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Able Victory Enterprises Limited
(Incorporated in BVI with limited liability)

Enviro Energy International Holdings Limited

環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1102)

JOINT ANNOUNCEMENT

**DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO
THE CONDITIONAL MANDATORY CASH OFFERS BY
GET NICE SECURITIES
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES AND
THE OUTSTANDING WARRANTS OF
ENVIRO ENERGY INTERNATIONAL HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)
AND
TO CANCEL ALL THE OUTSTANDING OPTIONS
OF ENVIRO ENERGY INTERNATIONAL HOLDINGS LIMITED**

Joint Financial Advisers to the Offeror



VEDA | CAPITAL
智略資本

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document (accompanied by the Forms of Acceptance) in connection with the Offers has been despatched to the Independent Securities Holders on 4 June 2015 in accordance with the Takeovers Code.

Independent Securities Holders are advised to read the Composite Document and the Form(s) of Acceptance carefully, in particular the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee in relation to the Offers and the letter from the Independent Board Committee which sets out its advice and recommendation to the Independent Securities Holders in relation to the Offers, before deciding whether or not to accept the Offers.

The Independent Securities Holders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

If the number of Shares in respect of which the Offeror having received valid acceptances of the Share Offer, together with the Shares already acquired or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Offer Period, will result in the Offeror and parties acting in concert with it holding 50% or less of the voting rights of the Company, the Offers will not become unconditional and will lapse unless the Offeror revises or extends the Offers in accordance with the Takeovers Code.

Reference is made to the joint announcement dated 14 May 2015 issued by or for and on behalf of the Offeror and Enviro Energy International Holdings Limited (the “**Company**”) and the composite document dated 4 June 2015 (the “**Composite Document**”) jointly issued by or for and on behalf of the Offeror and the Company. Capitalized terms used in herein shall have the same meanings as those defined in the Composite Document unless the context herein requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document (accompanied by the Forms of Acceptance), setting out, inter alia, details of the Offers and incorporating, inter alia, the letter from Get Nice Securities in respect of the Offers, the letter from the Independent Board Committee containing its advice and recommendation to the Independent Securities Holders in relation to the Offers and the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Securities Holders in relation to the Offers, has been despatched to the Shareholders on 4 June 2015 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE OFFERS

The timetable set out below is indicative and may be subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. All the time and date references contained in the Composite Document and this joint announcement refer to Hong Kong time and dates.

Despatch date of the Composite Document and
the accompanying Form(s) of Acceptance and
the commencement of the Offers (*Note 1*)..... Thursday, 4 June 2015

Latest time and date for acceptance of the Offers on
the First Closing Date (*Note 2*)..... by 4:00 p.m. on
Thursday, 25 June 2015

First Closing Date (*Note 2*)..... Thursday, 25 June 2015

Announcement of the results of the Offers on
the website of the Stock Exchange (*Note 2*)..... by 7:00 p.m. on
Thursday, 25 June 2015

Latest date of posting of remittances in respect of
valid acceptances received under the Offers on
the First Closing Date (assuming the Offers become
or are declared unconditional on such date) (*Note 3*)..... Tuesday, 7 July 2015

Latest time and date for the Offers to remain open
for acceptances (assuming the Offers become or are
declared unconditional on the First Closing Date)
(*Note 4*)..... by 4:00 p.m. on
Thursday, 9 July 2015

Subsequent closing date of the Offers if the Offers
become or are declared unconditional on
the First Closing Date Thursday, 9 July 2015

Latest date of posting of remittances in respect of
valid acceptances received under the Offers on or
before 4:00 p.m. Thursday, 9 July 2015,
being the latest date on which the Offers remain
open for acceptances assuming the Offers become
or are declared unconditional in all respects on
the First Closing Date Monday, 20 July 2015

Latest date by which the Offers can be declared
unconditional (*Note 5*)..... by 7:00 p.m. on
Monday, 3 August 2015

Notes:

1. The Offers, which are conditional, are made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the close of the Offer Period on the First Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “7. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.
2. The Offers must remain open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offers will be closed at 4:00 p.m. on the First Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on the First Closing Date stating the results of the Offers and whether the Offers have been revised or extended or has expired. In the event that the Offeror decides that the Offers will remain open, the announcement will state the next closing date of the Offers or that the Offers will remain open until further notice. In the latter case, at least 14 days’ notice in writing will be given, before the Offers are closed, to those Independent Securities Holders who have not accepted the Offers. If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the First Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be the same day, i.e. 4:00 p.m. on the First Closing Date.
3. Remittances in respect of the acceptance of the Offers (after deducting the seller’s ad valorem stamp duty) will be made as soon as possible but in any event within seven (7) Business Days from the later of the date on which the Offers become or are declared unconditional and the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.

An acceptor of the Offers shall be entitled to withdraw its/his/her acceptance within 21 days from the First Closing Date if the Offers have not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offers become or are declared unconditional as to acceptances. For further details, please refer to Appendix I to the Composite Document.

4. In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respects, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days’ notice in writing must be given before the Offers are closed to the Independent Securities Holders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive.
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional in all respects after 7:00 p.m. on the 60th day after the day on which the Composite Document was posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offers have previously become or is declared unconditional as to acceptance, the Offers will lapse after 7:00 p.m. on Monday, 3 August 2015, unless extended with consent of the Executive.

Independent Securities Holders are advised to read the Composite Document and the Form(s) of Acceptance carefully, in particular the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee in relation to the Offers and the letter from the Independent Board Committee which sets out its advice and recommendation to the Independent Securities Holders in relation to the Offers, before deciding whether or not to accept the Offers.

The Independent Securities Holders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

If the number of Shares in respect of which the Offeror having received valid acceptances of the Share Offer, together with the Shares already acquired or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Offer Period, will result in the Offeror and parties acting in concert with it holding 50% or less of the voting rights of the Company, the Offers will not become unconditional and will lapse unless the Offeror revises or extends the Offers in accordance with the Takeovers Code.

Able Victory Enterprises Limited
Suen Cho Hung, Paul
Sole Director

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

Hong Kong, 4 June 2015

As at the date of this joint announcement, the Board comprises Mr. Chan Wing Him Kenny and Dr. Arthur Ross Gorrell as Executive Directors and Mr. David Tsoi, Mr. Lo Chi Kit and Mr. Tam Hang Chuen as Independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with any one of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinion expressed by the Offeror and parties acting in concert with any one of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, Mr. Suen Cho Hung, Paul is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendors and parties acting in concert with any one of them), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinion expressed by the Group, the Vendors and parties acting in concert with any one of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text.