executive or non-executive directors of each member of the Group; (iii) any consultants, professionals and other advisers to each member of the Group (or persons, firms or companies proposed to be appointed for providing such services); (iv) any chief executives or substantial shareholders of the Company; (v) any associates of director, chief executive or substantial shareholder of the Company; and (vi) any employees (whether full-time or part-time) of substantial Shareholders (respectively, the “**Participants**” and each a “**Participant**”), to take up options (“**Options**”) to subscribe for Shares at a price calculated in accordance with paragraph (5) below.

In determining the basis of eligibility of each Participant within the above categories, the Directors would mainly take into account of the experience of the Participant on the Group’s business, the length of service of the Participant with the Group (if the Participant is an employee or a director of any member of the Group), the length of business relationship the Participant has established with the Group (if the Participant is an employee, a partner or a director of any consultant, professionals and other advisers to any member of the Group) and such other factors as the Board may at its discretion consider appropriate.

### (3) GRANT OF OPTIONS

Any grant of Options must not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision, until such price sensitive information has been published pursuant to the requirements of the Main Board Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of: (a) the date of the meeting of the Board for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Main Board Listing Rules); and (b) the deadline for the Company to

publish an announcement of its results for any year or half-year under the Main Board Listing Rules or quarterly or any other interim period (whether or not required under the Main Board Listing Rules), and ending on the date of the relevant results announcement, no Option may be granted.

**(4) ACCEPTANCE OF OPTION OFFER**

An Option shall be deemed to have been accepted by the grantee when the duplicate of the relevant offer letter comprising acceptance of the Option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the granting thereof is received by the Company within 14 days from the date of the offer, and the Option to which the offer relates shall be deemed to have been granted on the offer date of such Option.

**(5) SUBSCRIPTION PRICE OF SHARES**

Subject to any adjustments made pursuant to paragraph (12) below and pursuant to Rule 17.03(9) of the Main Board Listing Rules, the subscription price in respect of each Share issued pursuant to the exercise of the Options granted under the Proposed Share Option Scheme will be a price solely determined by the Board and notified to a Participant and shall be at least the highest of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of the Option to the Participant, which must be a day (other than a Saturday or a Sunday) on which licenced banks are open for business in Hong Kong and the Stock Exchange is open for the business of dealing in securities (a "**Trading Day**"); (b) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five consecutive Trading Days immediately preceding the date of offer of the Option to the Participant and (c) the nominal value of a Share.

**(6) MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION AND MAXIMUM ENTITLEMENT OF SHARES OF EACH PARTICIPANT**

- (a) The total number of Shares which may be issued upon exercise of all Options to be granted under the Proposed Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% (the "**Scheme Mandate Limit**") of the total issued share capital of the Company as at the date of passing of the relevant resolution approving the adoption of the Proposed Share Option Scheme (which, assuming that there is no change in the total issued share capital of the Company from the Latest Practicable Date to the date of passing of the relevant resolution approving the adoption of the Proposed Share Option Scheme, shall be 44,520,000 Shares) unless the Company obtains a fresh approval from the Shareholders pursuant to sub-paragraph (b) below. Options lapsed in accordance with the terms of the Proposed Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

- (b) The Company may seek approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit such that the total number of Shares which may be issued upon exercise of all options to be granted under the Proposed Share Option Scheme and any other share option schemes of the Company under the limit as “refreshed” shall not exceed 10% (the “**Refreshed Limit**”) of the total number of Shares in issue as at the date of approval to refresh such limit. Options previously granted under the Proposed Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Proposed Share Option Scheme or exercised Options) shall not be counted for the purpose of calculating the Refreshed Limit. In such a case, the Company shall send a circular to the Shareholders containing the information required under the Main Board Listing Rules.
- (c) The Company may seek approval by the Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit or the Refreshed Limit provided the Options in excess of such limit are granted only to Participants specifically identified by the Company before such approval is sought. In such a case, the Company shall send a circular to the Shareholders containing the information required under the Main Board Listing Rules.
- (d) Notwithstanding the above and subject to paragraph (12) below, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Proposed Share Option Scheme and any other share option schemes of the Company must not exceed 30% (or such higher percentage as may be allowed under the Main Board Listing Rules) of the total number of Shares in issue from time to time. No options may be granted under the Proposed Share Option Scheme and any other share option schemes of the Company if this will result in such limit being exceeded.
- (e) Subject to paragraph (6)(f) below, the maximum number of Shares issued and to be issued upon exercise of the options granted pursuant to the Proposed Share Option Scheme and any other share option schemes of the Company to each Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue.
- (f) Notwithstanding paragraph (6)(e) above, any further grant of Options to a Participant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such Participant under the Proposed Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue shall be subject to the Shareholders’ approval in general meeting with such Participant and his associates abstaining from voting. The number of Shares and the terms of the Options to be granted to such Participants shall be fixed before the Shareholders’ approval and the

date of the meeting of the Board for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price. In such a case, the Company shall send a circular to the Shareholders containing the information required under the Main Board Listing Rules.

**(7) REQUIREMENTS ON GRANTING OPTIONS TO CONNECTED PERSONS**

Any grant of Options to a Participant who is a director, chief executive or substantial shareholder of the Company or any of their respective associates (including a discretionary trust whose discretionary objects include a director, chief executive or substantial shareholder of the Company or a company beneficially owned by any director, chief executive or substantial shareholder of the Company) must be approved by the independent non-executive Directors (excluding an independent non-executive Director who is the grantee). Where the board of Directors proposes to grant any Option to a Participant who is a substantial shareholder or an independent non-executive Director or any of their respective associates (including a discretionary trust whose discretionary objects include a substantial Shareholder or an independent non-executive Director or a company beneficially owned by any substantial Shareholder or independent non-executive Director), would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted pursuant to the Proposed Share Option Scheme and other share option schemes of the Company (including options exercised, cancelled and outstanding) to such Participant in the 12-month period up to and including the date of grant:

- (a) representing in aggregate more than 0.1% of the total number of Shares in issue; and
- (b) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000,

such proposed further grant of Options must be approved by the Shareholders in general meeting. In such a case, the Company shall send a circular to the Shareholders containing all those terms as required under the Main Board Listing Rules. All connected persons of the Company must abstain from voting in favour at such general meeting (except that any connected person may vote against the relevant resolution provided that his intention to do so has been stated in the circular). Any vote taken at the meeting to approve the grant of such Options must be taken on a poll. Shareholders' approval as required under this paragraph (7) is also required for any changes in the terms of Options granted to a Participant who is a substantial Shareholder or an independent non-executive Director, or any of their respective associates.

**(8) TIME OF EXERCISE OF OPTION**

An Option may be exercised in accordance with the terms of the Proposed Share Option Scheme at any time during a period of not more than 10 years to be notified by the Board to each grantee, which period shall deem to commence on the date of the offer of the Option to the Participant and expire on the last day of such period as determined by the Board.

Unless otherwise determined by the Board and specified in the offer letter to be given to the Participant at the time of the offer of the Option, there is neither any performance targets that need to be achieved by the grantee before an Option can be exercised nor any minimum period for which an Option must be held before it can be exercised.

**(9) RIGHTS ARE PERSONAL TO GRANTEE**

An Option shall be personal to the grantee and shall not be transferable nor assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests in favour of any third parties over or in relation to any Options (where the Grantee is a company, any changes of its major shareholder or any substantial changes in its management (to be determined by the Board at its absolute discretion) will be deemed to be a sale or transfer of interest aforesaid). Any breaches of the foregoing by a grantee shall entitle the Board to cancel any outstanding Options or part thereof.

**(10) RIGHTS ON CEASING EMPLOYMENT OR ENGAGEMENT**

If the grantee of an Option ceases to be a Participant for any reason other than on his death or termination of his employment, directorship, office or appointment on one or more of the grounds specified in paragraph (17)(e) below, the grantee may exercise the Option up to the grantee's entitlement at the date of cessation (to the extent which has become exercisable and not already been exercised) within the period of 3 months (or such longer period as the Board may determine) following the date of such cessation.

Such date of cessation shall be, in the case of an employee, a director, a consultant, professional and other advisers or chief executives of the relevant company, the last actual working day with the relevant company whether salary is paid in lieu of notice or not, or the last date of office or appointment, or in the case of a discretionary object, the date of the last actual working day with the relevant company or the last date of office or appointment of the settlor of the discretionary trust and the date of cessation as determined by a resolution of the board of directors or governing body of the relevant company shall be conclusive.

**(11) RIGHTS ON DEATH**

If the grantee of an Option, if an individual, dies before exercising the Option in full and none of the events which would be a ground for termination of his employment, directorship, office or appointment under paragraph (17)(e) below arises, the personal representative(s) of the deceased grantee shall be entitled within a period of 12 months, or such longer period as the Board may determine, from the date of death, to exercise the Option up to the entitlement of such grantee as at the date of death (to the extent that the Option has become exercisable and not already been exercised).

**(12) REORGANISATION OF CAPITAL STRUCTURE**

In the event of a capitalisation of profits or reserves, further rights issues of Shares, consolidation or sub-division of Shares, or reduction of the share capital of the Company in accordance with applicable laws and regulatory requirements (other than an issue of any share capital as consideration in respect of a transaction), such corresponding adjustments (if any) shall be made to:

- (a) the number of Shares, the subject matter of the Option (insofar as it is unexercised); and/or
- (b) the price at which the Options are exercisable.

Any such adjustment shall be in compliance with the requirements of the Main Board Listing Rules and made on the basis that:

- (i) the proportion of the issued share capital of the Company to which an Option-holder is entitled after such adjustment shall remain the same as that to which he was entitled before such adjustment; and
- (ii) it will not enable any Share to be issued at less than its nominal value, or to increase the proportion of the issued share capital of the Company for which any Option-holder would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustments; and
- (iii) the auditors or independent financial adviser selected by the Board (as appropriate) must confirm to the Board in writing that the adjustment satisfies the requirements of the note to Rule 17.03(13) of the Main Board Listing Rules, except where such adjustment is made on a capitalisation issue.

**(13) RIGHTS ON TAKE-OVER**

If a general offer by way of take-over (other than by way of scheme of arrangement pursuant to paragraph (14) below) is made to all the Shareholders (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and if such offer becomes or is declared unconditional prior to the expiry of the relevant period of which an Option may be exercised, the Company shall forthwith give notice thereof to the grantee and the grantee (or his personal representative(s)) may by notice in writing to the Company within 21 days of such notice of the offeror exercise the Option (to the extent that the Option has become exercisable on the date of the notice of the offeror and not already been exercised) to its full extent or to the extent specified in such notice.

**(14) RIGHTS ON SCHEME OF ARRANGEMENT**

If a general offer by way of scheme of arrangement is made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, the Company shall forthwith give notice thereof to the grantee and the grantee (or his personal representative(s)) may thereafter (but only until such time as shall be notified by the Company, after which it shall lapse) exercise the Option (to the extent the Option has become exercisable and not already been exercised) to its full extent or to the extent specified in such notice.

**(15) RIGHTS ON A COMPROMISE OR ARRANGEMENT**

If a compromise or arrangement between the Company and its Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, other than a general offer or a scheme of arrangement contemplated in paragraph (13) or (14) above, the Company shall give notice thereof to the grantee on the same date as it despatches the notice to each Shareholder or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon the grantee (or his personal representative(s)) may forthwith and until the expiry of the period commencing on such date and ending on the earlier of two months thereafter and the date on which such compromise or arrangement is sanctioned by the court, exercise any of his Options (to the extent the Option has become exercisable and not already been exercised) whether in full or in part, but the exercise of an Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under the Proposed Share Option Scheme. The Company may require the grantee (or his personal representative(s)) to transfer or otherwise deal with the Shares issued as a result of the exercise of Options in these circumstances so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement.

**(16) VOLUNTARY WIND-UP**

If a notice is given by the Company to its Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, the Company shall on the same date as or soon after it despatches such notice give notice thereof to all grantees. Each grantee (or his legal personal representative(s)) may by notice in writing to the Company (such notice to be received by the Company not later than two Trading Days prior to the date of the proposed general meeting, exercise the Option (to the extent the Option has become exercisable and not already been exercised) in accordance with the Proposed Share Option Scheme whereupon the Company shall as soon as possible and, in any event, no later than the Trading Day immediately prior to the date of the proposed general meeting allot the relevant Shares to the grantee credited as fully paid.



**(17) LAPSE OF OPTIONS**

An Option shall lapse automatically and not be exercisable (to the extent not already been exercised) on the earliest of:

- (a) the expiry of the option period;
- (b) the expiry of the periods referred to in paragraph (10), (11), (13) or (16) above respectively;
- (c) subject to the scheme of arrangement referred to in paragraph (14) becoming effective, the expiry of the period referred to in paragraph (14) above;
- (d) subject to the compromise or arrangement referred to in paragraph (15) becoming effective, the expiry of the period referred to in paragraph (15) above;
- (e) the date on which the grantee ceases to be a full-time or part-time employee, director, consultant, professional or other adviser, discretionary objects of a discretionary trust established by any substantial shareholders of the Company or any employees, executive or non-executive directors of each member of the Group or chief executive or substantial shareholder of the Company (as the case may be) by reason of the termination of his employment, directorship, office or appointment on the grounds that he has been guilty of misconduct, or appears either to be unable to pay or have no reasonable prospect of being able to pay debts, or has become insolvent, or has made any arrangements or compositions with his creditors generally, or has been convicted of any criminal offences involving his integrity or honesty, in the event of which the board of directors of the relevant company or substantial shareholder of the Company (as the case may be) shall at its absolute discretion determine whether the employment, directorship, office or appointment of the Grantee has been terminated on one or more of the grounds specified in this paragraph (17)(e);
- (f) the close of two Trading Days prior to the general meeting of the Company held for the purpose of approving the voluntary winding-up of the Company or the date of commencement of the winding-up of the Company referred in paragraph (16) above;
- (g) the date on which the Option is cancelled by the Board as provided in paragraph (9) above; or
- (h) the date on which the Option is cancelled by the Board as set forth in paragraph (19) below.

**(18) RANKING OF SHARES**

The Shares to be allotted upon the exercise of an Option will be subject to the memorandum and articles of association of the Company and will rank pari passu in all respects with the fully paid Shares in issue on the date of their allotment and issue, and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment and issue other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment and issue.

**(19) CANCELLATION OF OPTIONS GRANTED**

The Board may, with the consent of the relevant grantee, at any time at its absolute discretion cancel any Option granted but not exercised. Where the Company cancels Options and makes an offer of grant of new Options to the same grantee, the offer of such new Options may only be made under the Proposed Share Option Scheme with available Options (to the extent not yet granted and excluding the cancelled Options) within the limit approved by the Shareholders as mentioned in paragraph (6) above.

**(20) PERIOD OF THE PROPOSED SHARE OPTION SCHEME**

The Proposed Share Option Scheme will remain valid for a period of 10 years commencing on the date on which the Proposed Share Option Scheme is conditionally adopted by the Company, after which period no further Options will be issued but in all other respects the provisions of the Proposed Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the Proposed Share Option Scheme, and Options which are granted during the life of the Proposed Share Option Scheme may continue to be exercisable in accordance with their terms of issue.

**(21) ALTERATION TO THE PROPOSED SHARE OPTION SCHEME**

The provisions of the Proposed Share Option Scheme may be altered in any respect by resolution of the Board except that the provisions relating to matters contained in Rule 17.03 of the Main Board Listing Rules shall not be altered to the advantage of Participants except with the prior approval of a resolution of the Shareholders in general meeting (with Participants and their associates abstaining from voting). No such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction in writing of such majority of the affected grantees as would be required the Shareholders under the articles of association of the Company for a variation of the rights attached to the Shares.

Any alterations to the terms and conditions of the Proposed Share Option Scheme which are of a material nature or any change to the terms of Options granted shall be approved by the Shareholders, except where the alterations take effect automatically under

the existing terms of the Proposed Share Option Scheme. Any changes to the authority of the Board or scheme administrators in relation to any alterations to the terms of the Proposed Share Option Scheme must be approved by the Shareholders in general meeting. The terms of the Proposed Share Option Scheme, as it may from time to time be amended, must comply with the relevant requirements of Chapter 17 of the Main Board Listing Rules and the laws of Hong Kong in force from time to time.

**(22) TERMINATION**

The Company by resolution in general meeting or the Board may at any time terminate the operation of the Proposed Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the Proposed Share Option Scheme shall remain in full force and effect.

Details of the Options granted, including Options exercised or outstanding, under the Proposed Share Option Scheme and (if applicable) Options that become void or non-exercisable as a result of the termination must be disclosed in the circular to the Shareholders seeking approval of the first new share option scheme to be established after such termination of the Proposed Share Option Scheme.

**(23) CONDITIONS OF THE PROPOSED SHARE OPTION SCHEME**

The Proposed Share Option Scheme is conditional upon (a) the passing of an ordinary resolution by the Shareholders to approve (i) the termination of the GEM Share Option Scheme; and (ii) the adoption of the Proposed Share Option Scheme; (b) 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 of the terms of the Proposed Share Option Scheme; (c) the Listing Committee granting approval of the listing of, and permission to deal in, any Shares representing 10% of the total issued share capital of the Company as at the date of passing the relevant resolution approving the adoption of the Proposed Share Option Scheme (which, assuming that there is no change in the total issued share capital of the Company from the Latest Practicable Date to the date of passing of the relevant resolution approving the adoption of the Proposed Share Option Scheme, shall be 44,520,000 Shares) which may be issued pursuant to the exercise of Options granted under the Proposed Share Option Scheme; and (d) the commencement of dealings of the Shares on the Main Board.

## NOTICE OF EGM



# 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 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

## NOTICE OF EGM

- (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

## NOTICE OF EGM

*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.