

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



## **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 on Main Board: 1102)

(Stock Code on GEM: 8182)

### **TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

On 5 October 2010, an application was made by the Company to the Stock Exchange for the Transfer. The Company has applied for the listing of, and permission to deal in, (i) 2,777,458,800 Shares in issue; and (ii) 259,222,200 new Shares and 163,196,080 new Shares which may fall to be issued upon the exercise of the outstanding options which were granted and to be granted under the Share Option Scheme, on the Main Board by way of the Transfer. Approval-in-principle has been granted by the Stock Exchange on 8 December 2010 for the Shares to be listed on the Main Board according to Chapters 9A and 18 of the Listing Rules, and delisted from GEM according to Chapter 9A of the Listing Rules.

All pre-conditions for the Transfer as set out in the Listing Rules have been fulfilled in relation to the Company and its Shares.

The last day of dealings in the Shares on GEM (Stock code: 8182) will be 16 December 2010. Dealings in the Shares on the Main Board (Stock code: 1102) will commence at 9:30 a.m. on 17 December 2010.

The Transfer 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 change will be made to the board lot size and trading currency of the Shares and the share registrars of the Company in connection with the Transfer.

Reference is made to the announcement issued by the Company dated 5 October 2010 in relation to the formal application submitted to the Stock Exchange for the Transfer pursuant to Chapters 9A and 18 of the Listing Rules.

## **THE TRANSFER**

On 5 October 2010, an application was made by the Company to the Stock Exchange for the Transfer. The Company has applied for the listing of, and permission to deal in, (i) 2,777,458,800 Shares in issue; and (ii) 259,222,200 new Shares and 163,196,080 new Shares which may fall to be issued upon the exercise of the outstanding options which were granted and to be granted under the Share Option Scheme, on the Main Board by way of the Transfer. Approval-in-principle has been granted by the Stock Exchange on 8 December 2010 for the Shares to be listed on the Main Board according to Chapters 9A and 18 of the Listing Rules, and delisted from GEM according to Chapter 9A of the Listing Rules.

All pre-conditions for the Transfer as set out in the Listing Rules have been fulfilled in relation to the Company and its Shares.

## **REASONS FOR THE TRANSFER**

The Company has been listed on GEM since 18 February 2003. The Group is principally engaged in investment holding and development of environmental energy-related projects involving conventional oil, unconventional natural gas and state-of-the-art oil and gas related environmental technologies.

The Directors believe that the listing of the Shares on the Main Board will enhance the profile of the Group and could improve the trading liquidity of the Shares. The Directors also believe that following the Transfer, the Company can gain wider recognition among larger institutional 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 nature of business of the Group is contemplated as of the date of this announcement by the Directors following the Transfer.

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

## **DEALINGS IN THE SHARES ON THE MAIN BOARD**

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 18 February 2003, the date on which the Shares were listed on GEM. Subject to the continued compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

The last day of dealings in Shares on GEM (Stock code: 8182) will be 16 December 2010. Dealings in the Shares on the Main Board (Stock code: 1102) will commence at 9:30 a.m. on 17 December 2010.

The Transfer 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. Currently, the Shares have a board lot size of 2,000 Shares each and are traded in Hong Kong dollars. The principal share registrar of the Company is Butterfield Fulcrum Group (Cayman) Limited and the share registrar and transfer office of the Company in Hong Kong is Tricor Tengis Limited. No change will be made to the board lot size and the trading currency of the Shares and the share registrars of the Company in connection with the Transfer.

Shares will be traded under the new stock code 1102 on the Main Board in board lots of 2,000 Shares each following the Transfer.

## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

The Company has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules in relation to the Transfer:

### **MANAGEMENT PRESENCE**

Pursuant to Rule 8.12 of the Listing Rules, a new applicant for primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong and, in normal circumstances, at least two of the issuer's executive directors must be ordinary residents in Hong Kong.

The Directors, including the executive Director, Mr. Chan Wing Him Kenny ("**Mr. Chan**") and the independent non-executive Directors, namely Mr. David Tsoi, Mr. Lo Chi Kit and Mr. Tam Hang Chuen are all Hong Kong residents. However, Dr. Arthur Ross Gorrell ("**Dr. Gorrell**"), the other executive Director, is neither a Hong Kong resident nor based in Hong Kong. The Company does not have, and does not contemplate in the foreseeable future that it will have sufficient management presence in Hong Kong for the purposes of satisfying the requirements under Rule 8.12 of the Listing Rules and thus the Company applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 8.12 of the Listing Rules on the following grounds:

- (a) since the principal business operations of the Group, which include the development of environmental energy-related projects involving conventional oil, unconventional natural gas and state-of-the-art oil and gas related environmental technologies, are primarily located and conducted in various places outside Hong Kong, in particular, in the PRC, Dr. Gorrell, jointly with other members of the Board, can still manage the business of the Group. Dr. Gorrell is and will therefore continue to be based in places outside Hong Kong;
- (b) Mr. Chan, the Chairman of the Board and an executive Director, and Ms. Mok Kam Sheung, the company secretary, are ordinary residents in Hong Kong; and
- (c) the management and operation of the Group has been under the supervision of the existing executive Directors and has proven to be effective. They are responsible for the day-to-day management of the Group's business. The appointment of an additional executive Director to reside in Hong Kong or the relocation of Dr. Gorrell to Hong Kong would not only increase the administrative expenses, but would also reduce the effectiveness and responsiveness of the decision-making process of the Board, especially when business decisions are required to be made within a short period of time.

The Company has received from the Stock Exchange a waiver from strict compliance with Rule 8.12 of the Listing Rules subject to the following conditions:

- (a) Mr. Chan, the Chairman of the Board, the Chief Executive Officer of the Company and an executive Director, and Ms. Mok Kam Sheung, the company secretary, who are both ordinary residents in Hong Kong and who will continue to act as the Authorised Representatives, shall act as the principal channel of communication with the Stock Exchange. Each of the Authorised Representatives will be available to meet with the Stock Exchange within a reasonable period of time upon request and will be readily contactable by telephone, facsimile or email and is authorised to communicate on behalf of the Company with the Stock Exchange;

- (b) both of the Authorised Representatives will have means to contact all members of the Board (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact the members of the Board for any matters;
- (c) the Company shall promptly inform the Stock Exchange of any changes in the Authorised Representatives;
- (d) Dr. Gorrell, who is not an ordinary resident in Hong Kong, has always travelled to Hong Kong and the PRC for meetings, conferences and site visits on many occasions and has confirmed that he will apply for valid travel documents to visit Hong Kong when so required and will be able to meet with relevant members of the Stock Exchange within a reasonable period of time, when required;
- (e) to further enhance communication between the Stock Exchange, the Authorised Representatives and the Directors, the Company has implemented a policy whereby (i) each Director will have to provide his mobile phone number, residential phone number, facsimile number (if any) and email address to the Authorised Representatives; (ii) in the event that a Director expects to travel and be out of office, he will have to provide the phone number of the place of his accommodation or other means of communications to the Authorised Representatives; and (iii) all Directors will provide their respective mobile phone numbers, office phone numbers, facsimile numbers (if any) and email addresses to the Stock Exchange; and
- (f) meetings between the Stock Exchange and the Directors could be arranged through the Authorised Representatives or directly with the Directors within a reasonable time frame.

#### ***BASIC CONDITIONS IN RELATION TO QUALIFICATION FOR LISTING***

Pursuant to Rule 8.05 of the Listing Rules, an issuer must satisfy one of the three tests in relation to: (i) profit; (ii) market capitalisation, revenue and cash flow; or (iii) market capitalisation and revenue requirements. Under Rule 18.04 of the Listing Rules, the requirements of Rule 8.05 of the Listing Rules may not apply if the Stock Exchange is satisfied that the Directors and senior managers of the issuer, taken together, have sufficient experience of at least five years relevant to the exploration and/or extraction activities the issuer is pursuing.

As demonstrated by the information in Appendix III to the Circular, the Board believes that the executive Directors together with members of senior management (i) have extensive experience in the exploration and/or extraction activities that the Company is pursuing; and (ii) have at least five years of experience in oil and CBM exploration and extraction activities which is specific to the particular line of business and industry that the Company is pursuing in support of an application for a waiver pursuant to Rules 8.05 and 18.04 of the Listing Rules. Further details of the experiences of the Directors and senior management are set out in Appendix III to the Circular.

In view of the above, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.05 of the Listing Rules in accordance with the reasoning under Rule 18.04 of the Listing Rules.

## ***INCLUSION OF AN ACCOUNTANTS' REPORT***

The Directors are aware of the requirements of paragraph 37 of Appendix 1A to the Listing Rules, which states that a company is required to include in its circular an accountants' report in accordance with Chapter 4 of the Listing Rules.

Taking into account (i) the general principle that GEM transfer listing application should be based on the transfer applicant's existing public disclosures and it is unnecessary for it to reproduce any published information in its circular or listing documents; (ii) the Company's consolidated assets and liabilities as shown in its latest financial statements are the same before and after the Transfer; and (iii) all of the required financial information has already been published in accordance with the Listing Rules and is readily accessible by investors on the websites of the Stock Exchange and the Company, balancing the costs and benefits of reproducing this information, the inclusion of the previous published accountants' reports of the Company in the Circular is not considered as meaningful and will not provide additional significant information for investors. It is proposed that the Company be allowed to simply refer in the Circular to the existing published financial information, instead of reproducing the financial information in the Circular. The Company has applied for and the Stock Exchange has granted a waiver from strict compliance with paragraph 37 of Appendix 1A to the Listing Rules to include an accountants' report of the Company in accordance with Chapter 4 of the Listing Rules in the Circular.

## **OUTSTANDING SHARE OPTIONS, WARRANTS, PREFERRED SHARES AND CONVERTIBLE EQUITY SECURITIES**

As of the date of this announcement, the Share Option Scheme and the TWE Scheme fully comply with the requirements under Chapter 17 of the Listing Rules and will not be terminated at or before the Transfer.

As of the date of this announcement, (i) outstanding options that have been granted pursuant to the Share Option Scheme would entitle the holders thereof to subscribe for 259,222,200 Shares; and (ii) outstanding stock options that have been granted pursuant to the TWE articles would entitle the holders thereof to subscribe for 12,850,000 shares of TWE. All the outstanding options or stock options previously granted but unexercised as disclosed above will remain valid and exercisable in accordance with their terms of issue after the Transfer.

The Share Option Scheme and the TWE Scheme will remain effective after the Transfer. The listing of the Shares issued and to be issued pursuant to the Share Option Scheme will also be transferred to the Main Board pursuant to Rule 9A.10 of the Listing Rules.

TWE also had issued 8 million preferred shares and 134 million outstanding warrants as of the date of this announcement. As disclosed in more details in the Company's announcement dated 26 July 2010, the Company, through Aces Diamond International Limited, a wholly-owned subsidiary of the Company, entered into a subscription agreement with TWE on 25 July 2010, pursuant to which Aces Diamond International Limited has agreed to subscribe for 90 million units of TWE at a subscription price of C\$4,500,000. Upon completion of the said subscription in full, the Company's controlling interests, through its wholly-owned subsidiaries, in TWE will further increase to approximately 71.61% of the issued common shares and preferred shares in the capital of TWE. Upon completion of the said subscription and assuming all C warrants and D warrants are exercised in full, the controlling interests of the Company, through its wholly-owned subsidiaries, in TWE will further increase to approximately 82.29% of the issued common shares, preferred shares, warrants and stock options outstanding in the capital of TWE on a fully diluted basis.

Save for the outstanding options previously granted but unexercised under the Share Option Scheme, the Company has not issued any other options, warrants or similar rights or convertible equity securities which will be transferred to the Main Board.

## **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

On 4 October 2010, 345,498,000 Shares were allotted and issued, under the general mandate granted to the Directors by the Shareholders on 12 April 2010 to allot and issue new Shares ("**General Mandate**"), to Colpo, pursuant to a subscription agreement entered into between the Company and Colpo dated 20 September 2010, which was supplemented by a supplemental letter between the parties dated 21 September 2010.

The balance of the General Mandate and another general mandate granted to the Directors by the Shareholders on 12 April 2010 to repurchase Shares will continue to be valid and remain in effect after the Transfer until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (c) the revocation or variation of such authority by an ordinary resolution of Shareholders in general meeting.

Pursuant to the circular of the General Mandate dated 26 November 2010, the Company will refresh the General Mandate to issue securities up to 20% of the Company's issued share capital as of the date of the extraordinary general meeting of the Company to be convened and held on 13 December 2010.

## **COMPETING INTERESTS**

During the year ended 31 December 2009, Mr. Chan, an executive Director, is a director and co-chairman of Petromin whilst Dr. Gorrell, an executive Director, is a director, the president, co-chairman and chief executive officer of Petromin. Petromin is a company incorporated in British Columbia, Canada and which shares are listed on the Toronto Stock Exchange Venture Board ("**TSX**"). As of the date of this announcement, Mr. Chan directly and indirectly holds 1,615,177 stock options entitling him to subscribe for 1,615,177 common shares (representing approximately 2.8% of the issued common share capital) in Petromin. Dr. Gorrell holds 2,230,193 common shares (representing approximately 3.8% of the issued common share capital) and 1,021,000 stock options entitling him to subscribe for 1,021,000 common shares (representing approximately 1.8% the issued common share capital) in Petromin. Mr. Lo Chi Kit, an independent non-executive Director, holds 262,500 common shares in Petromin (representing approximately 0.5% the issued common share capital).

Petromin is engaged in the business of acquisition and development of oil and gas properties. For the year ended 30 September 2009, Petromin recorded an audited net loss of C\$673,039. As of 30 September 2009, the audited net assets of Petromin amounted to C\$2,486,161. As of the date of this announcement, Petromin has oil and gas properties in the Province of Alberta, Canada. Taking into account (i) the operation of Petromin's business in Canada which is geographically different from the current project operation of the Company in the PRC; (ii) the Company and Petromin have different target customers; and (iii) the Controlling Shareholders had entered into the Deed of Non-competition in favour of the Company, the Board considers that the business of Petromin does not and will not have any direct competition with the Group's business.

Save as disclosed above, none of the Directors or any of their respective associates has any interest in a business, which competes or may compete, either directly or indirectly, with the business of the Group. For further information as required under Rules 8.10(1) and (2) of the Listing Rules, please refer to the section headed "VII. Company's Relationship with our Controlling Shareholders" of Appendix III to the Circular.

#### **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be made available for inspection on the websites of the Company at <http://www.enviro-energy.com.hk> and the Stock Exchange at <http://www.hkexnews.hk>:

- (a) the memorandum and Articles of Association of the Company;
- (b) the first quarterly report of the Group for the three months ended 31 March 2010;
- (c) the interim report of the Group for the six months ended 30 June 2010;
- (d) the third quarterly report of the Group for the nine months ended 30 September 2010;
- (e) the Directors' report and the annual accounts of the Group for the year ended 31 December 2009;
- (f) the circular of the Company dated 26 November 2010 for approving, among others, the refreshment of general mandate to issue Shares;
- (g) the circular of the Company dated 19 March 2010 for approving general mandates to issue and repurchase Shares, re-election of Directors, and refreshment of the scheme mandate limit of the Share Option Scheme;
- (h) the circular of the Company dated 27 March 2009 for approving general mandates to issue and repurchase Shares, re-election of Directors, and adoption of the share option scheme of TWE by its shareholders; and
- (i) the announcements and other corporate communications published by the Company before the date of this announcement as required under the GEM Listing Rules and the Listing Rules.

#### **BIOGRAPHICAL DETAILS OF THE DIRECTORS**

The Company discloses below the biographical information of each current Director:

##### ***EXECUTIVE DIRECTORS***

**Mr. CHAN Wing Him Kenny**, aged 60, has joined the Company since 29 November 2006 as an executive Director, the chairman and chief executive officer. In addition, Mr. Chan is a member of the management committee ("**Management Committee**") as well as the chairman and a member of the remuneration committee ("**Remuneration Committee**") of the Company. Mr. Chan has over 30 years of experience in the international oil and gas industry in Western Canada, the Middle East and the PRC. Mr. Chan has extensive experience in non-conventional oil and gas production specialising in CBM through his directorship in Petromin. He also has knowledge and experience in the field of carbon dioxide injection used to enhance production of CBM with field experiences. Mr. Chan is a member of The Hong Kong Institute of Directors. Mr. Chan has a deep understanding of the upstream natural resources industry which spans over 30 years and has a reputed track record of structuring successful resources companies in the past and present. He also has extensive overseas networks and close relationships with business and financial communities in the energy sector in North America and Asia.

Mr. Chan has substantial contribution to the mining and exploration of natural resources industry; he advocates setting trends and capitalizing on world markets through the application of innovative resources technologies. With an extensive knowledge of industry needs and market demands, Mr. Chan continues to raise the bar and set new standards for resources companies around the world. Equipped with the relevant expertise and technical knowledge in the oil and gas mining and exploration activities, in particular, the ability in studying various technical, expert and research reports, assessing projects from their technical and commercial perspectives such as geological setting, resource potential, commercial viability, technological understanding and application, marketability, supply and demand, demographics, government policy and political viability, Mr. Chan has extensive experience and a track record in identifying and sourcing potentially lucrative and commercially as well as technically viable exploration and/or exploitation projects for various natural resources companies and successfully putting them into commercial production projects capable of earning revenue.

In 2001, Mr. Chan received an award for his contribution to “The Banff Centre’s Aboriginal Leadership and Management Program” at Banff, Alberta, Canada for his vision and support through Petromin and on 16 December 2000, he received the Frog Lake Nation’s “Eagle Award” in “Appreciation for Outstanding Contribution” to the Frog Lake Community of Alberta, Canada through Petromin’s efforts to co-develop with Frog Lake Energy Corp., a successful multi-well heavy oil program that is still in production as of the date of this announcement, setting a precedent in structuring joint venture working relationships with the Frog Lake First Nation Indian Band in Alberta, Canada.

Pursuant to the service contract between Mr. Chan and the Company, the length of service of Mr. Chan with the Company is for a term of three years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Chan is approximately HK\$10,467,000 per annum (which includes basic salary and allowances) and such amount of discretionary bonus which the Company may decide to pay. Such remuneration is determined with reference to the prevailing market conditions and his respective roles and responsibilities.

As of the date of this announcement, Mr. Chan has (i) corporate interests, held through Colpo, in 1,185,680,000 Shares, including 200,000,000 Shares of short position, representing approximately 42.69%, including approximately 7.2% of short position, of the issued share capital of the Company, respectively; (ii) personal interests in 8,834,000 Shares and 28,847,200 options granted under the Share Option Scheme, representing approximately 0.32% and approximately 1.04% of the issued share capital of the Company, within the meaning of Part XV of the SFO. Save as disclosed, Mr. Chan is not connected with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders and their respective associates.

**Dr. Arthur Ross Gorrell**, aged 65, joined the Company as a non-executive Director on 1 December 2007 and has been re-designated as an executive Director since June 2008. Dr. Gorrell is a member of the Management Committee. He is responsible for business expansion and development of the Group.

Graduating with honours, Dr. Gorrell received his Doctorate in Dental Surgery from the University of Alberta, Edmonton, Canada in 1968, and completed his pre graduate Basic Science Studies at the University of Calgary, Canada in 1963.



Dr. Gorrell has over 40 years of experience in the management and business development for resources and energy related industries and has served as director, officer and controlling principal of many successful mining and oil and gas ventures listed on TSX. Dr. Gorrell is highly respected by his peers and is a reputed oil man well recognised in Canada for his extensive knowledge in the oil and gas industry. In 2001, Dr. Gorrell received an award for his contribution as an honorary speaker and contributor to “The Banff Centre’s Aboriginal Leadership and Management Program” at Banff, Alberta, Canada for his vision and support through Petromin, and on 16 December 2000, he received the Frog Lake Nation’s “Eagle Award” in “Appreciation for Outstanding Contribution” to the Frog Lake Community of Alberta, Canada through Petromin’s efforts to co-develop with Frog Lake Energy Corp., a successful multiwell heavy oil program that is still in production as of the date of this announcement, setting a precedent in structuring joint venture working relationships with the Frog Lake First Nation Indian Band in Alberta. He has worked with and developed numerous contacts in various financial and resource-related fields.

Dr. Gorrell has actively involved in the reorganisation and restructuring of resources companies, and has aided in bringing many to the public stock exchanges, while acting in various executive capacities and directorships, such as RIA Resources Corp. (formerly known as Epic Oil and Gas Limited) (1977 to 1990). His initial experience in the oil business was with Hub Oil Company Limited (1960 to 1963), an oil refinery started by his father in Calgary, Alberta, Canada. Dr. Gorrell was responsible for retail sales and plant efficiency and he set up the company’s in-house laboratory facilities to test the company’s refined retail products for viscosity, purity, SAE ratings etc. Apart from technical expertise and experiences derived from his family businesses, Dr. Gorrell then started his first private oil and gas company in 1977 with his father by incorporating Epic Resources Ltd. from 1977 to 1980 when a portion of its producing oil and gas assets was sold at a substantial profit to a German Drilling Fund.

Same as Mr. Chan, Dr. Gorrell is equipped with specific expertise and technical knowledge in the oil and gas mining and exploration activities (i.e. ability in studying expert report, research report, feasibility study report and accessing projects from their technical and commercial perspectives) through the extensive knowledge gained from his 40 plus years of experience in serving in various directorships and executive positions of active mining and oil and gas production resource companies. Dr. Gorrell was responsible for identifying and sourcing potentially lucrative and commercially as well as technically viable exploration and/or exploitation projects for various natural resources companies and successfully putting them into commercial production projects capable of earning revenue. Dr. Gorrell brings vast experience in geological evaluations of resource properties in Canada to the Group.

Pursuant to the service contract between Dr. Gorrell and the Company, the length of service of Dr. Gorrell with the Company is for a term of three years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Dr. Gorrell is approximately HK\$511,000 plus discretionary year-end bonus per annum, which is determined on the basis of prevailing market conditions and his respective roles and responsibilities.

As of the date of this announcement, other than holding 2,625,000 Shares and 5,200,000 options granted under the Share Option Scheme, representing approximately 0.09% and approximately 0.19% of the issued share capital of the Company, Dr. Gorrell is not interested in the Shares within the meaning of Part XV of the SFO. Save as serving in the management of Petromin together with, among others, Mr. Chan, a director and, co-chairman of Petromin, and an executive Director, the Chairman and Chief Executive Officer of the Company, Dr. Gorrell is not connected with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders and their respective associates.

## ***INDEPENDENT NON-EXECUTIVE DIRECTORS***

**Mr. David Tsoi**, aged 63, has joined the Company as an independent non-executive Director since 8 July 2008. Mr. Tsoi is also the chairman and a member of the audit committee of the Company ("**Audit Committee**"). He is the managing director of Allioit, Tsoi CPA Limited and an independent non-executive director of MelcoLot Limited (which shares are listed on GEM) and CSR Corporation Limited (which shares are listed on the Main Board). Mr. Tsoi obtained a master's degree in business administration from the University of East Asia, Macau (currently known as University of Macau) in 1986. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. He is also a member of the Institute of Chartered Accountants in England and Wales, the Society of Chinese Accountants and Auditors, the Certified General Accountants Association of Canada and Macau Society of Certified Practising Accountants.

Pursuant to the service contract between Mr. Tsoi and the Company, the length of service of Mr. Tsoi with the Company is for a term of two years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Tsoi is approximately HK\$223,000 per annum which is determined with reference to the prevailing market conditions and his respective roles and responsibilities.

As of the date of this announcement, other than holding 1,000,000 options granted under the Share Option Scheme, representing approximately 0.04% of the issued share capital of the Company, Mr. Tsoi is not interested in the Shares within the meaning of Part XV of the SFO and is not connected with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders and their respective associates.

**Mr. Lo Chi Kit**, aged 50, has joined the Company as an independent non-executive Director since 20 December 2006. Mr. Lo is also a member of the Audit Committee and Remuneration Committee, respectively. He is a businessman who has extensive experience in senior management and business operations, in particular, in the waste chemical treatment and the import and export of fruits and vegetables business. He has extensive connection throughout the Pacific Rim and Asian region.

Pursuant to the service contract between Mr. Lo and the Company, the length of service of Mr. Lo with the Company is for a term of two years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Lo is approximately HK\$198,000 per annum, which is determined on the basis of prevailing market conditions and his respective roles and responsibilities.

As of the date of this announcement, other than holding 700,000 options granted under the Share Option Scheme, representing approximately 0.03% of the issued share capital of the Company, Mr. Lo is not interested in the Shares within the meaning of Part XV of the SFO and is not connected with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders and their respective associates.

**Mr. Tam Hang Chuen**, aged 55, has joined the Company as an independent non-executive Director since 20 December 2006. Mr. Tam is also a member of the Audit Committee and Remuneration Committee, respectively. He is a businessman with more than 23 years experience in senior management and business operations, in particular, in the printing industry. Mr. Tam has broad connection with commercial groups in Asian region.

Pursuant to the service contract between Mr. Tam and the Company, the length of service of Mr. Tam with the Company is for a term of two years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Tam is approximately HK\$150,000 per annum, which is determined on the basis of prevailing market conditions and his respective roles and responsibilities.

As of the date of this announcement, other than holding 1,000,000 Shares and 200,000 options granted under the Share Option Scheme, representing approximately 0.04% and approximately 0.01% of the issued share capital of the Company, Mr. Tam is not interested in the Shares within the meaning of Part XV of the SFO and is not connected with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders and their respective associates.

Save as disclosed, as of the date of this announcement, each of the above Directors is not related to any Director, senior management, substantial Shareholders or Controlling Shareholders of the Company and does not hold any directorship in other listed companies in the last three years; and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the above Directors.

Further details of the Directors are disclosed in the Circular.

## **DEFINITIONS**

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

<b>"Articles of Association"</b>	the articles of association of the Company;
<b>"associate(s)"</b>	has the meaning ascribed to it in the Listing Rules;
<b>"Authorised Representative(s)"</b>	the authorised representatives of the Company required under the GEM Listing Rules and the Listing Rules;
<b>"Board"</b>	the board of Directors;
<b>"CBM"</b>	coalbed methane;
<b>"C\$"</b>	Canadian dollars, the lawful currency of Canada;
<b>"CCASS"</b>	the Central Clearing and Settlement System established and operated by HKSCC;
<b>"Circular"</b>	the circular of the Company dated 9 December 2010 in respect of the Transfer;
<b>"Colpo"</b>	means Colpo Mercantile Inc, a company incorporated in the British Virgin Islands with limited liability, and a Controlling Shareholder;
<b>"Company"</b>	Enviro Energy International Holdings Limited;
<b>"Controlling Shareholders"</b>	means Mr. Chan and Colpo and "Controlling Shareholder" shall mean any of them;
<b>"Deed of Non-competition"</b>	the deed of non-competition dated 7 December 2010 signed by the Controlling Shareholders in favour of the Company;
<b>"Directors"</b>	directors of the Company;
<b>"GEM"</b>	the Growth Enterprise Market of the Stock Exchange;
<b>"GEM Listing Rules"</b>	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;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Listing Committee"	the listing committee of the board of directors of the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board;
"Main Board"	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM;
"Petromin"	Petromin Resources Ltd.;
"PRC"	the People's Republic of China, excluding Hong Kong for the purpose of this announcement;
"Shareholder(s)"	holder(s) of the Shares;
"Share(s)"	ordinary share(s) of HK\$0.0025 each in the share capital of the Company;
"Share Option Scheme"	the post-IPO share option scheme adopted by the Company on 25 January 2003 and amended from time to time;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Transfer"	the transfer of listing of the Shares from GEM to the Main Board pursuant to the Listing Rules;
"TWE"	TerraWest Energy Corp., a company incorporated in British Columbia, Canada with limited liability and a non wholly-owned subsidiary of the Company;
"TWE Scheme"	the share option scheme of TWE; and
"%"	per cent.

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

Hong Kong, 9 December 2010

As of 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the website of GEM at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of publication and the website of the Company at [www.enviro-energy.com.hk](http://www.enviro-energy.com.hk).*