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

**If you have sold or transferred** all your shares in Enviro Energy International Holdings Limited, 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 or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



**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: 8182)**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER**  
**THE SHARE OPTION SCHEME**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM (as defined herein) of Enviro Energy International Holdings Limited to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 12 April 2010 at 2:30 p.m. is set out on pages 15 to 20 of this circular. Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude shareholders of Enviro Energy International Holdings Limited from attending and voting in person at the AGM (or any adjournment thereof) should they so wish.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of posting and on the website of the Company at [www.enviro-energy.com.hk](http://www.enviro-energy.com.hk).*

*Please note that the English text of this circular shall prevail over the Chinese text.*

19 March 2010

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	means the annual general meeting of the Company to be convened and held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 12 April 2010 at 2:30 p.m.;
“Articles of Association”	means the articles of association of the Company as may be amended from time to time;
“Associates”	bears the same meaning ascribed thereto in the GEM Listing Rules;
“Board”	means the board of Directors;
“Companies Law”	means the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	means Enviro Energy International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM;
“Director(s)”	means directors of the Company or the Board, as the context may require;
“GEM”	means the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Committee”	means the listing sub-committee of the board for GEM;
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM as may be amended from time to time;
“Group”	means the Company, its subsidiaries and jointly-controlled entity;
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;

## DEFINITIONS

“Latest Practicable Date”	means 17 March 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion therein;
“Main Board”	means the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the option market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM;
“Notice”	means the notice convening the AGM;
“Old Shares”	means ordinary shares of HK\$0.01 each in the share capital of the Company before the first share subdivision of the Company became effective on 18 April 2007;
“Refreshed Limit”	means the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, being 10% of the Shares in issue as at the date of approving such Refreshed Limit by the Shareholders passing an ordinary resolution at the AGM;
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice;
“Scheme Mandate Limit”	means the maximum number of Shares which may be issued upon exercise of all options granted or to be granted under the Share Option Scheme, being 10% of the Shares in issue on 21 January 2008, being the date of the last refreshment of the scheme mandate limit of the Share Option Scheme;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	means the ordinary share(s) of par value of HK\$0.0025 each in the capital of the Company;
“Share Option Scheme”	means the post-IPO share option scheme adopted by the Company on 25 January 2003;

## DEFINITIONS

“Shareholder(s)”	means holders of the Shares;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed thereto in the GEM Listing Rules;
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Repurchases; and
“%”	means per cent.



**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: 8182)**

*Executive Directors:*

Mr. Chan Wing Him Kenny  
*(Chairman and Chief Executive Officer)*  
Dr. Arthur Ross Gorrell

*Independent Non-executive Directors:*

Mr. David Tsoi  
Mr. Lo Chi Kit  
Mr. Tam Hang Chuen

*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:*

Unit 806, Level 8  
Core D, Cyberport 3  
100 Cyberport Road  
Hong Kong

19 March 2010

*To Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER**  
**THE SHARE OPTION SCHEME**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM required to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 12 April 2010 at 2:30 p.m., which, upon approval, would enable the Company to, among other things:

- (a) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing of such resolution;

## LETTER FROM THE BOARD

- (b) issue new Shares not exceeding 20% of the Shares in issue as at the date of passing of the relevant resolution and those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above;
- (c) re-elect Directors; and
- (d) refresh the Scheme Mandate Limit.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On 20 April 2009, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the AGM.

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given a general mandate to (i) repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution; and (ii) allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the ordinary resolution and the nominal amount of any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution). Any issue of new Shares is subject to approval from the Stock Exchange for the listing of, and permission to deal in, such new Shares.

As at the Latest Practicable Date, the Company had an aggregate of 2,431,960,800 Shares in issue. Subject to the passing of Resolution No. 2(i) set out in the Notice at the AGM and on the basis that no further Shares shall be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the above general mandate to allot and issue up to 486,392,160 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

An explanatory statement containing information relating to the Repurchase Mandate as required by Rule 13.08 of the GEM Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with the provisions of the Articles of Association, Dr. Arthur Ross Gorrell, an executive Director, and Mr. Tam Hang Chuen, an independent non-executive Director, will retire by rotation pursuant to Article 108 and, being eligible, will offer themselves for re-election at the AGM. The Board is satisfied that both Dr. Arthur Ross Gorrell and Mr. Tam Hang Chuen are persons of integrity and stature. In addition, Mr. Tam Hang Chuen is independent in character and judgement. He is independent of the



## LETTER FROM THE BOARD

management and free from any business or other relationships which would materially interfere with his independent judgement. Consequently, the Board recommends the re-election of Mr. Tam Hang Chuen as independent non-executive Director at the AGM. Information on such Directors as required to be disclosed under Rule 17.50(2) of the GEM Listing Rules is set out in Appendix II to this circular.

### REFRESHMENT OF THE SCHEME MANDATE LIMIT

As at 25 January 2003, being the adoption date of the Share Option Scheme, the maximum number of Old Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme was 38,484,000 Old Shares, being 10% of the Old Shares in issue on the adoption date of the Share Option Scheme.

As at 21 January 2008, being the date of the last refreshment of the scheme mandate limit of the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme was 222,608,080 Shares, being 10% of the Shares in issue on the date of the last refreshment of the scheme mandate limit of the Share Option Scheme.

As at the Latest Practicable Date, the Company had an aggregate of 2,431,960,800 Shares in issue and 274,761,000 options granted under the Share Option Scheme of which 89,468,800 options had been exercised, 5,750,000 options had lapsed and 179,542,200 options remained outstanding entitling the holders of the options to subscribe for an aggregate of 179,542,200 new Shares, representing approximately 7.38% of the total issued share capital of the Company as at the Latest Practicable Date.

It is proposed that subject to the approval of the Shareholders at the AGM and such other requirements prescribed under the GEM Listing Rules, the limit on grant of options under the Share Option Scheme will be increased to the Refreshed Limit and, options previously granted under the Share Option Scheme or any other share option scheme(s) of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the Share Option Scheme or such other scheme(s) of the Company) will not be counted for the purpose of calculating the limit as refreshed.

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, there were 2,431,960,800 Shares in issue. Assuming that no further Shares will be issued or repurchased prior to the date of approving the refreshment of the Scheme Mandate Limit by the Shareholders, the maximum number of Shares which fall to be issued upon exercise of all options that may be granted by the Company under the Refreshed Limit would be 243,196,080 Shares, representing 10% of the Shares in issue as at the date of the approval of the proposed refreshment of the Scheme Mandate Limit to the Refreshed Limit by the Shareholders at the AGM.

## LETTER FROM THE BOARD

The Directors consider that, in order to provide the Company with greater flexibility in granting options to eligible person(s) under the Share Option Scheme, the Board decides to seek the approval of the Shareholders to refresh the Scheme Mandate Limit so that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other scheme(s) of the Company shall not exceed the Refreshed Limit.

### Conditions

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the Refreshed Limit such that the total number of securities which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed the Refreshed Limit.

The adoption of the Refreshed Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Refreshed Limit at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme under the Refreshed Limit.

### Application for Listing

Application will be made to the GEM Listing Committee for the granting of the approval of the listing of, and permission to deal in, the new Shares which fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme under the Refreshed Limit.

### THE AGM

Details of the AGM are set out below:

Date: 12 April 2010

Time: 2:30 p.m.

Venue: Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong

The Notice is set out on pages 15 to 20 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not the Shareholders intend to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the

## LETTER FROM THE BOARD

time appointed for holding the AGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholders have a material interest in the proposed re-election of Directors and the refreshment of the Scheme Mandate Limit and therefore are required to abstain from voting at the AGM approving, among others, the re-election of Dr. Arthur Ross Gorrell and Mr. Tam Hang Chuen as Directors and the refreshment of the Scheme Mandate Limit.

### **GEM Listing Rules Requirement**

Under Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll. Details of the poll procedures under the Articles of Association are set out in the Notice.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### **RECOMMENDATION**

The Directors consider that the above proposals in respect of the granting of general mandates to issue and repurchase Shares, the re-election of Directors and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**Enviro Energy International Holdings Limited**  
**Chan Wing Him Kenny**  
*Chairman and Chief Executive Officer*

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains information required by Rule 13.08 of the GEM Listing Rules which is set out as follows:

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 2,431,960,800 Shares.

Subject to the passing of Resolution No. 2(ii) set out in the Notice at the AGM and on the basis that no further Shares shall be issued or repurchased prior to the AGM nor outstanding options, if any, granted under the share option scheme of the Company being exercised, the authority conferred by Resolution No. 2(ii) will continue in force and the Company shall be allowed under the Repurchase Mandate to repurchase a maximum of 243,196,080 Shares during the period from the date of passing Resolution No. 2(ii) and ending on the earliest of the conclusion of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or applicable laws of the Cayman Islands and the date upon which Resolution No. 2(ii) is revoked or varied by Shareholders in general meeting.

### **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and Articles of Association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM from time to time.

Under Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital.

#### **4. STATUS OF REPURCHASED SHARES**

The GEM Listing Rules provide that the listing of all repurchased shares shall be automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the law of the Cayman Islands, a company's repurchased shares shall be treated as cancelled and its issued share capital (but not the authorised share capital) will be reduced accordingly.

#### **5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2009) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **6. DISCLOSURE OF INTERESTS**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is approved by the Shareholders.

## 7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 8. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Colpo Mercantile Inc. ("Colpo") held 1,185,680,000 Shares, representing approximately 48.75% of the existing issued share capital of the Company. Should the power to repurchase Shares pursuant to the Repurchase Mandate be exercised in full and assuming there is no change in the issued share capital of the Company and the present shareholding of Colpo in the Company, Colpo would then be beneficially interested in approximately 54.17% of the issued ordinary share capital of the Company. Apart from Colpo (including its connected persons and associates within the meaning of the GEM Listing Rules), the Directors are not aware of any single Shareholder who holds 10% or more of the issued Shares.

On the basis of the shareholding held by the controlling shareholder named above, an exercise of the Repurchase Mandate in full may result in Colpo becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, so far as is known to the Directors, no other Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase the Shares pursuant to the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in any mandatory offer to be made under the Takeovers Code.

**9. SHARE PURCHASE MADE BY THE COMPANY**

No repurchases of securities have been made by the Company in the previous six months before the Latest Practicable Date, whether on GEM or otherwise.

The Company will not repurchase any Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the issued share capital of the Company.

**10. SHARE PRICES**

The highest and lowest prices of the Shares as traded on GEM in each of the previous twelve months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Shares Price</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2009</b>		
March	0.111	0.090
April	0.133	0.099
May	0.920	0.103
June	0.920	0.480
July	1.340	0.770
August	1.290	0.520
September	0.910	0.580
October	0.780	0.680
November	0.760	0.620
December	0.660	0.420
<b>2010</b>		
January	0.630	0.460
February	0.620	0.480
March (up to the Latest Practicable Date)	0.820	0.600

Details of the Directors who are required to retire at the AGM according to the Articles of Association and who, being eligible, offer themselves for re-election at the AGM are as follows:

**(1) Dr. Arthur Ross Gorrell (“Dr. Gorrell”) – Executive Director**

Dr. Gorrell, aged 64, joined the Group as a non-executive Director on 1 December 2007 and has been re-designated as an executive Director since June 2008. Dr. Gorrell is a member of the management committee of the Company. He is responsible for business expansion and development of the Group.

Dr. Gorrell has joined Petromin Resources Ltd. (“Petromin”), a connected person of the Company and which shares are listed on the Toronto Stock Exchange Venture Board (“TSX”), since 1990 as one of the founders and currently is a director and co-chairman and the president and chief executive officer of Petromin. He is also a director of, and a member of the audit committee for, Run of River Power Inc., which shares are listed on TSX. Dr. Gorrell is the owner operator of Dr. A. Ross Gorrell Inc., a fee for service private practice dental clinic founded by Dr. Gorrell in 1968, in South Delta of British Columbia, Canada. From 2006 to May 2009, Dr. Gorrell was a director and the president of Changyu MedTech Ltd. (formerly known as Hollingport Venture Inc.) which shares are listed on TSX. Save as disclosed herein, Dr. Gorrell has not held any directorship in any other listed public companies in the past three years.

Graduating with honours, Dr. Gorrell received his Doctorate in Dental Surgery from the University of Alberta, Edmonton, Canada in 1968, and completed his pre graduate Basic Science Studies at the University of Calgary, Canada in 1963. Dr. Gorrell obtained a diploma in Canadian Securities Course in 1969.

Pursuant to the service contract between Dr. Gorrell and the Company, the length of service of Dr. Gorrell with the Company is for a term of two years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Dr. Gorrell is HK\$192,000 plus a fixed sum annual bonus equal to one month’s fixed fee or pro rata payment thereof and discretionary year-end bonus per annum. Such remuneration was determined with reference to the prevailing market conditions and his respective roles and responsibilities.

As at the Latest Practicable Date, other than holding 2,625,000 Shares and 4,700,000 share options of the Company, and 3,000,000 stock options of TerraWest Energy Corp., a subsidiary of the Company, Dr. Gorrell is not interested in the Shares within the meaning of Part XV of the SFO. Save as serving in the management of Petromin together with, among others, Mr. Chan Wing Him Kenny, a director and co-chairman of Petromin, and an executive Director and the chairman and CEO of the Company, Dr. Gorrell is not connected with any Directors, senior management, management shareholders, substantial or controlling shareholders of the Company and their respective Associates.



**(2) Mr. Tam Hang Chuen (“Mr. Tam”) – Independent Non-Executive Director**

Mr. Tam, aged 54, joined the Group in December 2006. Mr. Tam is also a member of the Audit Committee and Remuneration Committee, respectively. He is a businessman with more than 22 years experience in senior management and business operations, in particular, in the printing industry. Mr. Tam has broad connection with commercial groups in Asian region. Mr. Tam has not held any directorship in any other listed public companies in the past three years.

Pursuant to the service contract between Mr. Tam and the Company, the length of service of Mr. Tam with the Company is for a term of two years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Tam is HK\$120,000 per annum, which was determined with reference to the prevailing market conditions and his respective roles and responsibilities.

As at the Latest Practicable Date, other than holding 1,000,000 Shares and 100,000 share options of the Company, Mr. Tam is not interested in the Shares within the meaning of Part XV of the SFO and is not connected with any Directors, senior management, management shareholders, substantial or controlling shareholders of the Company and their respective Associates.

As at the Latest Practicable Date, to the best of the Directors’ knowledge, information and belief having made reasonable enquiry, there were no other matters in relation to the re-election of Dr. Gorrell and Mr. Tam as Directors that needed to be brought to the attention of the Shareholders or were required to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules.



**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: 8182)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting (“AGM”) of Enviro Energy International Holdings Limited (“Company”) will be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 12 April 2010 at 2:30 p.m. for the following purposes:

1. As ordinary business, to consider and if thought fit, pass the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

- (i) to receive and consider the audited consolidated financial statements and reports of the directors and the independent auditor for the year ended 31 December 2009 of the Company;
- (ii) to re-elect Dr. Arthur Ross Gorrell as an executive director of the Company;
- (iii) to re-elect Mr. Tam Hang Chuen as an independent non-executive director of the Company;
- (iv) to authorise the board of directors to fix the remuneration of the directors and any committee of directors of the Company; and
- (v) to re-appoint PricewaterhouseCoopers as an independent auditor of the Company for the ensuing year and authorise the board of directors of the Company to fix its remuneration.

## NOTICE OF AGM

2. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

- (i) **“THAT:**
- (a) subject to paragraph (c) below, the exercise by the board of directors (“Directors”) of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under any share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and other consultants and/or advisers of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company (“Articles of Association”) in force from time to time; or (iv) any issue of shares in the Company upon exercise of rights of subscription or convertible into shares in the Company, unissued shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

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- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company (“Shareholders”) in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

- (ii) **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission (“SFC”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of shares in the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (iii) **“THAT:**

conditional upon resolution nos. 2(i) and 2(ii) above being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares in the Company pursuant to the said resolution no. 2(i) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution no. 2(ii), provided that the amount of shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of this resolution.”
- (iv) **“THAT:**

subject to and conditional upon the listing sub-committee of the board for GEM granting approval of the listing of, and permission to deal in, the shares of HK\$0.0025 each in the share capital of the Company (“Shares”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), pursuant to clause 8(B) of the post-IPO share option scheme adopted by the Company on 25 January 2003 (“Scheme”), approval be and is hereby generally and unconditionally granted for “refreshing” the 10% limit

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provided in clause 8(C) of the Scheme by approving a new 10% limit (“Refreshed Limit”) provided that (a) the total number of Shares which may be issued upon exercise of options to be granted to (and subject to acceptance by) a participant (as defined in the Scheme) on or after the date of the approval (“Refresher Date”) of the Shareholders, together with all options to be granted under any other share option scheme(s) of the Company on or after the Refresher Date, must not exceed 10% of the number of issued Shares as at the Refresher Date; and (b) options granted to (and subject to acceptance by) a participant (as defined in the Scheme) prior to the Refresher Date under the Scheme or any other share option scheme(s) of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Limit and the Directors be and are hereby authorized, subject to compliance with the Rules Governing the Listing of Securities on GEM (“GEM Listing Rules”) as amended from time to time, to do such act and execute such document to effect the Refreshed Limit.”

By Order of the Board  
**Enviro Energy International Holdings Limited**  
**Chan Wing Him Kenny**  
*Chairman and Chief Executive Officer*

Hong Kong, 19 March 2010

*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:*  
Unit 806, Level 8  
Core D, Cyberport 3  
100 Cyberport Road  
Hong Kong

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

*Executive Directors:*  
Mr. Chan Wing Him Kenny  
Dr. Arthur Ross Gorrell

*Independent Non-executive Directors:*  
Mr. David Tsoi  
Mr. Lo Chi Kit  
Mr. Tam Hang Chuen

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*Notes:*

1. Any Shareholder entitled to attend and vote at the AGM 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM, 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 AGM (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 GEM Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five % or more of the total voting rights at such meeting.