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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)

**FRAMEWORK AGREEMENT
IN RESPECT OF POTENTIAL ACQUISITION**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

THE FRAMEWORK AGREEMENT

The Board is pleased to announce that on 20 November 2019 (after trading hour of the Stock Exchange), the Purchaser, (the Company or any of its subsidiary nominated by the Company), entered into a non-legally binding Framework Agreement with the Vendor in relation to the Potential Acquisition.

The Framework Agreement is a non legally binding (save for those terms in relation to due diligence, valuation and assessment, exclusivity, confidentiality and termination) and is subject to, among others, the execution of the formal agreement. The terms of the formal agreement for the Potential Acquisition have yet to be determined.

The Potential Acquisition, if materialize, may constitute notifiable transaction for the Company under Chapter 14 of the Listing Rules and further announcement will be made by the Company in regard when appropriate in accordance with the Listing Rules. No binding agreement (save for those provisions in Framework Agreement in relation to due diligence, valuation and assessment, exclusivity, confidentiality and termination) in relation to the Potential Acquisition has been entered into as at the date of this announcement. As the Potential Acquisition may or may not materialize, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

THE FRAMEWORK AGREEMENT

Date : 20 November 2019

Vendor : Beijing Guorundongfang Biotech Limited# (北京國潤東方生物科技有限公司)

Purchaser : Enviro Energy International Holdings Limited (環能國際控股有限公司)
or any of its subsidiary nominated by the Company

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

Assets to be acquired

Pursuant to the Framework Agreement, the Purchaser intends to acquire and the Vendor intends to sell the right of the intellectual property and licence of "Angel Elements (天使元素)" (for planting and soil improvement) held by the Vendor to the Purchaser.

Consideration for Potential Acquisition

Regarding the Potential Acquisition, the consideration will be settled by issuance of ordinary shares of the Company to the Vendor as arranged and procured by the Purchaser. The final consideration (if agreed) will be set out in the formal agreement.

Due diligence, valuation and assessment

Upon signing of the Framework Agreement, the Purchaser shall have the right to commence a due diligence review and investigation, valuation and assessment of the assets to be acquired from the Vendor.

GENERAL

The Potential Acquisition, if materialize, may constitute notifiable transaction for the Company under Chapter 14 of the Listing Rules and further announcement will be made by the Company in regard when appropriate in accordance with the Listing Rules. No binding agreement (save for those provisions in Framework Agreement in relation to due diligence, valuation and assessment, exclusivity, confidentiality and termination) in relation to the Potential Acquisition has been entered into as at the date of this announcement. As the Potential Acquisition may or may not materialize, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings given to them as below:

“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
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	the independent third parties who 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
“Framework Agreement”	the framework agreement dated 20 November 2019 entered into between the Purchaser and the Vendor
“Potential Acquisition”	the potential acquisition in relation to the Purchaser’s intention to acquire the right of the intellectual property and licence of “Angel Elements (天使元素)” (for planting and soil improvement) held by the Vendor pursuant to the Framework Agreement
“PRC”	the People’s Republic of China
“Purchaser”	Enviro Energy International Holdings Limited or any of its subsidiary nominated by the Company
“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

“Vendor” Beijing Guorundongfang Biotech Limited# (北京國潤東方生物科技股份有限公司), a company incorporated in PRC with limited liability, who engages in research, production, and sale of “Angel Elements (天使元素)” for organic fertilizer planting, soil improvement and related businesses

The English translation in this announcement is for reference only. The official names are in Chinese.

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

Hong Kong, 20 November 2019

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Li Sen (Chairman), Mr. Jiang Senlin and Mr. Zhong Jinhua and three Independent Non-executive Directors, namely Ms. Liu Yan, Mr. Li Jinyuan and Mr. Zhong Jian.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.