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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 EXTRAORDINARY GENERAL MEETING

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

- (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 KY1-1111
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 announcement, 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.

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.