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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 Wednesday, 28 January 2015 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following as ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 12 January 2015 (“**Circular**”) of which the notice convening the EGM forms part.

ORDINARY RESOLUTION

“**RESOLVED THAT**, pursuant to the recommendation of the Directors, (i) a dividend be and is hereby declared in the amount of HK\$611.3 million for distribution to the members of the Company on 5 February 2015 (the “**Record Date**”), (ii) the Directors be and are hereby authorised and instructed to apply an amount of HK\$611.3 million standing to the credit of the share premium account of the Company to pay the foregoing dividend to the members, (iii) such dividend be paid in specie by the transfer to the members of 1 share in the issued share capital of Privateco (as defined in the Circular dated 12 January 2015 to which this notice forms part) for each ordinary share of HK\$0.0025 each in the share capital of the Company registered in such member’s name on the Record Date, and (iv) any director of the Company be, and each of them hereby is, authorised and directed to execute and deliver such documents and take such additional actions, in the name of and on behalf of the Company as he or she may deem necessary or appropriate in connection with and in the best

interests of the Company to carry out the purpose of this resolution and all matters in furtherance thereof, and do all such other acts and things as such Director deems necessary, appropriate or advisable.”

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

Hong Kong, 12 January 2015

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 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) The register of members of the Company will be closed from Monday, 26 January 2015 to Wednesday, 28 January 2015, 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 Wednesday, 28 January 2015, 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 Friday, 23 January 2015.
- (d) 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.
- (e) In compliance with the Listing Rules, 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