THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Enviro Energy International Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



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)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE TARGET PROPERTIES AND PROPOSED ISSUANCE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

A notice convening the extraordinary general meeting of the Company (the "EGM") to be held at 3:00 p.m. on Thursday, 3 March 2016 at Units 1102–1103, 11th Floor, Nine Queen's Road Central, Hong Kong is set out on pages 14 to 16 of this circular.

Whether or not you are able to attend and vote at the EGM in person, you are requested to read the notice and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, 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 forty-eight (48) hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

"Acquisition" the acquisition in relation to the Target Properties pursuant

to the terms and conditions of the Agreement;

"Agreement" the conditional agreement dated 23 December 2015,

including its amendments or replacement, entered into between the Vendor and the Purchaser in relation to the

Acquisition;

"Announcement" the announcement of the Company dated 23 December 2015

relating to the Acquisition;

"Articles of Association" means the articles of association of the Company as may be

amended from time to time;

"Board" the board of Directors;

"Business Day" a day (other than a Saturday or a Sunday at any time

between 9:00 a.m. to 5:00 p.m.) on which licensed banks in the PRC are open for general banking business throughout

their normal business hours;

"Company" Enviro Energy International Holdings Limited (Stock Code:

1102), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main

Board of the Stock Exchange;

"Completion" the completion of the Acquisition pursuant to the terms and

conditions of the Agreement;

"Completion Date" the tenth Business Day immediately following the date that

all of the Conditions having been satisfied (or waived, if applicable) or such other date as the parties may agree in

writing;

"Condition(s)" the conditions precedent of the Completion, details of

which are set out in the paragraph headed "Conditions

Precedent" of this circular:

"Conditions Fulfillment Date" 31 December 2016 or such later date as the parties to the

Agreement may agree in writing;

"connected person(s)" has the meaning ascribed to it under the Listing Rules;

DEFINITIONS

"Consideration" the total consideration payable by the Purchaser to the Vendor for the Target Properties, being HK\$102,303,975.84; "Consideration Shares" 487.161.789 new Shares to be allotted and issued to the Vendor at HK\$0.21 per Share for the settlement of HK\$102,303,975.69, being part of the Consideration; and "Consideration Share" means any one of them; "Director(s)" the director(s) of the Company; "EGM" an extraordinary general meeting of the Company to be convened to consider and approve, among other things, the issuance of the Consideration Shares under the Specific Mandate: "Fifth Floor" the fifth floor of Tower A, Bao Hua Wang Yuan (保華旺苑 A座第5層) situated at Dalian city, Liaoning province in the PRC; "Fifth Floor Agreement" the government prescribed form of sale and purchase agreement that will be signed by the Purchaser's nominee and the Vendor, the form as attached to the Agreement in respect of the transfer of Fifth Floor; "Fourth Floor" the fourth floor of Tower A, Bao Hua Wang Yuan (保華旺 苑A座第4層) situated at Dalian city, Liaoning province in the PRC; "Fourth Floor Agreement" the government prescribed form of sale and purchase agreement that will be signed by the Purchaser's nominee and the Vendor, the form as attached to the Agreement in respect of the transfer of Fourth Floor; "Group" the Company and its subsidiaries; "Hong Kong" the Hong Kong Special Administrative Region of the PRC; "Independent Third Party(ies)" the independent third party(ies) who is/are, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, independent of and not connected with the Company and its connected person(s); "Issue Price" HK\$0.21, being the issue price per Consideration Share; "Latest Practicable Date" 12 February 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain

information contained herein;

DEFINITIONS

"Last Trading Date" 22 December 2015, being the last trading day immediately

before the entering into the Agreement;

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange;

"PRC" the People's Republic of China and for the sole purpose of

this circular shall exclude Hong Kong, Macau Special

Administrative Region of the PRC and Taiwan;

"Purchaser" Fine Sources Limited (源尚有限公司), a company

incorporated in Hong Kong with limited liability, an

indirect wholly-owned subsidiary of the Company;

"Shareholders" the holders of Shares;

"Share(s)" ordinary share(s) of HK\$0.0025 each in the capital of the

Company;

"Specific Mandate" the specific mandate to be sought from Shareholders at the

EGM for the issuance of the Consideration Shares;

"Stock Exchange" The Stock Exchange of Hong Kong Limited;

"Target Properties" the fourth and the fifth floors of Tower A, Bao Hua Wang

Yuan (保華旺苑A座第4層及第5層) situated at Dalian city,

Liaoning province in the PRC;

"Vendor" Dalian Taiyuan Real Estate Development Co., Ltd.* (大連

泰元房地產開發有限公司), a limited liability company

established in the PRC;

"%" per cent;

"HK\$" Hong Kong Dollar, the lawful currency of Hong Kong; and

"RMB" Renminbi, the lawful currency of the PRC.

Unless otherwise specified in this circular, translations of RMB into HK\$ are made in this circular, for illustration only, at the rate of HK\$1 = RMB0.828. No representation is made that any amounts in RMB or HK\$ could have been or could be converted at that rate or at any other rate or at all.

In case of inconsistency, the English text of this circular shall prevail over its Chinese text.

^{*} For identification purposes only



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)

Executive Directors:

Mr. Suen Cho Hung, Paul (Chairman)

Mr. Zhang Yuanqing (Chief Executive Officer)

Mr. Lai Ming Wai

Mr. Zhu Lijia

Independent Non-Executive Directors:

Mr. David Tsoi

Mr. Chiang Bun

Ms. Leung Pik Har, Christine

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KYl-1111

Cayman Islands

Head office and principal place of business in Hong Kong:

Suite 1502 15th Floor

Great Eagle Centre
23 Harbour Road

Wanchai, Hong Kong

17 February 2016

To the Shareholders and for information only,

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE TARGET PROPERTIES AND

PROPOSED ISSUANCE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

INTRODUCTION

Reference is made to the Announcement of the Agreement of the Company dated 23 December 2015 in relation to the acquisition of the Target Properties.

On 23 December 2015 (after trading hours of the Stock Exchange), the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Vendor, pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Target Properties to the Purchaser or the Purchaser's

nominee. The Consideration for the Target Properties will be settled by the allotment and issuance of the Consideration Shares at the Issue Price of HK\$0.21 each and payment of HK\$0.15 in cash.

The purpose of this circular is to provide you with, among other things, (i) further details of the Agreement and the transactions contemplated thereunder; (ii) details of the Specific Mandate; and (iii) the notice of the EGM together with the proxy form.

AGREEMENT

Date: 23 December 2015

Parties:

Purchaser: Fine Sources Limited

(源尚有限公司)

Vendor: Dalian Taiyuan Real Estate Development Co., Ltd*

(大連泰元房地產開發有限公司)

As at the date of this circular, the Purchaser is an indirect wholly-owned subsidiary of the Company.

As advised by the Vendor, the Vendor is ultimately beneficially owned by Mr. Meng Guang Bao (孟廣寶) ("Mr. Meng") and Madam Bao Le (鮑樂) ("Madam Bao") as to 97.5% and 2.5%. As further advised by the Vendor, Madam Bao is the spouse of Mr. Meng.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are the Independent Third Parties.

Target Properties to be acquired

The Target Properties to be acquired by the Purchaser's nominee are the fourth and fifth floors of Bao Hua Wang Yuan, Sanba Square No. 4, Zhongshan district, Dalian city, Liaoning province* (遼寧省大連市中山區三八廣場4號保華旺苑第4層和第5層) in the PRC. As advised by the Vendor, the Target Properties comprise of the Fourth Floor and the Fifth Floor with a total floor area of approximately 2,842.54 square meters, of which the Fourth Floor has a total floor area of 1,406.27 square meters and the Fifth Floor has a total floor area of 1,436.27 square meters. As advised by the Vendor, the use of Target Properties is for commercial purpose.

The Target Properties are currently under development and as advised by the Vendor, are expected to be completed around the mid of the year 2016.

Consideration

The Consideration of the Acquisition is HK\$102,303,975.84.

On Completion Date, the Company will make the payment of the Consideration to the Vendor for the Target Properties in the following manners:

- (a) allotment and issuance of the Consideration Shares at the Issue Price of HK\$0.21 each; and
- (b) payment of HK\$0.15 in cash.

The Consideration Shares will be allotted and issued at the Issue Price of HK\$0.21 each, which represents:

- (a) a premium of approximately 16.67% over the closing price of HK\$0.180 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (b) a premium of approximately 17.98% over the average closing price of HK\$0.178 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Date; and
- (c) a premium of approximately 90.91% to the closing price of HK\$0.110 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Issue Price was determined after arm's length negotiation between the Purchaser and the Vendor. During the negotiation period between the end of November 2015 and the beginning of December 2015, the Purchaser and the Vendor have resolved and adopted the closing price of HK\$0.20 per Share as quoted on the Stock Exchange on 2 December 2015, being the prevailing market price of the Shares at the time of negotiation of the Agreement, as a reference plus a premium of 5% as the agreed issue price. The parties then spent time on negotiating the other terms of the Agreement. Although the closing price of the Shares at the date of signing of the Agreement has been dropped to HK\$0.19 per Share, the parties honoured their understanding as continued to use the closing price of HK\$0.20 per Share as quoted on the Stock Exchange on 2 December 2015 as the reference for determining of the Issue Price. The Directors (including the independent non-executive Directors) consider that the Issue Price is fair and reasonable and on normal commercial terms.

The Consideration Shares represent approximately 6.91% of the existing issued share capital of the Company as at the date of this circular and approximately 6.46% of the issued share capital of the Company as enlarged by the allotment and issuance of the Consideration Shares.

The Consideration was arrived at after arm's length negotiations between the Purchaser and the Vendor taking into account the total appraised value of the Target Properties of RMB87,270,000 (equivalent to approximately HK\$105,476,000) based on the valuation on the Target Properties as of 24 November 2015 as assessed by an independent valuer by using the market comparison approach.

Initially, the Board had considered settling the entire Consideration in cash. After armlength negotiation between the parties, it is agreed that the Consideration to be paid by Consideration Shares at the Issue Price at premium over (a) the closing price per Share as quoted on the Stock Exchange on the Last Trading Date and (b) the average closing price per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Date because the Vendor has confidence on the growth of the Company's business and development. The management of the Company is in view that as (i) the Issue Price represents a premium over the Company's various average closing prices as stated above; and (ii) the payment method of issuing the Consideration Shares will enlarge the equity base of the Company and maintain financial position of the Company, to the best knowledge of the Directors, the Directors consider the issuance of Consideration Shares is financially beneficial to the Company.

As illustrated by the table below under the paragraph headed "EFFECT OF SHAREHOLDING STRUCTURE OF THE COMPANY", the shareholding interests (i) of the substantial shareholder (as defined in the Listing Rules) of the Company, namely Able Victory Enterprises Limited, will be diluted from approximately 31.30% as at the Latest Practicable Date to approximately 29.28% immediately after the Completion and issuance of Consideration Shares; and (ii) of the existing public Shareholders in the Company will be diluted from approximately 68.70% as at the Latest Practicable Date to approximately 64.26% immediately after the Completion and issuance of Consideration Shares, assuming all options and warrants granted by the Company have not been exercised. Although the issuance of Consideration Shares will result a dilution effect of the existing shareholders' interests, which is very minimal, the overall benefit of such issuance will outweigh the minimal dilution effect on shareholding interests.

Based on the aforesaid, the Directors (including the independent non-executive Directors) are of the view that the Consideration is fair and reasonable and on normal commercial terms and that the entering into of the Agreement is in the interests of the Company and the Shareholders as a whole.

Conditions Precedent

Completion of the Acquisition is conditional upon the fulfillment of the following Conditions on or before the Conditions Fulfillment Date:

- (a) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Consideration Shares;
- (b) the passing of the resolution(s) by the Shareholders to approve the Agreement and the transactions contemplated thereunder at the EGM, including but not limited to, the allotment and issuance of the Consideration Shares to the Vendor;
- (c) the Purchaser having completed due diligence review of the Target Properties and satisfied with the result in all aspects; and
- (d) the Purchaser having received proof, to the Purchaser's satisfaction, that both the Fourth Floor Agreement and the Fifth Floor Agreement have been signed by the Vendor and the Purchaser's nominee and the registration with the government approval authorities have been completed.

If any of the Conditions have not been fulfilled by the Conditions Fulfillment Date, the Agreement shall lapse and have no further effect. None of the parties shall make any claims against the other party pursuant to the terms and conditions of the Agreement.

Completion

Pursuant to the Agreement, the Completion shall take place on the tenth Business Day immediately after the fulfillment (or waiver, if applicable) of all the Conditions set out in the Agreement, or such other date as the parties may agree in writing.

INFORMATION OF THE VENDOR

The Vendor, Dalian Taiyuan Real Estate Development Co., Ltd* (大連泰元房地產開發有限公司), is a limited company established in the PRC, which is, as advised by the Vendor, principally engaged in sales and development of real estate.

As advised by the Vendor, the Vendor is ultimately beneficially owned by Mr. Meng Guang Bao (孟廣寶) ("Mr. Meng") and Madam Bao Le (鮑樂) ("Madam Bao") as to 97.5% and 2.5%. As further advised by the Vendor, Madam Bao is the spouse of Mr. Meng.

Relationship between the Vendor's ultimate beneficial owners and the Directors

Mr. Zhang Yuanqing ("Mr. Zhang") (the Chief Executive Officer and the executive Director of the Company) and Mr. Meng have known each other prior to Mr. Zhang's joining of the Company. Subsequently, Mr. Zhang introduced Mr. Meng to the Company. However, no business relationship was existed between Mr. Zhang and Mr. Meng.

Further, on 8 August 2014, Plus Wealthy Limited, which was ultimately wholly and beneficially owned by Mr. Suen Cho Hung, Paul ("Mr. Suen") (the chairman and executive Director of the Company), as a vendor, Huajun International Limited ("HIL"), which was beneficially wholly-owned by Mr. Meng at the material time, as an offeror, and Mr. Suen had entered into a sale and purchase agreement, pursuant to which HIL had agreed to acquire and Plus Wealthy Limited had agreed to sell an aggregate of 1,668,967,000 shares of Huajun Holding Limited ("Huajun"), which are listed on the Main Board of the Stock Exchange (Stock Code: 377). For the details of the said sale and purchase, please refer to the circular dated 4 September 2014 issued by Huajun.

Relationship between the Vendor's ultimate beneficial owners and the Company

The Group sells solar cells and base oil to Huajun as part of the ordinary business of the Group. To the best of the knowledge of the Company, Mr. Meng currently is also the substantial shareholder and executive director of Huajun.

On 8 September 2015, Mr. Meng, as a vendor, and the Company, as a purchaser, entered into a non-legally binding memorandum of understanding in relation to the potential acquisition of the entire equity interest of China Meng Group Holdings Limited* (中國孟集團股份有限公司), which was terminated on 11 January 2016 between the parties. For details of the said potential acquisition and termination, please refer to the two announcements of the Company dated 8 September 2015 and 11 January 2016, respectively.

Save as the above, to the best of the Directors' knowledge, information and belief, the Vendor and its ultimate beneficial owners do not have any other (prior or current) business relationships and/or other connections or relationships with the Company, any of the Directors, controlling shareholder or connected persons of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are Independent Third Parties.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Consideration Shares. The Consideration Shares, when allotted and issued, will rank *pari passu* in all respects with the existing Shares in issue.

THE SPECIFIC MANDATE

The Consideration Shares comprising 487,161,789 Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this circular, the Company has 7,052,609,752 Shares in issue. The shareholding interests of the Company as at (i) the date of this circular; and (ii) immediately after the Completion and the allotment and issuance of Consideration Shares, assuming all outstanding share options granted and warrants issued by the Company have not been exercised:

(ii) immediately after the

Shareholders	(i) the date of	this circular	Completion and the allotment and issuance of Consideration Shares, assuming all outstanding share options granted and warrants issued by the Company have not been exercised	
	Number of	Approximate	Number of	Approximate
	Shares	%	Shares	%
Substantial Shareholder:				
Able Victory Enterprises Limited (Note)	2,207,485,423	31.30	2,207,485,423	29.28
Public Shareholders:				
Vendor or Vendor's nominee	_	_	487,161,789	6.46
Other Public Shareholders	4,845,124,329	68.70	4,845,124,329	64.26
	7,052,609,752	100.00	7,539,771,541	100.00

Note: Able Victory Enterprises Limited is wholly owned by Epic Wise International Limited which is in turn wholly-owned by Mr. Suen Cho Hung, Paul, an Executive Director and the Chairman of the Company.

As of the Latest Practicable Date, the outstanding share options granted and the warrants issued by the Company, which have not been exercised, are 265,621,624 and 309,155,942 respectively.

As depicted by the above table, the shareholding interests of (i) Able Victory Enterprises Limited as at the Latest Practicable Date would be diluted from approximately 31.30% to approximately 29.28% (ii) the existing public Shareholders in the Company as at the Latest Practicable Date would be diluted from approximately 68.70% to approximately 64.26% immediately, after the Completion and issuance of Consideration Shares, assuming all share options granted and warrants issued by the Company have not been exercised.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS

The Company has conducted the following fund raising activities in the past 12 months immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of net proceeds	Actual use of proceeds
17 September 2015	placing of new shares under general mandate	approximately HK\$204.1 million	As general working capital of the Group and partial settlement of the consideration relating to the acquisitions mentioned in the Company's announcement dated 29 December 2015	All used as intended: approximately HK\$121.7 million has been used as general working capital of the Group and approximately 82.4 million has been used as the partial settlement of the consideration relating to the acquisitions mentioned in the Company's announcement dated 29 December 2015

Save as disclosed above, the Company has not conducted any other equity fund raising exercises in the past twelve months immediately before the date of this circular.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in investment holding, property investment, natural resources and information technology related businesses.

The Purchaser is incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company principally engaged in investment holding.

The Target Properties are located in Dalian city, Liaoning province, the PRC. Dalian, being the second largest city in Liaoning province with the sub-provincial administrative status, is one of the most economically developed cities in the northeast region of the PRC and the fastest growing property markets in the PRC. Dalian also has the largest harbour in the northeast region of the PRC.

As advised by the Vendor, the Target Properties were expected to be completed around the mid of the year 2016. The Group intends to refurbish the Target Properties to enhance the value of the Target Properties for sale and/or lease in the market around September 2016, if the Target Properties will be completed as scheduled. Currently, the area, that the Target Properties is situated at, is mostly consisted of offices and street shops and lack of high-end composite commercial properties. Further, as the International Brand Trade Center in Northeast Asia* (東北亞國際品牌交易中心) has been established in the Sanba Square district, it has further

promoted the demand for high-end commercial properties in the district. The Target Properties can satisfy such demand for high-end commercial properties in the district. In view of the above, the Company considers and expects that the Target Properties will be subject to great demand, whether for sale or for lease.

The Board is also of the view that the Acquisition will enable the Group to increase its reserve of commercial properties for sale and/or lease in the future. As this is situated in close proximity to other commercial and landmark buildings at the central business district in the east of Dalian city, such as Jia He Square* (嘉和廣場) and Ligao New World Square* (驪高新世界廣場), the Company expects there will be a great demand due to the prime location of the Target Properties with a lot of traffic flow.

Having considered the above, the Directors believe that entering into of the Agreement will provide a great opportunity to the Group to provide a sustainable growth to the Company's assets, thus potentially a greater return for the Shareholders.

The Directors further believe that entering into the Agreement will not change the nature of the Group's principal business but will diversify the Group's assets portfolio. The Directors consider that the terms of the Agreement are on normal commercial terms and are fair and reasonable and the Agreement is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Acquisition calculated are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

The Company will seek approval for, among other things, the issuance of the Consideration Shares under the Specific Mandate from the Shareholders at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

EGM

Details of the EGM, during which resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the issuance of the Consideration Shares under the Specific Mandate, are set out below:

Date: 3 March 2016

Time: 3:00 p.m.

Venue: Units 1102–1103, 11th Floor, Nine Queen's Road Central, Hong Kong

The notice of the EGM is set out on pages 14 and 16 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not the Shareholders are able to attend the EGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof should the Shareholders so desire.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

Listing Rules Requirement

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular to members; and (ii) which relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views. Accordingly, the Company will procure the chairman of the EGM to demand for voting on poll in respect of the ordinary resolution to be proposed at the EGM in accordance with the Articles of Association of the Company and Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, the branch share registrar of the Company in Hong Kong, will serve as the scrutineer for the vote-taking.

Details of the poll procedures under the Articles of Association are set out in the Notice.

RECOMMENDATION

The Board is of the opinion that the proposed issuance of Consideration Shares under the Specific Mandate is fair and reasonable and in the interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of resolution(s) proposed at the EGM.

* For identification purposes only

By Order of the Board
Enviro Energy International Holdings Limited
Zhang Yuanqing

Chief Executive Officer and Executive Director

NOTICE OF EGM



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 IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Enviro Energy International Holdings Limited (the "**Company**") will be held at 3:00 p.m. on Thursday, 3 March 2016 at Units 1102–1103, 11th Floor, Nine Queen's Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

"THAT:

- (a) an agreement dated 23 December 2015 (the "Agreement") (a copy of which has been produced at the EGM and marked "A" and initialed by the chairman of this Meeting for the purpose of identification) entered into by between Fine Sources Limited (源尚有限公司), an indirect wholly-owned subsidiary of the Company, as the purchaser, and Dalian Taiyuan Real Estate Development Co., Ltd* (大連泰元房地產開發有限公司), as the vendor, in relation to the fourth and the fifth floors of Tower A, Bao Hua Wang Yuan (保華旺苑A座第4層及第5層) situated at Dalian city, Liaoning province in the PRC at a consideration of HK\$102,303,975.84 (the "Consideration"), which will be settled by 487,161,789 new shares in the Company to be issued and allotted (the "Consideration Shares") and payment of HK\$0.15 in cash upon completion of the Agreement and the transactions contemplated thereunder or incidental to the Agreement be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (the "**Directors**") be and are hereby specifically authorised to allot and issue the Consideration Shares at HK\$0.21 per Consideration Share in accordance with the terms and conditions of the Agreement, and that the Consideration Shares shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotments and issuances; and

NOTICE OF EGM

(c) the Directors are hereby authorised to do all such further acts and things and execute such further documents which in their opinion may be necessary or expedient to give effect to the terms of the Agreement, including but not limit to amend the terms and conditions of the Agreement and the issue and allotment of the Consideration Shares or any of the transactions contemplated under the Agreement."

By Order of the Board

Enviro Energy International Holdings Limited

Zhang Yuanqing

Chief Executive Officer and Executive Director

Hong Kong, 17 February 2016

* For identification purposes only

Registered office: Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KYl-1111

Cayman Islands

Head office and principal place of business in Hong Kong: Suite 1502 15th Floor Great Eagle Centre

23 Harbour Road Wanchai, Hong Kong

As at the date of this notice, the Directors are:

Executive Directors:

Mr. Suen Cho Hung, Paul (Chairman)

Mr. Zhang Yuanqing (Chief Executive Officer)

Mr. Lai Ming Wai Mr. Zhu Lijia Independent Non-Executive Directors:

Mr. David Tsoi Mr. Chiang Bun

Ms. Leung Pik Har, Christine

Notes:

- 1. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the Articles of Association. A proxy need not be a Shareholder.
- 2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of Shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- 3. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) should they so wish.

NOTICE OF EGM

- 4. Pursuant to Article 72 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:
 - (a) by the chairman of such meeting; or
 - (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
 - (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
 - (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.