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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)**

### **SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

#### **SUBSCRIPTION AGREEMENT**

On 2 April 2019 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company has conditionally agreed to issue and the Subscriber have conditionally agreed to subscribe the Subscription Shares at the Subscription Price of HK\$0.0496 per Subscription Share.

The Subscription Shares, which will be issued under the General Mandate, represent (a) approximately 20.00% of the issued share capital of the Company as at the date of this Announcement; and (b) approximately 16.67% of the issued share capital of the Company as enlarged by the issue and allotment of the Subscription Shares.

By a resolution of the Shareholders passed at the AGM, the Company granted the General Mandate to the Directors to allot and issue up to 20% of the then total number of Shares of the Company in issue as at 6 June 2018, i.e. 1,809,568,828 Shares. As the Subscription Shares will be allotted and issued under the General Mandate, the Subscription and the issue of Subscription Shares are not subject to Shareholders' approval.

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Subscription Shares.

#### **GENERAL**

**Shareholders and potential investors should note that completion of the Subscription is subject to fulfillment of the condition under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## 1. SUBSCRIPTION AGREEMENT

On 2 April 2019 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company has conditionally agreed to issue and the Subscriber have conditionally agreed to subscribe the Subscriber Shares at the Subscription Price of HK\$0.0496 per Subscription Share.

Date : 2 April 2019 (after trading hours)

Parties : Issuer : The Company

Subscriber : Shenzhen Xin Lang Tong Technology Company Limited\* (深圳市新朗通科技有限公司)

To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

### **Number of Subscription Shares to be subscribed for:**

Subject to the terms and conditions of the Subscription Agreement, the Company has conditionally agreed to issue and the Subscriber has conditionally agreed to subscribe 1,809,568,828 new Shares, representing (a) approximately 20.00% of the issued share capital of the Company as at the date of this Announcement; and (b) approximately 16.67% of the issued share capital of the Company as enlarged by the issue and allotment of the Subscription Shares.

### **Subscription Price:**

The Subscription Price of HK\$0.0496 per Subscription Share, representing:

- (a) a discount of approximately 20% to the closing price of HK\$0.062 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (b) a discount of approximately 19.48% over the average of the closing prices of HK\$0.0616 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the Last Trading Day.

The Subscription Price was negotiated on an arm's length basis between the Company and Subscriber and is determined with reference to the prevailing market price of the Shares.

**Issue the Subscription Shares under the General Mandate:**

By a resolution of the Shareholders passed at the AGM, the Company granted the General Mandate to the Directors to allot and issue up to 20% of the then total number of Shares of the Company in issue as at 6 June 2018, i.e. 1,809,568,828 Shares. As at the date of this announcement, no Shares have been issued pursuant to the General Mandate. As the Subscription Shares will be allotted and issued under the General Mandate, the Subscription and the issue of Subscription Shares are not subject to Shareholders' approval.

Application will be made by the Company to the Stock Exchange for the grant of listing of and permission to deal in the Subscription Shares.

**Ranking:**

The Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with all other Shares presently in issue and at the time of issue and allotment of the Subscription Shares.

**Conditions of the Subscription:**

The Subscription is conditional upon the following conditions being fulfilled on or before Conditions Fulfillment Date:

- (a) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares; and
- (b) the completion of the subscription of the entire amount of the Subscription Shares to take place simultaneously.

**Completion of Subscription:**

Within five (5) Business Days after the date on which the last condition of the Subscription has been fulfilled, the aggregate sum of the Subscription Price for the Subscription Shares shall be payable by the Subscriber to the Company in cash or by way of cashier order on the Completion Date.

## 2. EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 9,047,844,141 Shares in issue. The shareholding structure of the Company as at (i) the date of this announcement; and (ii) immediately upon the issue and allotment of the Subscription Shares are as follows:

Shareholders	As at the date of this announcement		Immediately upon the issue and allotment of the Subscription Shares	
	Number of Shares	Approx.%	Number of Shares	Approx.%
<b>Substantial Shareholders</b>				
Able Victory Enterprises Limited (Note 1)	2,207,485,423	24.40	2,207,485,423	20.33
Hua Shang Consumer Premium Selection Investment Fund	1,459,396,000	16.13	1,459,396,000	13.44
<b>Public Shareholders</b>				
Subscriber	–	–	1,809,568,828	16.67
Other public Shareholders	5,380,962,718	59.47	5,380,962,718	49.56
<b>Total</b>	<b>9,047,844,141</b>	<b>100.00</b>	<b>10,857,412,969</b>	<b>100.00</b>

Notes:

1. Mr. Li Sen is an executive Director and chairman of the Company. These interests are held by Able Victory Enterprises Limited, which is wholly owned by Mr. Li Sen. Accordingly, Mr. Li is deemed to be interested in 2,207,485,423 Shares of the Company under the Securities and Futures Ordinance.

The above shareholdings of the Company set out in the above table are for illustration purposes only.

### **3. INFORMATION OF THE SUBSCRIBER**

As advised by the Subscriber, the Subscriber is a company with limited liability incorporated in the PRC. As advised by the Subscriber, the principal activity of the Subscriber is, among others, technological development and sale of computers, softwares and ancillary equipments, and sale of instruments and meters and office equipments. As at the date of this announcement, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

### **4. REASONS FOR THE SUBSCRIPTION AND USE OF NET PROCEEDS**

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

In view of the current market, the Directors considered that the Subscription represents an ideal opportunity for the Company to raise additional capital for its future business developments, to enhance its capital base and broaden its shareholders' base at a reasonable cost. Assuming all 1,809,568,828 Shares are successfully subscribed, the net proceeds of approximately HK\$89,454,614.00 from the issue of the Subscription Shares will be used to finance the expansion of the investment holding business, facilitate future projects of properties investment and as the general working capital of the Group.

The Directors considered that the Subscription Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Subscriber, and that the terms of the Subscription Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

### **5. FUND RAISING ACTIVITY DURING THE PAST 12 MONTHS FROM THE DATE OF THIS ANNOUNCEMENT**

Save as disclosed in the announcement of the Company dated 31 January 2019, the entering into of the subscription agreement dated 31 January 2019, by the Company regarding the issue of the convertible bond, which has been lapsed, the Company did not conduct any other fundraising on issue of equity securities in the last 12 months immediately preceding the date of this announcement.

**Shareholders and potential investors should note that completion of the Subscription is subject to fulfillment of the conditions under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## 6. DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“AGM”	the annual general meeting of the Company held on 6 June 2018
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	means a day on which licensed banks in Hong Kong are open for general banking business, other than (i) a Saturday or a Sunday; or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“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
“Conditions Fulfillment Date”	on or before 30 June 2019 or such later time or date as may be agreed between the Subscriber and the Company in writing
“connected persons”	has the meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue and deal with up to 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Third Party(ies)”	the independent third party who is, 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
“Last Trading Day”	2 April 2019, being the last trading day before the publication of this announcement
“Listing Committee”	has the same meaning ascribed thereto in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Shenzhen Xin Lang Tong Technology Company Limited* (深圳市新朗通科技有限公司), a limited company incorporated in the PRC
“Subscription”	the proposed issue of Subscription Shares by the Company and the proposed subscription of the Subscription Shares by the Subscriber
“Subscription Agreement”	the subscription agreement dated 2 April 2019, entered into between the Company and the Subscriber in respect of the Subscription
“Subscription Price”	HK\$0.0496 per Subscription Share

“Subscription Shares”	1,809,568,828 new Shares to be issued by the Company to the Subscriber pursuant to the Subscription Agreement
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 2 April 2019

\* *In this announcement, translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purposes only, and in the event of any inconsistency between the Chinese names and their English translation, the Chinese names shall prevail.*

*As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Li Sen (Chairman), Mr. Zhou Xuesheng (Chief Executive Officer) and Mr. Wei Junqing and three Independent Non-executive Directors, namely Mr. Wen Guangwei, Dr. Hou Chaohui and Mr. Jiang Maolin.*

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