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



**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: 1102)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM (as defined herein) of the Company to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Thursday, 17 May 2012 at 2:30 p.m. is set out on pages 12 to 16 of this circular. Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjournment thereof) should they so wish.

*Please note that the English text of this circular shall prevail over the Chinese text.*

17 April 2012

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## DEFINITIONS

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

“AGM”	means the annual general meeting of the Company to be convened and held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Thursday, 17 May 2012 at 2:30 p.m.;
“Articles of Association”	means the articles of association of the Company as may be amended from time to time;
“Associates”	has the meaning ascribed thereto in the Listing Rules;
“Board”	means the board of Directors;
“Companies Law”	means the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	means Enviro Energy International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	means directors of the Company or the Board, as the context may require;
“Group”	means the Company, its subsidiaries and jointly-controlled entity;
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	means 13 April 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion therein;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange as may be amended from time to time;
“Main Board”	means the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market (excluding the option market) and which stock market continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market;
“Notice”	means the notice convening the AGM;

## DEFINITIONS

“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	means the ordinary share(s) of par value of HK\$0.0025 each in the capital of the Company;
“2003 Share Option Scheme”	means the post-IPO share option scheme adopted by the Company on 25 January 2003;
“2011 Share Option Scheme”	means the new share option scheme adopted by the Company on 12 May 2011;
“Shareholder(s)”	means holder(s) of the Shares;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Subsidiaries”	has the meaning ascribed thereto in the Listing Rules;
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Repurchases; and
“%”	means per cent.



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*Executive Directors:*

Mr. Chan Wing Him Kenny

*(Chairman and Chief Executive Officer)*

Dr. Arthur Ross Gorrell

*Independent Non-executive Directors:*

Mr. David Tsoi

Mr. Lo Chi Kit

Mr. Tam Hang Chuen

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

Unit 806, Level 8

Core D, Cyberport 3

100 Cyberport Road

Hong Kong

17 April 2012

*To Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM required to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Thursday, 17 May 2012 at 2:30 p.m., for the approval of, among other things:

- (a) the proposed repurchase of Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing of such resolution;

## **LETTER FROM THE BOARD**

- (b) the proposed issue of new Shares not exceeding 20% of the Shares in issue as at the date of passing of the relevant resolution and those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above; and
- (c) the proposed re-election of Directors.

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

On 12 May 2011, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the AGM.

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given a general mandate to (i) repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution; and (ii) allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the ordinary resolution and the nominal amount of any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution). Any issue of new Shares is subject to approval from the Stock Exchange for the listing of, and permission to deal in, such new Shares.

As at the Latest Practicable Date, the Company had an aggregate of 2,777,958,800 Shares in issue. Subject to the passing of Resolution No. 2(i) set out in the Notice at the AGM and on the basis that no further Shares shall be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the above general mandate to allot and issue up to 555,591,760 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

An explanatory statement containing information relating to the Repurchase Mandate as required by Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS**

In accordance with the provisions of the Articles of Association, Mr. Chan Wing Him Kenny, the Chairman and Chief Executive Officer of the Company and an executive Director, and Mr. Tam Hang Chuen, an independent non-executive Director, will retire by rotation pursuant to Article 108 and, being eligible, will offer themselves for re-election at the AGM. The Board is satisfied that both Mr. Chan Wing Him Kenny and Mr. Tam Hang Chuen are persons of integrity and stature. In addition, Mr. Tam Hang Chuen is independent in character and judgement. He is independent of the management and free from any business or other relationships which would materially interfere with his independent judgement. Consequently, the Board recommends the re-election of Mr. Tam Hang Chuen as an independent non-executive Director at the AGM. Information on such Directors as required to be disclosed under Rule 13.51(2) of the Listing Rules is set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### THE AGM

Details of the AGM are set out below:

Date: 17 May 2012

Time: 2:30 p.m.

Venue: Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong

The Notice is set out on pages 12 to 16 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not the Shareholders intend to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholders have a material interest in the proposed re-election of Directors and therefore are required to abstain from voting at the AGM approving, among others, the re-election of Mr. Chan Wing Him Kenny and Mr. Tam Hang Chuen as Directors.

### Listing Rules Requirement

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular to members; and (ii) which relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.

Details of the poll procedures under the Articles of Association are set out in the Notice.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the above proposals in respect of the granting of general mandates to issue and repurchase Shares and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**Enviro Energy International Holdings Limited**  
**Chan Wing Him Kenny**  
*Chairman and Chief Executive Officer*



This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains information required by Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 2,777,958,800 Shares.

Subject to the passing of Resolution No. 2(ii) set out in the Notice at the AGM and on the basis that no further Shares shall be issued or repurchased prior to the AGM nor outstanding options, if any, granted under the 2003 Share Option Scheme and the 2011 Share Option Scheme being exercised, the authority conferred by Resolution No. 2(ii) will continue in force and the Company shall be allowed under the Repurchase Mandate to repurchase a maximum of 277,795,880 Shares during the period from the date of passing Resolution No. 2(ii) and ending on the earliest of the conclusion of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or applicable laws of the Cayman Islands and the date upon which Resolution No. 2(ii) is revoked or varied by Shareholders in general meeting.

### **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and Articles of Association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital.

#### **4. STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all repurchased shares shall be automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the law of the Cayman Islands, a company's repurchased shares shall be treated as cancelled and its issued share capital (but not the authorised share capital) will be reduced accordingly.

#### **5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2011) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **6. DISCLOSURE OF INTERESTS**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is approved by the Shareholders.

#### **7. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

#### **8. TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Colpo Mercantile Inc. ("Colpo") held 1,188,680,000 Shares, representing approximately 42.79% of the existing issued share capital of the Company. Should the power to repurchase Shares pursuant to the Repurchase Mandate be exercised in full and assuming there is no change in the issued share capital of the Company and the present shareholding of Colpo in the Company, Colpo would then be beneficially interested in approximately 47.54% of the issued ordinary

share capital of the Company. Apart from Colpo (including its connected persons and associates within the meaning of the Listing Rules), the Directors are not aware of any single Shareholder who holds 10% or more of the issued Shares.

On the basis of the shareholding held by the controlling shareholder named above, and based solely on the result of the exercise of the Repurchase Mandate in full, Colpo would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, so far as is known to the Directors, no other Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase the Shares pursuant to the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in any mandatory offer to be made under the Takeovers Code.

## 9. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of securities have been made by the Company in the previous six months before the Latest Practicable Date, whether on the Stock Exchange or otherwise.

The Company will not repurchase any Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the issued share capital of the Company.

## 10. SHARE PRICES

The highest and lowest prices of the Shares as traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

Month	Shares Price	
	Highest HK\$	Lowest HK\$
<b>2011</b>		
April	0.460	0.305
May	0.500	0.345
June	0.490	0.385
July	0.790	0.470
August	0.780	0.130
September	0.315	0.171
October	0.265	0.157
November	0.295	0.206
December	0.242	0.187
<b>2012</b>		
January	0.234	0.189
February	0.265	0.217
March	0.246	0.202
13 April (being the Latest Practicable Date)	0.212	0.198

Details of the Directors who are required to retire at the AGM according to the Articles of Association and who, being eligible, offer themselves for re-election at the AGM are as follows:

**(1) Mr. Chan Wing Him Kenny (“Mr. Chan”), Chairman and Chief Executive Officer of the Company and executive Director**

**Mr. Chan**, aged 61, is an executive Director, and the Chairman and Chief Executive Officer of the Company since 29 November 2006. Mr. Chan is also the chairman and a member of the management committee and a member of the remuneration committee, respectively, of the Company. As the Chief Executive Officer, Mr. Chan is responsible for the Company’s overall strategy and execution of business plans.

Mr. Chan is a director and co-chairman of Petromin Resources Ltd. (“Petromin”), a connected person of the Company and which shares are listed on the Toronto Stock Exchange Venture Board (“TSX”). Mr. Chan was formerly a director of Changyu MedTech Ltd., a company listed on the TSX and he resigned from this appointment on 5 July 2009. Save as disclosed above, Mr. Chan has not held any directorship in any other listed public companies in the past three years. Mr. Chan is a member of The Hong Kong Institute of Directors. He has over 31 years of experience in the international natural resources industry through his participation in the business and financial communities in the minerals and energy sectors in North America and Asia.

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\$9.1 million plus a fixed sum annual bonus equal to one month’s fixed fee or pro rata payment thereof and discretionary year-end bonus per annum which was determined on the basis of the prevailing market conditions and his respective roles and responsibilities.

As at the Latest Practicable Date, other than holding corporate interest in 1,188,680,000 Shares, representing approximately 42.79% of the issued share capital of the Company and personal interest in 8,834,000 Shares, representing approximately 0.32% of the issued share capital of the Company and 28,847,200 share options of the Company, representing approximately 1.04% of the issued share capital of the Company, Mr. Chan was 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, Dr. Arthur Ross Gorrell, an executive Director of the Company and a director, co-chairman, president and chief executive officer of Petromin, Mr. Chan was not connected with any of the Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and their respective Associates.

**(2) Mr. Tam Hang Chuen (“Mr. Tam”), independent non-executive Director**

**Mr. Tam**, aged 56, 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, of the Company. He is a businessman with more than 24 years of experience in senior management and business operations, in particular, in the printing industry. Mr. Tam has broad connection with commercial groups in Asian region. He has not held any directorship in any other listed public companies in the past three years.

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 was determined on the basis of prevailing market conditions and his respective roles and responsibilities.

As at the Latest Practicable Date, other than holding 1,000,000 Shares, representing approximately 0.04% of the issued share capital of the Company and 300,000 share options of the Company, representing approximately 0.01% of the issued share capital of the Company, Mr. Tam was not interested in the Shares within the meaning of Part XV of the SFO and was not connected with any of the Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and their respective Associates.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief and having made reasonable enquiry, there were no other matters in relation to the re-election of Mr. Chan and Mr. Tam as Directors that needed to be brought to the attention of the Shareholders or were required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.



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**(Stock Code: 1102)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting (“AGM”) of Enviro Energy International Holdings Limited (“Company”) will be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Thursday, 17 May 2012 at 2:30 p.m. for the following purposes:

1. As ordinary business, to consider and if thought fit, pass the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

- (i) to receive and consider the audited consolidated financial statements and reports of the directors and the independent auditor for the year ended 31 December 2011 of the Company;
  - (ii) to re-elect Mr. Chan Wing Him Kenny as an executive director of the Company;
  - (iii) to re-elect Mr. Tam Hang Chuen as an independent non-executive director of the Company;
  - (iv) to authorise the board of directors to fix the remuneration of the directors and any committee of directors of the Company; and
  - (v) to re-appoint PricewaterhouseCoopers as an independent auditor of the Company for the ensuing year and authorise the board of directors of the Company to fix its remuneration.
2. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

- (i) **“THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the board of directors (“Directors”) of the Company during the Relevant Period (as defined below) of all the powers of the

## NOTICE OF AGM

Company to allot, issue and deal with additional shares in the share capital of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) below);
  - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“Articles of Association”) in force from time to time; and
  - (v) a specific authority granted by the shareholders of the Company (“Shareholders”) in general meeting,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

## NOTICE OF AGM

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 or any applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

(ii) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Main Board of the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission (“SFC”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 or any applicable law of the Cayman Islands to be held; or



## NOTICE OF AGM

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

(iii) “**THAT:**

conditional upon resolution nos. 2(i) and 2(ii) above being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to the said resolution no. 2(i) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution no. 2(ii), provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of this resolution.”

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

Hong Kong, 17 April 2012

*Registered Office:*

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

*Head Office and Principal Place of  
Business in Hong Kong:*

Unit 806, Level 8  
Core D, Cyberport 3  
100 Cyberport Road  
Hong Kong

As at the date of this notice, 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

*Notes:*

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the Articles of Association. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of Shareholders in respect of such share shall alone be entitled to vote in respect thereof.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.

## NOTICE OF AGM

4. Pursuant to Article 72 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:
- (a) by the chairman of such meeting; or
  - (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
  - (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
  - (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
  - (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five % or more of the total voting rights at such meeting.