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# **CIMC ENRIC**

## **CIMC Enric Holdings Limited**

### **中集安瑞科控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3899)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of CIMC Enric Holdings Limited (the “**Company**”) will be held at Room 2102, 21/F, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong on 20 May 2024 (Monday) at 3:00 p.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and the directors’ and independent auditor’s reports for the year ended 31 December 2023.
2. To declare a final dividend in respect of 2023 of HKD0.30 per ordinary share.
3. To consider the re-election of the Directors, each as a separate resolution:
  - (i) To re-elect Mr. Yu Yuqun as a non-executive Director.
  - (ii) To re-elect Mr. Zeng Han as a non-executive Director.
  - (iii) To re-elect Mr. Wang Yu as a non-executive Director.
  - (iv) To re-elect Ms. Wong Lai, Sarah as an independent non-executive Director.
4. To authorise the board of directors to fix the remuneration of directors.
5. To appoint KPMG as auditor of the Company and to authorise the board of directors to fix the remuneration of auditor.

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the ordinary share capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares in the Company) which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to any officers, employees and/or directors of the Company and/or any of its subsidiaries and/or any other participants of such scheme or arrangement of shares or rights to acquire shares; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the total number of ordinary shares of the Company in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“**Rights Issue**” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the total number of shares in the Company repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of ordinary shares of the Company in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions nos. 6 and 7 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued ordinary shares pursuant to Resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 7 set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10 per cent. of the total number of ordinary shares of the Company in issue as at the date of passing of Resolution no. 7 (such total number to be subject to adjustment in the case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution).”

## SPECIAL RESOLUTION

9. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT:**

- (a) the amendments to the existing amended and restated articles of association of the Company set out in Appendix III to the circular dated 22 April 2024 (the “**Proposed Amendments**”) be and are hereby approved and that the new amended and restated articles of association of the Company incorporating and consolidating the Proposed Amendments in the form of the document marked “A” produced to this Meeting and for the purpose of identification signed by the chairman of this Meeting be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- (b) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments, including without limitation, attending to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 22 April 2024

*Registered Office:*

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

*Principal place of business in Hong Kong:*

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

*Head Office in the PRC:*  
CIMC R&D Center  
No. 2 Gangwan Avenue  
Shekou Industrial Zone  
Shenzhen, Guangdong  
The PRC

*Notes:*

1. The audited consolidated financial statements and the directors' and independent auditor's reports for the year ended 31 December 2023 are contained in the annual report 2023, which is published on the website of the Company at <https://www.enricgroup.com/> and on the website of the HKEXnews at <http://www.hkexnews.hk>.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. Shareholders are strongly encouraged to appoint the chairman of the Meeting as proxy to attend and vote on his behalf at the Meeting.
3. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 3:00 p.m. on Saturday, 18 May 2024) or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting (or any adjourned meeting thereof) if such member of the Company so desires. In the event that a member attends and votes at the Meeting after having lodged his form of proxy, his form of proxy shall be deemed to be revoked.
5. To ascertain shareholders' entitlements to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 13 May 2024 to Monday, 20 May 2024 (both days inclusive). All transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 10 May 2024.
6. To ascertain shareholders' entitlements to the proposed final dividend relating to item no. 2 in this notice, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024 (both days inclusive). In order to qualify for the proposed final dividend, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 28 May 2024.

7. With regard to item no. 3 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu and Ms. Wong Lai, Sarah be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular of the Company dated 22 April 2024.
8. With regard to item no. 7 in the notice, an explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular of the Company dated 22 April 2024.
9. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
10. If Tropical Cyclone Warning Signal No. 8 or above, black rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at <https://www.enricgroup.com/> and on the website of the HKEXnews at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.
11. As at the date of this notice, the board of directors of the Company consists of Mr. Yang Xiaohu (President) as executive Director; Mr. Gao Xiang (Chairman), Mr. Yu Yuqun, Mr. Zeng Han and Mr. Wang Yu as non-executive Directors; and Mr. Tsui Kei Pang, Mr. Wang Caiyong, Mr. Yang Lei and Ms. Wong Lai, Sarah as independent non-executive Directors.