

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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

**DESPATCH OF THE CIRCULAR IN RELATION TO
(1) PROPOSED OPEN OFFER OF NOT LESS THAN 1,746,773,000 OFFER
SHARES AND NOT MORE THAN 1,872,463,000 OFFER SHARES
ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO SHARES HELD
ON THE RECORD DATE WITH THE BONUS
ISSUE ON THE BASIS OF THREE WARRANTS FOR EVERY FIVE OFFER
SHARES TAKEN UP UNDER THE OPEN OFFER; AND
(2) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the announcement of Enviro Energy International Holdings Limited (“**Company**”) dated 2 September 2014 in relation to, among other matters, the Open Offer, the Bonus Issue and the Whitewash Waiver (the “**Announcement**”) and the announcement of the Company relating to the delay in despatch of circular dated 18 September 2014. Terms used in the Announcement shall have the same meanings when used herein, unless the context requires otherwise.

The circular containing, among other, (i) details of the Open Offer, the Bonus Issue and the Whitewash Waiver; (ii) the letter from the Independent Board Committee to the Independent Shareholders setting out its recommendations in relation to the Open Offer, the Bonus Issue and the Whitewash Waiver; and (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders setting out its advice in relation to the Open Offer, the Bonus Issue and the Whitewash Waiver (the “**Circular**”) together with a notice convening the EGM and a form of proxy for use at the EGM, were despatched to the Shareholders on 23 September 2014.

Shareholders are encouraged to read the Circular carefully, and in particular (without limitation to) the recommendation of the Independent Board Committee to the Independent Shareholders and the letter of advice from the Independent Financial Adviser contained in the Circular, before voting on the relevant ordinary resolutions at the EGM to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong at 12:00 noon on Monday, 13 October 2014 or at any adjournment thereof.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Shareholders and potential investors should note that the Open Offer with the Bonus Issue is conditional, inter alia, upon the fulfillment of the conditions set out under the section headed “Conditions of the Open Offer with the Bonus Issue” of the Circular. In particular, the Open Offer with the Bonus Issue is subject to the Underwriter not terminating the Underwriting Agreement in accordance with the terms set out therein (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” of the Circular). Accordingly, the Open Offer with the Bonus Issue may or may not proceed.

Any Shareholders or other persons dealing in the Shares up to the date on which all conditions to which the Open Offer with the Bonus Issue are fulfilled or waived (if applicable) (which is expected to be on Monday, 10 November 2014), will accordingly bear the risk that the Open Offer with the Bonus Issue may not become unconditional and may not proceed. If the Underwriter shall terminate the Underwriting Agreement, the Open Offer with the Bonus Issue will not proceed and will lapse. Any Shareholders or other persons contemplating any dealings in the Shares are advised to consult their own professional advisers.

Overseas Shareholders should note that they may or may not be entitled to the Open Offer with the Bonus Issue, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2)(a) of the Listing Rules. Further details as to the entitlement of the Overseas Shareholders to the Open Offer with the Bonus Issue will be set out in the Prospectus to be despatched to the Shareholders relating to the Open Offer with the Bonus Issue.

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

Hong Kong, 23 September 2014

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.