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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)

**(1) RESULTS OF THE OPEN OFFER OF 1,746,773,000 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) ADJUSTMENTS TO THE SHARE OPTIONS**

RESULTS OF THE OPEN OFFER

The Board announces that as at 4:00 p.m. on Friday, 7 November 2014, being the latest time for acceptance of and payment for the Offer Shares, a total of 24 valid acceptances of the allotment in respect of a total of 1,359,329,377 Offer Shares, representing approximately 77.8% of the total number of 1,746,773,000 Offer Shares available for subscription under the Open Offer.

Accordingly, the Open Offer was under-subscribed by 387,443,623 Offer Shares, representing approximately 22.2% of the total number of the Offer Shares available for subscription under the Open Offer.

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Underwriting Agreement became unconditional at 4:00 p.m. on Monday, 10 November 2014.

It is expected that the share certificates for the Offer Shares and the certificates for the Warrants are expected to be posted on or before Monday, 17 November 2014 and Friday, 21 November 2014 respectively, to those entitled thereto by ordinary post at their own risk.

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 18 November 2014.

ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the completion of the Open Offer, adjustments have been made to the exercise price of the Share Options and the number of Shares falling to be issued under the outstanding Share Options granted under the Share Option Scheme. The Adjustments will take effect from 17 November 2014.

Reference is made to the prospectus (“**Prospectus**”) of Enviro Energy International Holdings Limited (“**Company**”) dated 24 October 2014. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Prospectus.

RESULTS OF THE OPEN OFFER

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Accordingly, the Open Offer was under-subscribed by 387,443,623 Offer Shares, representing approximately 22.2% of the total number of the Offer Shares available for subscription under the Open Offer.

THE UNDERWRITING AGREEMENT

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Underwriting Agreement became unconditional at 4:00 p.m. on Monday, 10 November 2014. Pursuant to the Underwriting Agreement, Colpo has subscribed for 387,443,623 Offer Shares which are all the Offer Shares not taken up by the Qualifying Shareholders.

ISSUE OF WARRANTS

Subject to the allotment and issue of the Offer Shares, on the basis of three Warrants for every five Offer Shares taken up under the Open Offer, the Warrants entitling the holders thereof to subscribe in cash up to an aggregate of HK\$220,093,398 for the Warrant Shares at the initial exercise price of HK\$0.21 per Warrant Share (subject to adjustments) will be created and issued to the first registered holder of the Offer Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding in the Company immediately before and after the completion of the Open Offer with the Bonus Issue will be as follows:

Shareholder	Immediately before completion of the Open Offer with the Bonus Issue		Immediately after completion of the Open Offer with the Bonus Issue		Immediately after completion of the Open Offer with the Bonus Issue (assuming full exercise of Warrants)		Immediately after completion of the Open Offer with the Bonus Issue (assuming 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%	2,170,463,623	41.42%	2,759,533,795	43.88%	2,759,533,795	47.28%
	(Note 1)							
Mr. Chan (Note 1)	24,681,200	0.71%	37,021,800	0.71%	44,426,160	0.71%	44,426,160	0.76%
Sub-total of Colpo and parties acting in concert with it	1,213,361,200	34.73%	2,207,485,423	42.13%	2,803,959,955	44.59%	2,803,959,955	48.0%
Arthur Ross Gorrell	2,625,000	0.08%	2,625,000	0.05%	2,625,000	0.04%	2,625,000	0.04%
Tam Hang Chuen	1,000,000	0.03%	1,500,000	0.03%	1,800,000	0.03%	1,500,000	0.03%
Cool Legend Limited	452,400,000	12.95%	452,400,000	8.63%	452,400,000	7.19%	452,400,000	7.75%
	(Note 2)							
Public shareholders	1,824,159,800	52.21%	2,576,308,577	49.16%	3,027,597,842	48.15%	2,576,308,577	44.14%
Total	3,493,546,000	100.00%	5,240,319,000	100.00%	6,288,382,797	100.00%	5,836,793,532	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.

DESPATCH OF CERTIFICATES OF THE OFFER SHARES AND THE WARRANTS

It is expected that the share certificates for the Offer Shares and the certificates for the Warrants are expected to be posted on or before Monday, 17 November 2014 and Friday, 21 November 2014 respectively, to those entitled thereto by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 18 November 2014.

ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the completion of the Open Offer, adjustments have been made to the exercise price of the Share Options and the number of Shares falling to be issued under the outstanding Share Options granted under the Share Option Scheme. The details of the adjustments (“Adjustments”) to the exercise price and the number of the Shares falling to be issued under the outstanding Share Options are as follows:

Date of grant	Exercise period	Before completion of the Open Offer with the Bonus Issue		Upon completion of the Open Offer with the Bonus Issue	
		Number of Shares falling to be issued under the outstanding Share Options	Exercise price per share HK\$	Adjusted Number of Shares falling to be issued under the outstanding Share Options	Adjusted exercise price per share HK\$
19 June 2008	19 June 2010 to 19 June 2018	1,500,000	0.2316	2,128,378	0.1632
15 June 2009	15 June 2011 to 15 June 2019	25,480,000	0.7300	36,154,054	0.5145
6 October 2009	6 October 2011 to 6 October 2019	350,000	0.7500	496,622	0.5286
4 February 2010	4 February 2012 to 4 February 2020	52,430,000	0.5140	74,393,919	0.3622
9 July 2010	9 July 2012 to 8 July 2020	73,470,000	0.5600	104,247,973	0.3947
23 June 2011	23 June 2012 to 22 June 2021	49,450,000	0.4350	70,165,541	0.3066
31 December 2012	31 December 2013 to 30 December 2022	35,450,000	0.1630	50,300,676	0.1149

In accordance with the terms of the Share Option Schemes and Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules, the exercise price and number of Shares falling to be issued under the outstanding Share Options will be adjusted with effect from Monday, 17 November 2014. Other terms of the outstanding Share Options granted under the Share Option Scheme remain the same.

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

Hong Kong, 14 November 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.