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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)

**MEMORANDUM OF UNDERSTANDING
IN RELATION TO
POTENTIAL SUBSCRIPTION OF CONVERTIBLE BONDS
ISSUED BY THE COMPANY**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO.

POTENTIAL SUBSCRIPTION

The Board is pleased to announce that on 25 September 2017 (after trading hours), the Company and the Subscriber entered into the MOU, pursuant to which the Subscriber intends to subscribe for and the Company intends to allot and issue the Convertible Bonds to the Subscriber on and subject to the terms and conditions of the Subscription Agreement.

The MOU is non-legally binding (save for those terms in relation to confidentiality, notices, costs, legal effect, counterpart, governing law and jurisdiction) and the consummation of the Subscription under the MOU is subject to, among others, the execution of the Subscription Agreement.

The terms of the formal binding Subscription Agreement for the Potential Subscription have yet to be determined. Accordingly, the Potential Subscription may or may not materialise. In the event that the Subscription Agreement has been entered into between the Company and the Subscriber or the Fund, the Company will make further announcement when appropriate in accordance with the Listing Rules. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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As informed by the Subscriber, the Subscriber intends to form a fund (the “**Fund**”) to subscribe the Convertible Bonds. The Fund will be (a) beneficially held by the Independent Third Party(ies); and (b) managed by the Subscriber as the fund manager.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Subscriber is an Independent Third Party and the Subscriber represents and warrants to the Company that the Fund to be formed and the ultimate beneficial owner(s) of the Fund will be the Independent Third Parties. As informed by the Subscriber, it is a company incorporated in Cayman Islands with limited liability and is principal engaged in investment holding.

The Company and the Subscriber shall negotiate in good faith towards one another in ensuring that the Subscription Agreement be entered into as soon as possible and in any event, on or before the date falling three (3) months from the date of the MOU or such later date as the Company and the Subscriber may agree.

The MOU is non-legally binding (save for those terms in relation to confidentiality, notices, costs, legal effect, counterpart, governing law and jurisdiction) and the consummation of the Subscription under the MOU is subject to, among others, the execution of the Subscription Agreement.

The terms of the formal binding Subscription Agreement for the Potential Subscription have yet to be determined. Accordingly, the Potential Subscription may or may not materialise. In the event that the Subscription Agreement has been entered into between the Company and the Subscriber or the Fund, the Company will make further announcement when appropriate in accordance with the Listing Rules. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

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

“Board”	the Board of Directors
“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
“Convertible Bonds”	convertible bonds of an aggregate principal amount of HK\$300,000,000, which is convertible into Shares on the maturity date, to be determined, to be placed and subscribed pursuant to the Subscription Agreement
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	the 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 the connected person(s) (as defined in the Listing Rules) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 25 September 2017 entered into between the Subscriber and the Company in relation to the Potential Subscription
“Potential Subscription”	the potential subscription of Convertible Bonds to be issued by the Company by the Subscriber
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholders”	the holders of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	CEFC International Asset Management Limited Company (Cayman), a company incorporated in Cayman Islands with limited liability

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

By Order of the Board
Enviro Energy International Holdings Limited
Li Sen
Chairman

Hong Kong, 25 September 2017

As at the date of this announcement, the Board comprises four Executive Directors, namely Mr. Li Sen (Chairman), Mr. Zhang Yuanqing (Co-chief Executive Officer), Mr. Pu Wei (Co-chief Executive Officer) and Mr. Wei Junqing and three Independent Non-executive Directors, namely Mr. Wen Guangwei, Mr. Chiang Bun and Ms. Leung Pik Har, Christine.