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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)**

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 2 MAY 2024**

References are made to the notice of extraordinary general meeting (the “**Notice**”) and the circular (the “**Circular**”) dated 8 April 2024 of Enviro Energy International Holdings Limited (the “**Company**”). Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING (THE “EGM”)**

The Board is pleased to announce that the proposed resolutions set out in the Notice were duly passed by the Shareholders at the EGM held on 2 May 2024 by way of poll.

Details of the poll results are set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To approve the increase in authorised share capital of the Company.*	55,993,980 (100%)	0 (0%)
2a.	To approve, ratify and confirm the settlement agreement and all transaction contemplated thereunder.*	55,993,980 (100%)	0 (0%)
2b.	To grant a specific mandate to the directors to allot and issue the capitalization shares subject to the terms of the settlement agreement.*	55,993,980 (100%)	0 (0%)
<b>SPECIAL RESOLUTION</b>			
3.	To approve the whitewash waiver.*	55,993,980 (100%)	0 (0%)

\* The full text of the resolution is set out in the Notice.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1, 2a and 2b above, these resolutions were duly passed as ordinary resolutions of the Company. Meanwhile, as more than 75% of the votes were cast in favour of the resolution numbered 3 above, such resolution was duly passed as a special resolution of the Company.

As at the date of the EGM, the total number of issued Shares was 542,392,207 Shares. Wonderland International Investment Holdings Limited (“**WIIHL**”), Mr. Pan Lihui (“**Mr. Pan**”) and Mr. Zhou Lixin (“**Mr. Zhou**”), who in aggregate held 159,973,507 Shares were required to and had abstained from voting on the proposed resolutions at the EGM. Accordingly, the total number of Shares entitling the Shareholders to vote for or against the proposed resolutions at the EGM was 382,418,700 Shares. Save as disclosed, there was no Share entitling the Shareholder to attend and abstain from voting in favour of any of the proposed resolutions at the EGM as set out in Rule 13.40 of the Listing Rules, nor was there any Shareholder was required under the Listing Rules to abstain from voting at the EGM. There was no restriction on any Shareholders to vote only against any of the proposed resolutions at the EGM.

The EGM was chaired by Choi Wai Hung Keith, financial controller of the Company. The following Directors, namely, Mr. Li Gang and Mr. Jiang Senlin attended the EGM in person. The following Directors, namely, Mr. Pan Lihui, Mr. Cao Zhongshu, Mr. Zhong Jian, Mr. Pan Yongye and Mr. Liu Qin attended the EGM via real-time communication facilities.

Tricor Tengis Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the poll at the EGM.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion and the issue of the Capitalisation Shares (assuming no change to the number of issued Shares from the date of this announcement up to the date of the Completion):

	As at the date of this announcement		Immediately after the Completion and issue of the Capitalisation Shares (assuming no change to the number of issued Shares from the date of this announcement up to the date of the Completion)	
	Number of Shares	Approximate % of issued Shares	Number of Shares	Approximate % of issued Shares
WIIHL (Note 1)	112,789,766	20.79%	112,789,766	7.84%
Mr. Pan	33,112,281	6.11%	261,384,626	18.16%
WIFHL (Note 2)	–	–	562,770,380	39.10%
WIFL (Note 3)	–	–	28,530,160	1.98%
Longma International (Note 2)	–	–	28,549,180	1.98%
Mr. Tang (Note 4)	–	–	20,470,491	1.42%
WIFHL and parties acting in concert with it (Note 5)	<u>145,902,047</u>	<u>26.90%</u>	<u>1,014,494,603</u>	<u>70.48%</u>
Mr. Zhou	14,071,460	2.59%	42,472,440	2.95%
Other Shareholders	<u>382,418,700</u>	<u>70.51%</u>	<u>382,418,700</u>	<u>26.57%</u>
Total	<u><u>542,392,207</u></u>	<u><u>100.00%</u></u>	<u><u>1,439,385,743</u></u>	<u><u>100.00%</u></u>

Notes:

- WIIHL is owned as to (i) 58.44% by Hua Zhi Investment Limited, which is in turn owned as to 56.21% by Mr. Li Gang, 29.95% by Mr. Wang Shengkun, 11.98% by Ms. Lu Qing and 1.86% by Mr. Feng Dafu; (ii) 18.38% by Pu Shi International Investment Limited, which holds 41.79% shareholding interest in Wonderland International Financial Holdings Company as detailed above; (iii) 13.18% by Wonderland Capital International Holdings Limited, which is the immediate holding company of WIFL as detailed above; and (iv) 10.00% by Able Plus Investment (Holdings) Limited, which is wholly-owned by Mr. Pan.
- The ultimate beneficial owner of WIFHL and Longma International is Mr. Li Gang, who is the ultimate beneficial owner of WIIHL, the single largest shareholder of the Company as at the Latest Practicable Date.
- WIFL is a wholly-owned subsidiary of Wonderland Capital International Holdings Limited, which holds approximately 13.18% shareholding interest in WIIHL, the single largest shareholder of the Company as at the date of this announcement.

- (4) Mr. Tang is the son of Mr. Li Gang, who is the ultimate beneficial owner of WIIHL, the single largest shareholder of the Company as at the date of this announcement.
- (5) The ultimate beneficial owner of WIIHL and WIFHL is Mr. Li Gang, given (i) WIFHL and WIFL were group companies in the past before 2023; (ii) Mr. Pan, through a corporation controlled by him, holds 10.00% interest in WIIHL; (iii) Longma International is a subsidiary of WIFHL; and (iv) Mr. Tang is the son of Li Gang, accordingly, WIIHL, WIFHL, WIFL, Longma International, Mr. Pan and Mr. Tang consider they are acting in concert.
- (6) Save for Mr. Li Gang (through corporations controlled by him as disclosed in this circular) and Mr. Pan, no directors of the Company holds Shares as at the date of this announcement.

## **GRANT OF WHITEWASH WAIVER**

The Executive has granted the Whitewash Waiver on 2 May 2024, subject to:

- (i) (A) the Whitewash Waiver; and (B) the Settlement Agreement and the transactions contemplated thereunder being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and
- (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by WIFHL and its concert parties between the date of the Announcement and the completion of the Debt Capitalisation.

As at the date of this announcement, the aforesaid condition (i) has been fulfilled.

## **STATUS OF FULFILLMENT OF CONDITIONS PRECEDENT OF DEBT CAPITALISATION**

As disclosed in the Circular, the Completion is conditional upon the satisfaction of the following conditions precedent:

- (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Capitalisation Shares;
- (ii) passing by the Independent Shareholders of the Company resolutions at the EGM approving (a) the Settlement Agreement and the transactions contemplated thereunder (more than 50% of the votes cast by the Independent Shareholders at the EGM by way of poll); and (b) the Whitewash Wavier (at least 75% of the votes cast by the Independent Shareholders at the EGM by way of poll) in accordance with the Listing Rules and the Takeovers Code;
- (iii) the Executive having granted (and such grant not having been withdrawn) the Whitewash Waiver to WIFHL, and the satisfaction of all conditions (if any) attached thereto; and
- (iv) the obtaining by the Company of the approval from the Shareholders on the Proposed Increase in Authorised Share Capital.

As at the date of this announcement, the aforesaid condition (ii) and (iv) has been fulfilled.

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

Hong Kong, 2 May 2024

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Li Gang (Chairman), Mr. Pan Lihui, Mr. Jiang Senlin and Mr. Cao Zhongshu; and three independent non-executive Directors, namely Mr. Zhong Jian, Mr. Pan Yongye and Mr. Liu Qin.*

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*