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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)

**EXTRAORDINARY GENERAL MEETING HELD ON 13 OCTOBER 2014
POLL RESULTS**

Reference is made to the circular (“**Circular**”) and the notice of extraordinary general meeting (“**Notice**”) of Enviro Energy International Holdings Limited (“**Company**”) both dated 23 September 2014 and the clarification announcement of the Company dated 26 September 2014. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

RESULTS OF THE EGM

The Company is pleased to announce that at the EGM held on 13 October 2014, all the ordinary resolutions as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM in accordance with the requirements of the Takeovers Code and the Listing Rules. The Company is pleased to further announce the results of the poll, which are as follows:

	Ordinary Resolutions (Note 1)	Number of Votes (%) (Note 2)	
		For	Against
1.	To approve the Open Offer with the Bonus Issue (as respectively defined in the Notice) and the transactions contemplated thereunder, including, among others, (i) the allotment and issue of Offer Shares; (ii) the allotment and issue of Warrants and Warrant Shares; (iii) the Underwriting Agreement; and (iv) the absence of excess application arrangement (being Resolution numbered 1 as set out in the Notice).	608,844,000 (99.30%)	4,314,000 (0.70%)
2.	To approve the Whitewash Waiver (as defined in the Notice) (being Resolution numbered 2 as set out in the Notice).	608,844,000 (99.30%)	4,314,000 (0.70%)

Notes:

1. The full text of each of the resolutions was set out in the Notice.
2. The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Independent Shareholders who attended and voted at the EGM in person, by authorised corporate representative or by proxy

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all of the resolutions proposed at the EGM were duly passed as ordinary resolutions of the Company by way of poll.

As at the date of the EGM, the total number of Shares in issue was 3,493,546,000 Shares. As stated in the Circular, Colpo and its associates (including Mr. Chan) are required to abstain from voting, and have abstained from voting on all the resolutions at the EGM. As at the date of the EGM, Colpo and Mr. Chan are together interested in 1,213,361,200 Shares, representing approximately 34.73% of the issued share capital of the Company, and are the controlling Shareholders. Mr. Chan is the sole beneficial owner of Colpo and the chairman, the chief executive officer and an executive Director. As stated in the clarification announcement of the Company dated 26 September 2014, Dr. Arthur Ross Gorrell (an executive Director) and Mr. Tam Hang Chuen (an independent non-executive Director), who beneficially own 2,625,000 Shares and 1,000,000 Shares respectively, intended to abstain from voting and they have abstained from voting on all the resolutions at the EGM. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against all the resolutions at the EGM was 2,276,559,800 Shares, representing approximately 65.16% of the issued share capital of the Company as at the date of the EGM.

The total number of Shares entitling the holder to attend and vote only against any of the resolutions at the EGM was nil. Save as disclosed above, no other Shareholders have stated any intention in the Circular to vote against the ordinary resolutions as set out in the Notice or were required to abstain from voting at the EGM.

Tricor Tengis Limited, the Hong Kong Branch Share Registrar of the Company, acted as scrutineer for the poll at the EGM.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, the shareholding structure of the Company as at the date of the EGM and immediately upon completion of the Open Offer and the exercise of the Warrants based on different assumed scenarios are illustrated as follows (assuming no new Share being issued and no Share being repurchased by the Company on or before the Record Date):

(1) Assuming none of the Exercisable Options having been exercised on or before the Record Date

Shareholder	As at the date of the EGM		Immediately after completion of the Open Offer (assuming no Qualifying Shareholders take up the Offer Shares, except Colpo as Shareholder and Underwriter and Mr. Chan as Shareholder)		Immediately after completion of the Open Offer and full exercise of the Warrants (assuming no Qualifying Shareholders take up the Offer Shares, except for Colpo as Shareholder and Underwriter and Mr. Chan as Shareholder)		Immediately after completion of the Open Offer (assuming all Qualifying Shareholders take up the Offer Shares and full exercise of Warrants by Colpo and Mr. Chan only)	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
Colpo	1,188,680,000	34.02	2,923,112,400	55.78	3,963,771,840	63.03	2,139,624,000	38.18
Mr Chan (Note 1)	24,681,200	0.71	37,021,800	0.71	44,426,160	0.71	44,426,160	0.79
Sub-total of Colpo and parties acting in concert with it	1,213,361,200	34.73	2,960,134,200	56.49	4,008,198,000	63.74	2,184,050,160	38.97
Arthur Ross Gorrell	2,625,000	0.08	2,625,000	0.05	2,625,000	0.04	3,937,500	0.07
Tam Hang Chuen	1,000,000	0.03	1,000,000	0.02	1,000,000	0.02	1,500,000	0.03
Cool Legend Limited (Note 2)	452,400,000	12.95	452,400,000	8.63	452,400,000	7.19	678,600,000	12.11
Public shareholders	1,824,159,800	52.21	1,824,159,800	34.81	1,824,159,800	29.01	2,736,239,700	48.82
Total	3,493,546,000	100.00	5,240,319,000	100.00	6,288,382,800	100.00	5,604,327,360	100.00

(2) Assuming the Exercisable Options having been exercised on or before the Record Date

Shareholder	As at the date of the EGM		Immediately after completion of the Open Offer (assuming no Qualifying Shareholders take up the Offer Shares, except Colpo as Shareholder and Underwriter and Mr. Chan as Shareholder)		Immediately after completion of the Open Offer and full exercise of the Warrants (assuming no Qualifying Shareholders take up the Offer Shares, except for Colpo as Shareholder and Underwriter and Mr. Chan as Shareholder)		Immediately after completion of the Open Offer (assuming all Qualifying Shareholders take up the Offer Shares and full exercise of Warrants by Colpo and Mr. Chan only)	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
Colpo	1,188,680,000	31.74	3,035,802,400	54.04	4,144,075,840	61.48	2,139,624,000	35.72
Mr Chan (Note 1)	50,681,200	1.35	76,021,800	1.35	91,226,160	1.35	91,226,160	1.52
Sub-total of Colpo and parties acting in concert with it	1,239,361,200	33.09	3,111,824,200	55.39	4,235,302,000	62.83	2,230,850,160	37.24
Arthur Ross Gorrell	7,625,000	0.20	7,625,000	0.14	7,625,000	0.11	11,437,500	0.19
Tam Hang Chuen	1,600,000	0.04	1,600,000	0.03	1,600,000	0.02	2,400,000	0.04
David Tsoi	1,500,000	0.04	1,500,000	0.03	1,500,000	0.02	2,250,000	0.04
Lo Chi Kit	1,100,000	0.03	1,100,000	0.02	1,100,000	0.02	1,650,000	0.03
Cool Legend Limited (Note 2)	452,400,000	12.08	452,400,000	8.05	452,400,000	6.71	678,600,000	11.33
Public shareholders	2,041,339,800	54.52	2,041,339,800	36.34	2,041,339,800	30.29	3,062,009,700	51.13
Total	3,744,926,000	100.00	5,617,389,000	100.00	6,740,866,800	100.00	5,989,197,360	100.00

Notes:

1. The entire issued share capital of Colpo is beneficially wholly-owned by Mr. Chan, the Chairman, Chief Executive Officer and an executive Director of the Company, who is therefore deemed to be interested in 1,188,680,000 Shares held by Colpo.

2. The entire issued share capital of Cool Legend Limited is solely and beneficially owned by Mr. Thio Sing Tjay Charles, a director of Hugo Link Global Investments Limited, a subsidiary of the Company, who is therefore deemed to be interested in 452,400,000 Shares held by Cool Legend Limited.

Shareholders and public investors should note that the above changes in shareholding structure of the Company are for illustration purpose only and the actual change in the shareholding structure of the Company upon completion of the Open Offer and the Bonus Issue are subject to various factors including, among other things, the results of acceptance of the Open Offer with the Bonus Issue.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 9 October 2014, subject to (i) the issue of the Offer Shares and the Warrant Shares being approved by the Independent Shareholders at the EGM by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by Colpo and parties acting in concert with it between the date of the Announcement and the completion of the Open Offer. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by Colpo, together with parties acting in concert with it as a result of the taking up of the Offer Shares pursuant to the Underwriting Agreement and exercise of the Warrants as described in the Circular.

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, 13 October 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

This 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.