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Enviro Energy International Holdings Limited

環能國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

Website: <http://www.enviro-energy.com.hk>

(Stock Code: 8182)

**ANNOUNCEMENT
DEED OF CANCELLATION
AND
ACQUISITION OF SHARE IN
CHAVIS INTERNATIONAL LIMITED
CONSTITUTING A DISCLOSEABLE TRANSACTION
AND
RESUMPTION OF TRADING**

Financial adviser to the Company



Reference is made to the circular dated 28 July 2008 and the announcements dated 28 August 2008 and 2 September 2008 respectively, of the Company in connection with the TerraWest Agreement.

This announcement is also made pursuant to Rule 17.10 of the GEM Listing Rules to provide information on the Deed of Cancellation and the Acquisition of Chavis.

The Board announces that Chavis, Ms. Cheng and the Purchaser, being a wholly-owned subsidiary of the Company, had on 17 September 2008 entered into the Deed of Cancellation pursuant to which Chavis, Ms. Cheng and the Purchaser had agreed to terminate and release all their respective rights and obligations under and pursuant to the TerraWest Agreement in relation to the sale and purchase of the Sale Shares with effect from the signing of the Deed of Cancellation. As at the date of this

announcement, the Purchaser has paid the refundable Deposit to Chavis pursuant to the terms of the Letter of Intent. Pursuant to the Deed of Cancellation, Chavis had agreed to refund the Deposit to the Purchaser within 14 days thereof and the Purchaser had agreed to waive the interests accrued on the Deposit.

The Board is pleased to further announce that the Purchaser and Ms. Cheng had on 17 September 2008 entered into the Acquisition Agreement in respect of the Acquisition of Chavis.

The Acquisition of Chavis constitutes a discloseable transaction of the Company under Rule 19.06 of the GEM Listing Rules.

A circular containing, among other things, further details of the Deed of Cancellation and the Acquisition of Chavis and other disclosures in connection with the Acquisition of Chavis required under the GEM Listing Rules will be dispatched to the Shareholders in due course.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 18 September 2008 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 19 September 2008.

Reference is made to the circular dated 28 July 2008 and the announcements dated 28 August 2008 and 2 September 2008 respectively, of the Company in connection with the TerraWest Agreement.

This announcement is also made pursuant to Rule 17.10 of the GEM Listing Rules to provide information on the Deed of Cancellation and the Acquisition of Chavis.

The Board announces that Chavis, Ms. Cheng and the Purchaser, being a wholly-owned subsidiary of the Company, had on 17 September 2008 entered into the Deed of Cancellation pursuant to which Chavis, Ms. Cheng and the Purchaser had agreed to terminate and release all their respective rights and obligations under and pursuant to the TerraWest Agreement in relation to the sale and purchase of the Sale Shares with effect from the signing of the Deed of Cancellation.

The Board is pleased to further announce that the Purchaser and Ms. Cheng had on 17 September 2008 entered into the Acquisition Agreement in respect of the Acquisition of Chavis.

Details of the Deed of Cancellation and the Acquisition Agreement are set out below.

THE DEED OF CANCELLATION

Date: 17 September 2008 (after trading hours)

Parties: Party A : Chavis, as vendor
Party B : Rich Concept Technology Limited, a wholly-owned subsidiary of the Company, as purchaser
Party C : Ms. Cheng, as guarantor

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Chavis and Ms. Cheng are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules).

Asset involved in the Deed of Cancellation

Pursuant to the Deed of Cancellation, Chavis, Ms. Cheng and the Purchaser had agreed to terminate and release all their respective rights and obligations under and pursuant to the TerraWest Agreement in relation to the sale and purchase of the Sale Shares with effect from the signing of the Deed of Cancellation.

As at the date of this announcement, the Purchaser has paid the refundable Deposit to Chavis pursuant to the terms of the Letter of Intent.

Pursuant to the Deed of Cancellation, Chavis had also agreed to refund the Deposit to the Purchaser within 14 days thereof and the Purchaser had agreed to waive the interests accrued on the Deposit.

THE ACQUISITION AGREEMENT

Date: 17 September 2008 (after trading hours)

Parties: Purchaser : Rich Concept Technology Limited, a wholly-owned subsidiary of the Company
Vendor : Ms. Cheng

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Ms. Cheng is a third party independent of the Company and its connected persons (as defined in the GEM Listing Rules).

Assets to be acquired

The Chavis Share, representing the entire issued share capital of Chavis, which in turn holds approximately 67.08% of the existing issued and outstanding common voting shares of TerraWest or approximately 48.65% of the enlarged issued and outstanding common voting shares of TerraWest upon full conversion of all the existing preferred voting shares and warrants of TerraWest as of the date of this announcement.

After Completion, Chavis will become a wholly-owned subsidiary of the Company and its accounts will be consolidated into those of the Company. Assuming no conversion of any of the existing preferred voting shares and warrants of TerraWest into common voting shares of TerraWest, TerraWest will be considered as a non wholly-owned subsidiary of Chavis and its financial statements will be consolidated into the accounts of Chavis, subject to confirmation by the Company's auditors.

Consideration

The total consideration for the Acquisition of Chavis is US\$4.031 million (equivalent to approximately HK\$31.44 million), which shall be settled by the Company in the following manner:

1. US\$1.031 million (equivalent to approximately HK\$8.042 million) shall be paid by cashier's order to Ms. Cheng as part of the Consideration on Completion; and
2. US\$3 million (equivalent to approximately HK\$23.4 million) shall be satisfied by the allotment and issue of 93,600,000 new Shares at HK\$0.25 per Consideration Share on the Allotment Date.

The Consideration has been arrived at after arm's length negotiation between the parties to the Acquisition Agreement with reference to (1) the Group's internal assessment on the Target Group taking into account the value of TerraWest and the PSC (hereinafter defined) held by TerraWest with reference to similar acquisition of companies with CBM projects in the PRC; (2) the future business prospects of the Target Group; (3) the strategic value of the Target Group on the future development of the Group; and (4) the potential business opportunities that can be provided to the Group.

The Company intends to finance the cash consideration with internal financial resources and/or funds raised from previous equity placements.

Consideration Shares

The issue price of HK\$0.25 per Consideration Share represents (i) a premium of approximately 38.9 % to the closing price of HK\$0.18 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a premium of approximately 21.8% to the 5-day average closing price of approximately HK\$0.2052 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day. The total market value of the Consideration Shares amounted to HK\$16,848,000 based on the closing price of HK\$0.18 per Share as quoted on the Stock Exchange on the Last Trading Day.

The Consideration Shares comprise 93,600,000 new Shares, which represents approximately 4.01% of the Company's existing issued share capital as of the date of this announcement and approximately 3.85% of the Company's enlarged issued share capital after the allotment and issue of the Consideration Shares on the Allotment Date.

The Consideration Shares will be issued, credited as fully paid, to Ms. Cheng on the Allotment Date pursuant to the existing general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 21 January 2008 under which up to 20% of the aggregate nominal amount of the share capital of the Company in issue on that date can be allotted and issued (the "**General Mandate**"). As of 21 January 2008, the number of issued Shares were 2,226,080,800. Therefore the Directors were authorised to allot and issue up to 445,216,160 Shares under the General Mandate. As of the date of this announcement, 100% of the General Mandate (representing 445,216,160 Shares) has not been utilised and is therefore sufficient to cover the Consideration Shares to be allotted and issued on the Allotment Date.

The Consideration Shares, when issued, will rank pari passu with the existing issued fully-paid Shares including the right to receive in full all dividends and other distributions declared after the Allotment Date.

The Company will apply to the GEM Listing Committee for the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange.

Restrictions on the sale of the Consideration Shares

The Consideration Shares shall be subject to a lock-up period of 12 months from the date of Completion, during which the Consideration Shares shall not be transferred, sold, lent, charged, mortgaged, otherwise used as security or otherwise encumbered.

Conditions precedent

Completion is subject to the fulfillment or waiver of the following conditions:

1. the Purchaser, being satisfied, at its absolute discretion, with the results of the due diligence conducted by the Purchaser on the Target Group;
2. the Purchaser being satisfied with a legal opinion (in the terms approved by the Purchaser) and addressed to the Purchaser by qualified lawyers in the BVI on matters relating to the Target Group;
3. the Purchaser being satisfied with a legal opinion (in the terms approved by the Purchaser) and addressed to the Purchaser by qualified lawyers in Canada on matters relating to the Target Group;
4. the Purchaser being satisfied with a tax opinion (in the terms approved by the Purchaser) and addressed to the Purchaser by qualified tax adviser in Canada that there is no tax liability to the Purchaser and Ms. Cheng under the law of Canada in respect of the sale and purchase of the Chavis Share and the transactions as contemplated in the Acquisition Agreement;
5. the delivery by Ms. Cheng to the Purchaser of a copy of the unaudited consolidated financial statements of the Target Group for the period from 2 January 2008 to 31 July 2008 (certified as true and correct by Ms. Cheng);
6. the passing of the relevant resolutions of the Board for approving, among others, (i) the Acquisition Agreement and the transactions contemplated therein as required by the GEM Listing Rules; and (ii) the allotment and issue of the Consideration Shares to Ms. Cheng;
7. the passing of the relevant resolutions of the board of directors of the Purchaser for approving, among others, the Acquisition Agreement and transactions contemplated therein;
8. all liabilities, except for other payables and accrued liabilities disclosed in the unaudited consolidated financial statements of the Target Group in item 5 above, of the Target Group having been settled by Ms. Cheng (not sourced from any asset within the Target Group) and the Target Group will be free of any liability upon Completion;
9. the approval for the listing of, and permission to deal in, the Consideration Shares having been granted by the GEM Listing Committee; and
10. if required, the relevant authorities in the BVI, PRC or Canada approving the transactions contemplated in the Acquisition Agreement.

Completion

Completion will take place on the next Business Day on which the last of the outstanding conditions above has been fulfilled or waived or such other date being not later than 31 October 2008 or such other date as is agreed in writing by the parties.

Change in shareholding structure of the Company

Assuming no further Shares are issued and/or repurchased by the Company before the Allotment Date, the shareholding structure of the Company as of the date of this announcement and immediately after the Allotment Date are as follows:

Name of Shareholders	Existing		Upon allotment and issue of Consideration Shares on Allotment Date	
	No. of Shares	%	No. of Shares	%
Colpo Mercantile Inc. ⁽¹⁾	1,183,180,000	50.63	1,183,180,000	48.68
Ms. Cheng ⁽²⁾	–	–	93,600,000	3.85
Public Shareholders	1,153,700,800	49.37	1,153,700,800	47.47
	<u>2,336,880,800</u>	<u>100.00</u>	<u>2,430,480,800</u>	<u>100.00</u>

Notes:

- (1) The entire issued share capital of Colpo Mercantile Inc. is beneficially owned by Mr. Chan Wing Him, Kenny, the Chairman, the Chief Executive Officer of the Company and an executive Director.
- (2) Upon the allotment and issue of the Consideration Shares to Ms. Cheng on the Allotment Date, Ms. Cheng shall be classified as a public Shareholder.

INFORMATION ON THE GROUP

The Group is principally engaged in energy production projects, including exploration, exploitation and extraction of oil, natural gas and CBM. The Group also specialises in the exploration of climate change related technology, including geological sequestration of CO₂, enhanced CBM, enhanced oil recovery, coal mine methane mitigation and green house gasses emissions reduction. The Group's business objective is to create its Shareholders' value by developing conventional and unconventional energy resources around the world.

REASONS FOR THE DEED OF CANCELLATION AND THE ACQUISITION OF CHAVIS

The Directors believe that acquiring the Chavis Share, which results in acquiring the Sale Shares indirectly through Chavis, will present a more beneficial structure for the Group, taking into account business and tax considerations. Accordingly, the Purchaser had decided to enter into the Deed of Cancellation and agreed with Ms. Cheng on the Acquisition of Chavis.

As disclosed in the circular dated 28 July 2008, in the PRC, forecast demand for natural gas outstrips supply by a wide margin and the development of CBM and other unconventional natural gas resources is being encouraged by the central government. The Group is able to deliver leading CBM exploration and production technology through internal knowledge and experience as well as through strategic alliances with world-class service providers. The PRC is considered one of the most prospective regions in the world for CBM based on widespread, high quality coal resources.

The Directors believe that there is strong and growing interest in the development of CBM resources globally following the enormous success of CBM developments in North America and Australia.

The Group has developed a strategy to respond to global concerns over climate change and emissions of greenhouse gases by becoming involved in the sequestration and storage of CO₂ and enhanced hydrocarbon production. There is a consensus amongst business forecasters that emerging market systems for valuing and trading the emission credits created by sequestration of CO₂. This will provide additional economic value to the feasible projects that the Group undertakes. Given the high demand for clean energy, high energy prices and environmental issue, CBM is regarded as a key source of alternative clean energy which can ease the shortage of natural gas in the world.

Based on the foregoing, the Directors consider that after Completion, the 47% interest in the PSC held by TerraWest is expected to contribute additional profits and cashflow in the long run and accelerate the pace of business expansion of the Group. Besides, the Group has moved a further step forward in achieving its objective as aforesaid.

The Directors believe that the terms of the Acquisition Agreement are fair and reasonable and in the best interest of the Shareholders and the Company as a whole.

INFORMATION ON MS. CHENG

Ms. Cheng is the sole beneficial owner of Chavis. There are no previous transactions between the Company with Ms. Cheng which may require aggregation under Rule 19.22 of the GEM Listing Rules.

INFORMATION ON THE TARGET GROUP

Chavis

Chavis was incorporated on 2 January 2008 and its principal activity is holding its investment in TerraWest.

TerraWest

TerraWest is a privately owned CBM exploration and development company established by premier coal/CBM consultants including principals of Norwest Corporation, an international CBM and energy consulting company, based in Calgary, Alberta, Canada. TerraWest was established to pursue CBM exploration and development in the PRC which is the sole business of the enterprise at this time. TerraWest currently holds a 47% interest in a production sharing contract dated 30 December 2005 (the “PSC”) with China United Coalbed Methane Corporation (“CUCBM”), which holds a 53% interest in the PSC, covering approximately 655 square kilometers (approximately 162,000 acres) in the Junggar Basin of Xinjiang province in the northwest of the PRC. It is one of the CBM production sharing contracts in the PRC with a foreign party on an area leased by PetroChina Company Limited (“PetroChina”), which “H” shares and American depository shares are listed on the Stock Exchange and the New York Stock Exchange, Inc. respectively.

Initial drilling program 2006 under the PSC

TerraWest completed three coal test wells in 2006, with depths ranging from 526 meters to 768 meters. The wells intersected the principal target Jurassic Xishanyao (“**J2x**”) formation as planned and aggregate coal seam thicknesses were found to be impressive, ranging from 16 meters to 43 meters. The two main J2x coal seams intersected in wells LGH 06-01 and 06-03 are over 30 meters in total thickness. The J2x coal seams are well developed over much of the project area of the PSC and are extensively mined using underground mining methods. The deeper Jurassic Badaowan formation that is the secondary exploration target was not drilled in 2006, and remains virtually unexplored in the project area. Elsewhere in the region it is of mineable thickness, and is exploited by underground mining. The term “Jurassic” is the geologic age of the rock formations. The two identified geologic formations (“**Jurassic Xishanyao**” and “**Jurassic Badaowan**”) are the coal-bearing formations and are considered to be the prospective gas-bearing geologic formations. The use of the names of the formations indicates that TerraWest has identified the target prospective gas zones.

Characteristic of the target coal formation under the PSC

Test well drilling and CBM desorption analysis were completed under the project management of Norwest Corporation. Norwest Corporation concluded that the coal in the area tested is High Volatile Bituminous C to Subbituminous A in rank, with variable gas content ranging to 100 standard cubic feet per ton of coal. Initial gas resource estimates and production testing are expected to be completed during the next work program scheduled for the second half of 2008. The terms “High Volatile Bituminous C” and “Subbituminous A” are the accepted scientific, industry-standard terms that indicate the type of coal and therefore indicate a prospective natural gas content. The use of the terms indicates that TerraWest has identified the type of coal which is in the target prospective gas zones.

Junggar Basin

The Junggar Basin is highly prospective for CBM reserves due to the existence of extensive coal resources with known gas content. The preliminary estimate of CBM gas potential for the Junggar Basin, as reported by CUCBM, is 69 trillion cubic feet (approximately 2 trillion cubic meters). The southern Junggar Basin is an active coal mining area and is also a productive petroleum and natural gas area with existing production facilities.

Existing natural gas pipeline infrastructure in the vicinity of the project area carries conventional natural gas to Urumqi, the capital and largest city in Xinjiang, and links the area to the major trans-national West-East natural gas pipeline, owned and operated by PetroChina. This pipeline is the key transportation vehicle in moving gas from the western part of the PRC, where resources are rich, to the densely populated and industrialized eastern part of the PRC. Spanning over nine provinces, the annual gas transmission capacity of this pipeline is estimated by PetroChina at 420 billion cubic feet.

FINANCIAL INFORMATION ON THE TARGET GROUP

Chavis’s unaudited consolidated financial statements are prepared using Hong Kong generally accepted accounting principles. The unaudited consolidated net asset value before minority interests of Chavis as of 31 July 2008 was CAD2,665,119 (equivalent to approximately HK\$19,394,000).

The unaudited consolidated net loss before minority interests of Chavis for the period from 2 January 2008 (its date of incorporation) to 31 July 2008 was CAD1,176,888 (equivalent to approximately HK\$8,564,000).

GENERAL

The Acquisition of Chavis constitutes a discloseable transaction of the Company under Rule 19.06 of the GEM Listing Rules.

A circular containing, among other things, further details of the Deed of Cancellation and the Acquisition of Chavis and other disclosures in connection with the Acquisition of Chavis required under the GEM Listing Rules will be dispatched to the Shareholders in due course.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 18 September 2008 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 19 September 2008.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Acquisition Agreement”	the agreement relating to the sale and purchase of the Chavis Share entered into between Ms. Cheng and the Purchaser on 17 September 2008
“Acquisition of Chavis”	the proposed acquisition by the Purchaser of the Chavis Share from Ms. Cheng pursuant to the Acquisition Agreement
“Allotment Date”	any day, at the discretion of the Purchaser, falling within 120 days after the date of Completion when the Consideration Shares shall be allotted and issued to Ms. Cheng pursuant to the Acquisition Agreement
“Board”	the board of Directors
“Business Day”	any day (not being a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAD”	Canadian dollars, the lawful currency of Canada
“CBM”	coal bed methane
“Chavis”	Chavis International Limited, a company incorporated in the BVI with limited liability

“Chavis Share”	one issued share without par value in the capital of Chavis
“Company”	Enviro Energy International Holdings Limited, incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Completion”	completion of the Acquisition of Chavis in accordance with the terms and conditions of the Acquisition Agreement
“Consideration”	the consideration for the Acquisition of Chavis pursuant to the Acquisition Agreement
“Consideration Shares”	being 93,600,000 new Shares to be allotted and issued at an issue price of HK\$0.25 per Share, credited as fully paid, to satisfy part of the Consideration, on the Allotment Date and “Consideration Share” shall be construed accordingly
“CO ₂ ”	carbon dioxide
“Deed of Cancellation”	the deed of cancellation dated 17 September 2008 entered into between Chavis, Ms. Cheng and the Purchaser pursuant to which the parties thereto agreed to, among others, cancel the TerraWest Agreement
“Deposit”	US\$3 million (equivalent to approximately HK\$23.4 million)
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing committee for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries and jointly-controlled entity
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	17 September 2008, being the last trading day before the publication of this announcement
“Letter of Intent”	the letter of intent dated 11 March 2008 entered into between the Purchaser and Chavis in respect of the sale and purchase of certain shares in TerraWest

“Ms. Cheng”	Cheng Miu Fong, the sole beneficial owner of Chavis
“PRC”	the People’s Republic of China
“Purchaser”	Rich Concept Technology Limited, a wholly-owned subsidiary of the Company
“Sale Shares”	108,000,000 issued common shares without par value in the capital of TerraWest comprising approximately 67.08% of the existing issued and outstanding common voting shares of TerraWest or approximately 48.65% of the enlarged issued and outstanding common voting shares of TerraWest upon full conversion of the existing preferred voting shares and warrants of TerraWest as of the date of this announcement
“Share(s)”	the share(s) of HK\$0.0025 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Group”	Chavis and TerraWest
“TerraWest”	TerraWest Energy Corp., a company incorporated in Canada with limited liability
“TerraWest Agreement”	the agreement relating to the sale and purchase of the Sale Shares entered into between Chavis, Ms. Cheng and the Purchaser on 9 July 2008 and the supplemental deed dated 28 August 2008 entered into between the same parties
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

Unless otherwise specified in this announcement, translations of US\$ into HK\$ and CAD into HK\$ are made in this announcement, for illustration purpose only, at the rates of US\$1.00 to HK\$7.80 and CAD1.00 to HK\$7.277, respectively.

By Order of the Board
Enviro Energy International Holdings Limited
Chan Wing Him Kenny
Chairman and Chief Executive Officer

Hong Kong, 18 September 2008

As at the date of this announcement, the Directors are:

Executive Directors:

Mr. Chan Wing Him Kenny

Dr. Arthur Ross Gorrell

Independent non-executive Directors

Mr. David Tsoi

Mr. Lo Chi Kit

Mr. Tam Hang Chuen

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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 website of GEM at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days and the website of the Company at www.enviro-energy.com.hk.