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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)
(Stock Code: 1102)

**ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE
TAKEOVERS CODE**

The announcement is made by Enviro Energy International Holdings Limited (the “Company”) pursuant to Rule 3.8 of the Takeover Code.

Reference is made to the joint announcement issued by the Company and Able Victory Enterprises Limited (the “Offeror”) dated 14 May 2015, the composite offer and response document (the “Composite Document”) dated 4 June 2015 jointly issued by the Company and the Offeror and the announcements issued by the Company dated 8 June 2015 and 18 June 2015. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that on 24 June 2015, 6,052,200 new Shares have been allotted and issued pursuant to the exercise of 6,052,200 Warrants into 6,052,200 Shares at the subscription price of HK\$0.21 per Share.

As at the date of this announcement (after the allotment and issuance of new Shares as described above), the relevant securities of the Company comprised 5,297,470,356 Shares in issue, 1,015,558,824 outstanding Warrants and 311,963,756 outstanding Options. As at the date of this announcement, the Company has received exercise notices of 567,568 Options, which in aggregate are exercisable into 567,568 Shares and are expected to be issued and allotted shortly. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

DEALING DISCLOSURE

The associates (as defined in the Takeovers Code) of the Company are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Shareholders and potential investors of the Company should exercise in caution when dealing in the securities of the Company.

By Order of the Board
Enviro Energy International Holdings Limited
Suen Cho Hung, Paul
Chairman

Hong Kong, 24 June 2015

As at the date of this announcement, the Board comprises five Executive Directors, namely Mr. Suen Cho Hung, Paul (Chairman), Mr. Sue Ka Lok (Chief Executive Officer), Mr. Lai Ming Wai, Mr. Chan Wing Him, Kenny and Dr. Arthur Ross Gorrell; and five Independent Non-executive Directors, namely Mr. David Tsoi, Mr. Lo Chi Kit, Mr. Tam Hang Chuen, Mr. Chiang Bun and Ms. Leung Pik Har, Christine.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.