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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: 1102)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) 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 Monday, 13 October 2014 at 12:00 noon for the purposes of considering and, if thought fit, passing, with or without modification, the following as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 23 September 2014 (“**Circular**”) of which the notice convening the EGM forms part.

**ORDINARY RESOLUTIONS**

1. **“THAT** conditional upon fulfillment or waiver (where applicable) of the conditions of the Underwriting Agreement made between the Company and Colpo (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification):
  - (a) the allotment and issue of not less than 1,746,773,000 Offer Shares and not more than 1,872,463,000 Offer Shares at the Subscription Price of HK\$0.02 per Offer Share with the Bonus Issue to the Qualifying Shareholders whose name appear on the register of members of the Company on Thursday, 23 October 2014 (or such other dates as the Company and the Underwriter may agree to be the record date for such Open Offer) other than the Excluded Shareholders on the basis of one Offer Share for every two Shares held on the Record Date and on and subject to such terms and conditions as may be determined by the Directors be and is hereby approved;

- (b) subject to the allotment and issue of the Offer Shares, the Directors be and are hereby authorised to create and issue the Warrants, by way of bonus issue, to the first registered holder of the Offer Shares on the basis of three Warrants for every five Offer Shares taken up under the Open Offer entitling the holders of the Warrants to subscribe in cash up to an aggregate of approximately HK\$235.9 million for new shares of the Company at the initial exercise price of HK\$0.21 per Warrant Share (subject to adjustments) and exercisable at any time between the issue date of the Warrant and the date which is two years after the issue date of the Warrants (or if that is not a business day, the first business day immediately preceding such date) on the terms and conditions set out in the warrant instrument (the execution copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification) and the warrant instrument be and is hereby approved;
  - (c) any one Director be and is hereby authorised to allot and issue the Offer Shares, the Warrants and upon the exercise of the subscription rights attaching to the Warrants, the Warrant Shares pursuant to or in connection with the Open Offer with the Bonus Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
  - (d) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company be and is hereby approved;
  - (e) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and is hereby approved; and
  - (f) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer and the Bonus Issue or as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the Bonus Issue, and the transactions contemplated thereunder or in this resolution.”
2. “**THAT** subject to the Executive granting to Colpo and the parties acting in concert with it the Whitewash Waiver and the satisfaction of any condition(s) attached to the Whitewash Waiver and such other necessary waiver or consent of the Executive for the transactions contemplated under the Open Offer with the Bonus Issue, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving any obligation on the part of Colpo and the parties acting in concert with it to make a mandatory general offer for all the issued securities of the Company (including the Exercisable Options) not already owned or agreed to be acquired by Colpo and the parties acting in concert with it, which would otherwise arise under Rule 26.1 of the

Takeovers Code as result of the fulfillment of Colpo's obligations under the Underwriting Agreement and the exercise of the Warrants by Colpo and parties acting in concert with it be and is hereby approved."

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

Hong Kong, 23 September 2014

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
- (c) Shareholders who intend to attend the EGM of the Company in person or by proxy should return the relevant reply slip to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 12:00 noon on Saturday, 11 October 2014.
- (d) The register of members of the Company will be closed from Tuesday, 7 October 2014 to Monday, 13 October 2014, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible for attending and voting at EGM of the Company to be held on Monday, 13 October 2014, unregistered holders of Shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 October 2014.
- (e) Whether or not you propose to attend the EGM in person, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. In the event that you attend the EGM after having lodged the form of proxy, it will be deemed to have been revoked.
- (f) In compliance with the Listing Rules and the Takeovers Code, all resolutions to be proposed at the EGM convened by this notice will be voted on by way of poll.

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