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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 on Main Board: 3899

Stock code on GEM: 8289

**NOTICE OF VOLUNTARY WITHDRAWAL OF LISTING
ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED,
LISTING BY WAY OF INTRODUCTION OF THE ENTIRE ISSUED
SHARES OF THE COMPANY ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED,
AND
RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

Sponsor



China Everbright Capital Limited

The Board is pleased to announce that resolutions approving, amongst other things, the Proposed Withdrawal were passed by the Shareholders at the EGM held on 12 July 2006. Notice is hereby given that the last day of dealings in the Shares on GEM will be Wednesday, 19 July 2006 and the listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Thursday, 20 July 2006. It is expected that dealings in the Shares on the Main Board (stock code: 3899) will commence at 9:30 a.m. on Thursday, 20 July 2006.

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 of the Company. 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 lots of 2,000 Shares each and in HK\$ trading currency upon the listing of the Shares on the Main Board.

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 Withdrawal and the Proposed Introduction are subject to the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Withdrawal and the Proposed Introduction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the announcement of the Company dated 26 June 2006 and the circular dated 27 June 2006 in relation to, amongst other things, the Proposed Withdrawal.

The Board is pleased to announce that the following resolutions were duly passed by the Shareholders at the extraordinary general meeting of the Company held on 12 July 2006 (the "EGM"):

1. the ordinary resolution approving the Proposed Withdrawal and the proposed reduction of the notice period for the Proposed Withdrawal required under Rule 9.19(3) of the GEM Listing Rules to a minimum of five clear Business Days; and
2. the ordinary resolution approving the adoption of the Proposed Share Option Scheme and the termination of the GEM Share Option Scheme.

Notice is hereby given that subject to the Proposed Withdrawal and the Proposed Introduction becoming unconditional, the last day of dealings in the Shares on GEM will be Wednesday, 19 July 2006 and the listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Thursday, 20 July 2006. It is expected that dealings in the Shares on the Main Board (stock code: 3899) will commence at 9:30 a.m. on Thursday, 20 July 2006.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the existing Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates of the Company. 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 the Main Board in board lots of 2,000 Shares each and in HK\$ trading currency upon the listing of the Shares on the Main Board. **Please note that if and when the Shares are listed on the Main Board, Shareholders may be required to sign a new client agreement with their stockbrokers.**

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

- (i) the Listing Committee granting approval for the listing of, and permission to deal in, on the Main Board (a) the 445,200,000 Shares in issue; (b) 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 (c) any Shares representing 10% of the total issued share capital of the Company as at 12 July 2006 (being the date on which the resolution approving the adoption of the Proposed Share Option Scheme was passed at the EGM) which may be issued upon the exercise of any options which may be granted under the Proposed Share Option Scheme;
- (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.

The condition (ii) above has already been fulfilled. The condition (iii) above is being fulfilled by way of publication of this announcement.

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 12 July 2006 (being the date on which the resolution approving the adoption of the Proposed Share Option Scheme was passed at the EGM) 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.

The condition (i) above has already been fulfilled. The terms of the Proposed Share Option Scheme are in accordance with Chapter 17 of the Main Board Listing Rules.

The listing of the Shares on the Main Board by way of introduction will be treated as a new listing. As a result, the closing price on the last day of dealings in the Shares on GEM will not be disclosed as the previous closing price of the Shares on the date of commencement of dealings in the Shares on the Main Board. However, it will be disclosed as a note on teletext for reference purposes only.

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

Hong Kong, 12 July 2006

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

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 enquiries, 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 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.