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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)

MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF 60% ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

Financial adviser to the Company

Donvex 富域資本
Donvex Capital Limited
富域資本有限公司

THE ACQUISITION

The Board is pleased to announce that after trading hours on 28 July 2025, the Company, as purchaser, entered into the Sale and Purchase Agreement with the Vendors, pursuant to which the Company has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares (representing 60% issued share capital of the Target Company) at the Consideration of HK$68 million.

The Consideration will be satisfied by way of issue and allotment of 1,360,000,000 Consideration Shares by the Company at the Issue Price of HK$0.05 per Consideration Share to the Vendors. The Consideration Shares will be allotted and issued under the Specific Mandate to be approved by the Independent Shareholders at the EGM. The Consideration Shares, when allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue. An application will be made by the Company to the Stock Exchange for the approval for the listing of, and permission to deal in, the Consideration Shares.

Upon Completion, the Company will own 60% issued share capital of the Target Company, which holds 40% of the shareholding interest in the Joint Venture (an indirectly non-wholly-owned subsidiary of the Company) as at the date of this announcement. As a result, (i) the Joint Venture will continue to be a subsidiary of the Company and its financial results will continue to be consolidated into the financial statements of the Company; and (ii) the Target Company will become a subsidiary of the Company and financial results of the Target Group will be consolidated into the financial statements of the Company.

Assuming that there will be no change in the issued share capital of the Company other than the allotment and issue of Consideration Shares, the 1,360,000,000 Consideration Shares, when allotted and issued, will represent (i) approximately 94.5% of the existing issued Shares as at the date of this announcement; and (ii) approximately 48.6% of the issued Shares as enlarged by the Consideration Shares upon the Completion.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Sale and Purchase Agreement and the Acquisition contemplated thereunder exceeds 25% but is less than 100%, the Acquisition constitutes a major transaction for the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, (i) Vendor A is the controlling Shareholder of the Company and is wholly-owned by Mr. Wu; and (ii) Vendor B is wholly-owned by Mrs. Wu, the spouse of Mr. Wu. Accordingly, Vendors are connected persons of the Company. Therefore, the Acquisition constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The resolution approving the Sale and Purchase Agreement and the Acquisition contemplated thereunder was approved at a Board meeting of the Company. As (i) Mr. Wu Wei, being the executive Director and chairman of the Company as at the date of the Sale and Purchase Agreement, is the son of Mr. Wu and Mrs. Wu; and (ii) Mr. Cao Zhongshu, the executive Director of the Company as at the date of the Sale and Purchase Agreement, is the director and the legal representative of Zhejiang Hengji Commercial Management Co., Ltd., Mr. Wu Wei and Mr. Cao Zhongshu were required to abstain from voting at the Board meeting relating to the approval of the Sale and Purchase Agreement and the Acquisition contemplated thereunder. Save for Mr. Wu Wei and Mr. Cao Zhongshu, no other Directors was required to abstain from voting at the Board meeting relating to the approval of the Sale and Purchase Agreement and the Acquisition contemplated thereunder.

GENERAL

Establishment of Independent Board Committee

The Independent Board Committee, comprising three independent non-executive Directors, namely Ms. Xie Jiayang, Mr. Zhang Xiaoqiang and Mr. Pan Yongye, has been established by the Company under the Listing Rules to advise the Independent Shareholders on the Sale and Purchase Agreement and the Acquisition contemplated thereunder.

Appointment of Independent Financial Adviser

The Independent Financial Adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the terms of the Sale and Purchase Agreement and the Acquisition contemplated thereunder.

The EGM

The EGM will be convened to consider and, if thought fit, to pass the resolutions to approve, among other things, (i) the Sale and Purchase Agreement and the Acquisition contemplated thereunder; and (ii) the issue of the Consideration Shares under the Specific Mandate.

As Mr. Wu has a material interest in the Acquisition, he and his associates are required to abstain from voting at the EGM on the resolution(s) approving the same. Save for the aforementioned and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no other Shareholder has a material interest in the Acquisition and is required to abstain from voting on the resolution(s) approving (i) the Sale and Purchase Agreement and the Acquisition contemplated thereunder; and (ii) the issue of the Consideration Shares under the Specific Mandate at the EGM.

DESPATCH OF CIRCULAR

A circular containing, among other things, (i) further details of the Sale and Purchase Agreement and the Acquisition contemplated thereunder and the issue of the Consideration Shares under the Specific Mandate, (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition; (iv) financial information of the Group and the Target Group; (v) other information required under the Listing Rules; and (vi) a notice of the EGM, is expected to be despatched to the Shareholders on or before 30 September 2025, as additional time is required for the preparation of the relevant information to be included in the circular.

WARNING

As the Completion is subject to the satisfaction or waiver (if applicable) of certain conditions precedent under the Sale and Purchase Agreement, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt about their position, they should consult their professional advisers.

THE ACQUISITION

The Board is pleased to announce that after trading hours on 28 July 2025, the Company, as purchaser, entered into the Sale and Purchase Agreement with the Vendors, pursuant to which the Company has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares (representing 60% issued share capital of the Target Company) at the Consideration of HK$68 million.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out as below:

Date:	28 July 2025
Parties:	(i) The Company, as purchaser; (ii) Amethyst Asia Limited, as Vendor A; and (iii) Ruby Asia Limited, as Vendor B
Assets to be acquired:	The Sale Shares, representing 60% of the issued shares of the Target Company. As at the date of the Sale and Purchase Agreement, the Sale Shares are owned as to 90% by Vendor A and 10% as to Vendor B.
Consideration:	The Consideration for the Sale Shares is HK$68 million, which was determined after arm's length negotiations between the Company and the Vendors on normal commercial terms, with reference to the preliminary valuation of the entire issued share capital of Target Company as at 30 June 2025 of approximately HK$115 million using asset approach conducted by an independent valuer engaged by the Company, which mainly includes: (i) the preliminary appraised value of the 40% remaining interest of Joint Venture indirectly held by the Target Company of approximately HK$103 million; and (ii) the preliminary appraised value of the net assets (excluding the 40% remaining interest of Joint Venture) of the Target Group of approximately HK$12 million.

The Directors (excluding Mr. Wu Wei and Mr. Cao Zhongshu who are required to abstain from voting at the Board meeting relating to the approval of the Sale and Purchase Agreement and the Acquisition contemplated thereunder and the independent non-executive Directors who will provide their opinion after considering the advice from the Independent Financial Adviser) believe that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Payment terms: The Consideration will be satisfied by way of issue and allotment of 1,360,000,000 Consideration Shares by the Company at the Issue Price of HK$0.05 per Consideration Share to Vendor A.

Conditions precedent: Completion is subject to and conditional upon the satisfaction or waiver (if applicable) of the following conditions:

(i) the obtaining of the approval from the Independent Shareholders at the EGM in respect of the Acquisition, the issue of Consideration Shares under the Specific Mandate;

(ii) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares; and

(iii) the obtaining of all other necessary authorisations, consents, and approvals in relation to the Acquisition as contemplated under the Sale and Purchase Agreement and the Specific Mandate.

All the above conditions precedent are not waivable. As at the date of this announcement, none of the conditions precedent above has been fulfilled.

If the conditions precedent of the Sale and Purchase Agreement are not fulfilled on or before the Long Stop Date, the Company may unilaterally terminate the Sale and Purchase Agreement in writing within ten Business Days after the Long Stop Date.

Completion: The Completion shall take place on the Completion Date after the fulfillment of the conditions precedent under the Sale and Purchase Agreement.

The Consideration Shares

The Consideration Shares will be issued and allotted at the Issue Price of HK$0.05 each, credited as fully paid. The Consideration Shares will be allotted and issued under the Specific Mandate to be approved by the Independent Shareholders at the EGM.

The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects among themselves and with the Shares in issue.

The 1,360,000,000 Consideration Shares, when allotted and issued, will represent (i) approximately 94.5% of the existing issued Shares as at the date of this announcement; and (ii) approximately 48.6% of the issued Shares as enlarged by the Consideration Shares upon the Completion.

The Issue Price of the Consideration Shares represents:

(i) a discount of approximately 3.85% to the closing price of HK$0.052 per Share as quoted on the Stock Exchange on the date of the Sale and Purchase Agreement;

(ii) a discount of approximately 4.21% to the average closing price of HK$0.0522 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the date of the Sale and Purchase Agreement; and

(iii) a premium of approximately 100% over the audited consolidated net asset value attributable to the Shareholders as at 31 December 2024 of approximately HK$0.025 per Share (based on the audited consolidated net asset value attributable to Shareholders as at 31 December 2024 (the date of which the latest audited financial results of the Group were made up) of approximately HK$36.05 million divided by 1,439,385,743 Shares in issue as at the date of this announcement).

Listing Application

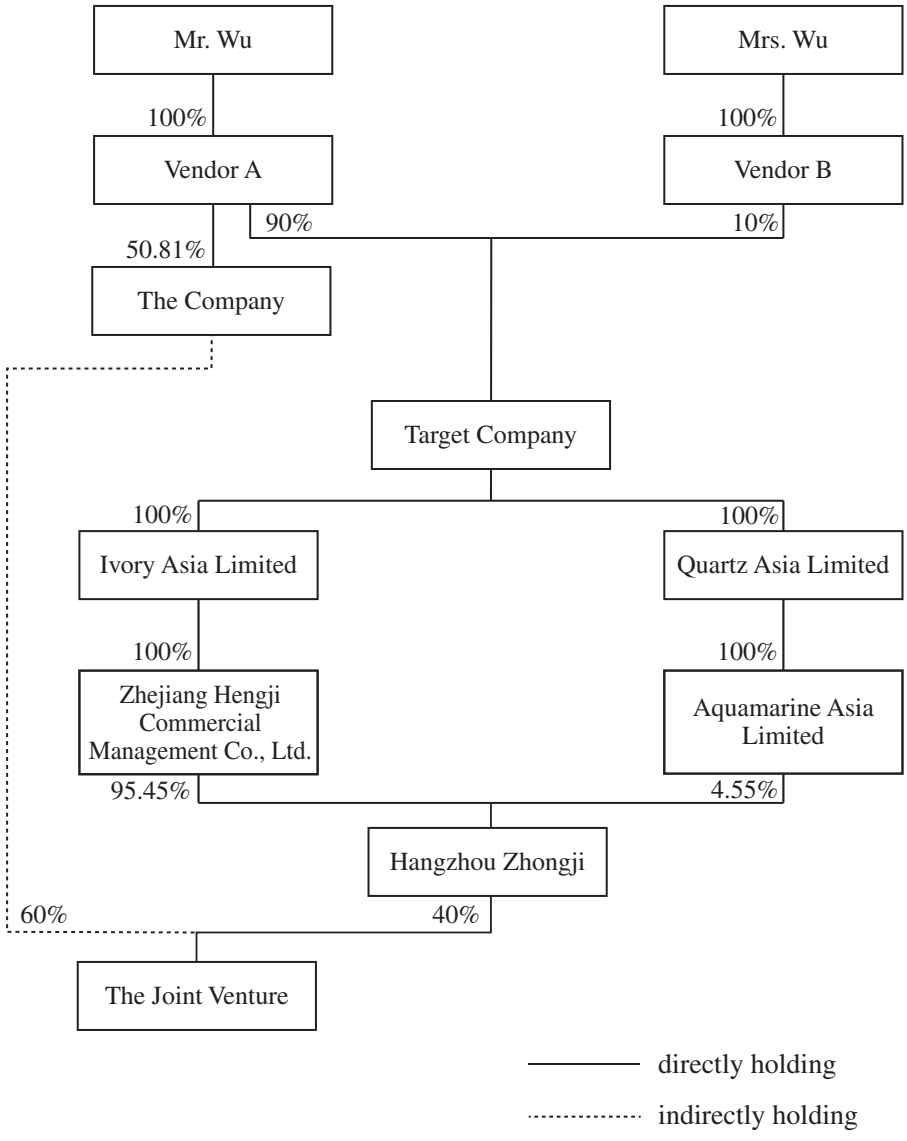
Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange.

INFORMATION OF THE TARGET COMPANY AND THE TARGET GROUP

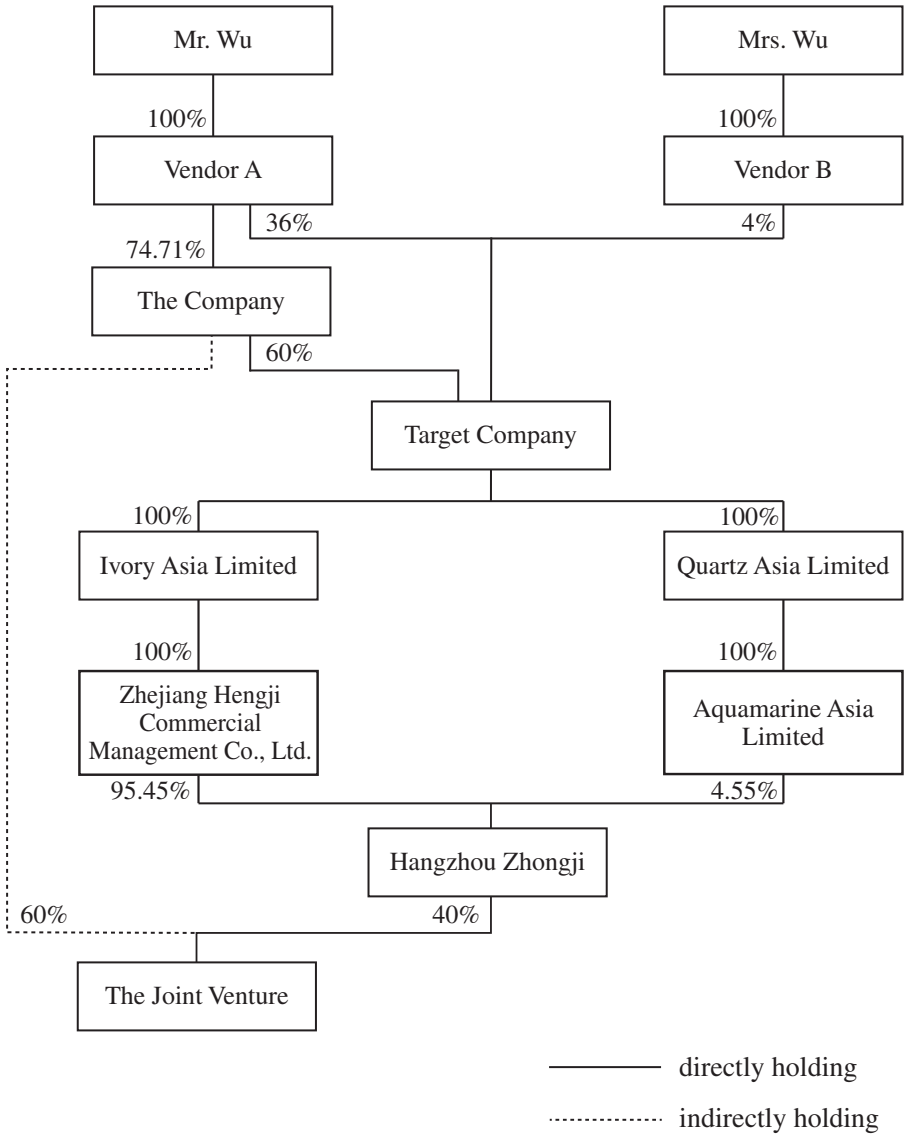
The Target Company is an investment holding company incorporated in the British Virgin Islands with limited liability. Ivory Asia Limited, Quartz Asia Limited, Zhejiang Hengji Commercial Management Co., Ltd. and Aquamarine Asia Limited are all dormant companies and do not have any operations. The Target Company is indirectly interested in 40% equity interest of the Joint Venture, which represented the principal investment of the Target Company, while Hangzhou Zhongji is the major operating subsidiary of the Target Group.

The unaudited balance of total assets and net assets of Target Group as at 31 May 2025 were approximately HK$90.8 million and HK$35.2 million respectively.

As at the date of this announcement, the shareholding structure of the Target Group is as follows:



Immediately upon Completion, the shareholding structure of the Target Group is as follows:



Hangzhou Zhongji

Hangzhou Zhongji is a limited company established in the PRC on 15 July 2020 and is principally engaged in the provision of renovation services in the PRC. As at the date of this announcement, Hangzhou Zhongji is owned as to approximately 95.45% by Zhejiang Hengji Commercial Management Co., Ltd. and approximately 4.55% by Aquamarine Asia Limited.

Hangzhou Zhongji is engaged in a number of renovation projects as the subcontractors for the provision of renovation services to tenants or property owners. Hangzhou Zhongji generally sources customers for renovation services through directly promoting its services to potential buyers or tenants of various properties.

Set out below is a summary of the unaudited financial information of Hangzhou Zhongji for the years ended 31 December 2024 and 2023, and the five months ended 31 May 2025:

	For the five months ended 31 May 2025	**For the year ended 31 December 2024**	**31 December 2023**
	RMB'000 (unaudited)	*RMB'000 (unaudited)*	*RMB'000 (unaudited)*
Revenue	15,002	68,785	137,872
Profit before income tax	8,186	863	49,664
Profit after income tax	6,580	866	49,664

The financial performance of Hangzhou Zhongji for the year ended 31 December 2024 decreased as compared to that of 2023, which primarily attributed to the completion of several renovation projects of Hangzhou Zhongji during the year ended 31 December 2023.

The unaudited balance of total assets and net assets of Hangzhou Zhongji as at 31 May 2025 were approximately HK$90.3 million and HK$52.0 million respectively.

The Joint Venture

Reference is made to the announcement of the Company dated 31 October 2022.

On 22 October 2022, the Group and Hangzhou Zhongji jointly set up the Joint Venture, where the Group and Hangzhou Zhongji are interested in 60% and 40% of the registered capital of the Joint Venture respectively. As at the date of this announcement, the Joint Venture is a non-wholly-owned subsidiary of the Company and its financial results are consolidated into the financial statements of the Company.

The Joint Venture is strategically focused on the supply of renovation material for renovation projects. Leveraging on (i) the sourcing network, warehouse and inventory management of the Group; and (ii) the business network of Hangzhou Zhongji in the renovation industry, the Joint Venture offers its building materials inventory directly to customers, including property developers and contractors.

Set out below is a summary of the unaudited financial information of the Joint Venture for the years ended 31 December 2023 and 2024, and the five months ended 31 May 2025.

	For the five months ended 31 May 2025	**For the year ended 31 December 2024**	**31 December 2023**
	HK$'000 (unaudited)	*HK$'000 (unaudited)*	*HK$'000 (unaudited)*
Revenue	164,844	461,848	528,876
Profit before income tax	7,835	27,294	38,214
Profit after income tax	6,942	20,471	28,660

Due to the intense competition in the PRC building materials industry and the rise in price of building materials during 2024, the Joint Venture faced challenges in maintaining its financial performance. Despite such circumstances and the uncertainties of the economy in the PRC in 2024, leveraging on the experience and network of the Group in sourcing of building materials and the business network of Hangzhou Zhongji in the renovation industry, the profit after income tax and profit margin of the Joint Venture only slightly declined for the year ended 31 December 2024.

The unaudited total assets and net assets of the Joint Venture as at 31 May 2025 were approximately HK$136.7 million and HK$65.4 million respectively.

INFORMATION OF THE COMPANY AND THE GROUP

The Company is principally engaged in the supply of building materials business.

INFORMATION OF THE VENDORS

Vendor A and Vendor B are companies incorporated in the British Virgin Islands with limited liability and are principally engaged in investment holding. As at the date of this announcement, (i) Vendor A is the controlling Shareholder of the Company and is wholly-owned by Mr. Wu; and (ii) Vendor B is wholly-owned by Mrs. Wu, the spouse of Mr. Wu.

REASONS OF AND BENEFITS FOR THE ACQUISITION

Strategic position of the Joint Venture

Reference is made to the announcement of the Company dated 31 October 2022 in relation to the establishment of the Joint Venture with Hangzhou Zhongji.

Since its establishment, the Joint Venture continued to record satisfactory financial performance with over HK$20 million net profit annually and has built a strong reputation in renovation industry of Zhejiang province as a reliable supplier of renovation materials, which has met the expectation of the Group. Despite the intense competition in the building material industry and the uncertainties of the economy in the PRC in 2024, leveraging on the sourcing capability of the Group and the business network of Hangzhou Zhongji, the Joint

Venture recorded revenue and net profit of approximately HK$462 million and HK$20.5 million for the year ended 31 December 2024, which provided stable profit and cash inflow to the Group and enhanced the Group's financial position.

Hangzhou, as the capital of Zhejiang province, a tier 1 city and a tech hub in the PRC, has been attracting considerable investment in commercial real estate due to its economic vibrancy and dynamic business environment, and is home to numerous multinational enterprises. In the first half of 2025, Hangzhou recorded a GDP growth of 5.5% as compared to the same period of 2024, reflecting its strong economic momentum and a rise of demand for office and retail spaces. In view of the continuous economic expansion and prominence in the tech sector of Hangzhou, it is expected that Hangzhou will become a key contributor to the growth of China's commercial real estate market at a CAGR of 6.31% through 2030.

Given these positive economic indicators and market trends, the Company is of the view that the demand for building materials in Hangzhou will continue to increase. As such, the Group believes that the Joint Venture is well positioned to capture the long-term growth opportunities.

The Company intends to continue the existing building material supply business of the Group upon the Completion and has no intention to introduce major changes in its existing building material supply business.

Accordingly, the Company is considering acquiring the issued share capital in the Target Company to further strengthen its interest in the Joint Venture to enjoy more economic benefits brought from its business operation.

Vertical expansion for the Group's existing building materials supply business

Despite the scale of business of Hangzhou Zhongji is relatively small as compared to the Group, Hangzhou Zhongji has the qualification for and expertise in the provision of renovation services in PRC. As such, by acquiring a controlling stake in Hangzhou Zhonhji, the Group will have the qualification to vertically expand its existing building material supply business into the renovation industry. In addition, the Acquisition will allow the Group to utilise the customer base and sales network of Hangzhou Zhongji, which represents an excellent opportunity to improve the operational capabilities and market competitiveness of the Group's building material supply business and better navigate the intense market competition in the PRC building material industry currently faced by the Group.

In light of the above, the Company considers that the Acquisition strategically aligns with the Group's business plan to expand its business in the building and renovation industry to broaden its revenue stream, which may represent a further enhancement for its turnover and profitability.

Furthermore, the Company considers the settlement of the Consideration by way of issuing the Consideration Shares may allow the Group to maintain a healthy cash flow balance for working capital and business development.

As such, the Directors (excluding Mr. Wu Wei and Mr. Cao Zhongshu who are required to abstain from voting at the Board meeting relating to the approval of the Sale and Purchase Agreement and the Acquisition contemplated thereunder and the independent non-executive Directors who will provide their opinion after considering the advice from the Independent Financial Adviser) consider that the terms of the Sale and Purchase Agreement, including the Consideration, are fair and reasonable and on normal commercial terms and the Acquisition is in the interest of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the Completion and issue of the Consideration Shares, assuming that there is no change in the issued share capital of the Company from the date of this announcement to the Completion Date other than the Consideration Shares:

	As at the date of this announcement		**Immediately upon the Completion and issue of the Consideration Shares**	
	Number of Shares	*Approximate % of issued Shares*	*Number of Shares*	*Approximate % of issued Shares*
Vendor A	731,358,376	50.81%	2,091,358,376	74.71%
Wonderland International Financial Holdings Limited ("**WIFHL**") *(Note 1)*	94,266,480	6.55%	94,266,480	3.37%
Mr. Tang Zhengbang *(Note 2)*	26,054,491	1.81%	26,054,491	0.93%
Wonderland International Investment Holdings Limited ("**WIIHL**") *(Note 3)*	14,276,766	0.99%	14,276,766	0.51%
Subtotal of WIFHL and parties acting concert with it *(Note 4)*	134,597,737	9.35%	134,597,737	4.81%
Other Shareholders	573,429,630	39.84%	573,429,630	20.48%
Total	1,439,385,743	100.00%	2,799,385,743	100.00%

Notes:

1. The ultimate beneficial owner of WIFHL is Mr. Li Gang, who is also the ultimate beneficial owner of WIIHL.

2. Mr. Tang Zhengbang is the son of Mr. Li Gang.

3. The ultimate beneficial owner of WIIHL is Mr. Li Gang.

4. Given (i) the ultimate beneficial owner of WIIHL and WIFHL is Mr. Li Gang; and (ii) Mr. Tang is the son of Mr. Li Gang, accordingly, WIFHL, WIIHL and Mr. Tang are considered acting in concert.

PUBLIC FLOAT

As disclosed in the above section headed ''Effect on shareholding structure of the Company'', immediately upon the Completion and issue of the Consideration Shares, 708,027,367 Shares, representing approximately 25.29% of the entire issued share capital of the Company as enlarged by the Consideration Shares, will be held by the public (as defined under the Listing Rules). Accordingly, the Directors considers that the Company will continue to comply with the requirement of minimum public float under Rule 8.08(1)(a) of the Listing Rules.

FINANCIAL EFFECT OF THE ACQUISITION

Upon Completion, the Company will own 60% issued share capital of the Target Company, which holds 40% of the shareholding interest in the Joint Venture as at the date of this announcement. As a result, (i) the Joint Venture will continue to be a subsidiary of the Company and its financial results will continue to be consolidated into the financial statements of the Company; and (ii) the Target Company will become a subsidiary of the Company and financial results of the Target Group will be consolidated into the financial statements of the Company.

EQUITY FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any fund-raising activities involving the issue of its securities in the past twelve (12) months immediately prior to the date of this announcement.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Sale and Purchase Agreement and the Acquisition contemplated thereunder exceeds 25% but is less than 100%, the Acquisition constitutes a major transaction for the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, (i) Vendor A is the controlling shareholder of the Company and is wholly-owned by Mr. Wu; and (ii) Vendor B is wholly-owned by Mrs. Wu, the spouse of Mr. Wu. Accordingly, the Vendors are connected persons of the Company. Therefore, the Acquisition constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The resolution approving the Sale and Purchase Agreement and the Acquisition contemplated thereunder was approved at a Board meeting of the Company. As (i) Mr. Wu Wei, the executive Director and chairman of the Company as at the date of the Sale and Purchase Agreement, is the son of Mr. Wu and Mrs. Wu; and (ii) Mr. Cao Zhongshu, the executive Director of the Company as at the date of the Sale and Purchase Agreement, is the director and the legal representative of Zhejiang Hengji Commercial Management Co., Ltd., Mr. Wu Wei and Mr. Cao Zhongshu were required to abstain from voting at the Board meeting relating to the approval of the Sale and Purchase Agreement and the Acquisition contemplated thereunder. Save for Mr. Wu Wei and Mr. Cao Zhongshu, no other Directors was required to abstain from voting at the Board meeting relating to the approval of the Sale and Purchase Agreement and the Acquisition contemplated thereunder.

GENERAL

Establishment of Independent Board Committee

The Independent Board Committee comprising three independent non-executive Directors, namely Ms. Xie Jiayang, Mr. Zhang Xiaoqiang and Mr. Pan Yongye, has been established by the Company under the Listing Rules to advise the Independent Shareholders on the Sale and Purchase Agreement and the Acquisition contemplated thereunder.

Appointment of Independent Financial Adviser

The Independent Financial Adviser will be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the terms of the Sale and Purchase Agreement and the Acquisition contemplated thereunder.

The EGM

The EGM will be convened to consider and, if thought fit, to pass the resolutions to approve, among other things, (i) the Sale and Purchase Agreement and the Acquisition contemplated thereunder; and (ii) the issue of the Consideration Shares under the Specific Mandate.

As Mr. Wu has a material interest in the Acquisition, he and his associates are required to abstain from voting at the EGM on the resolution(s) approving the same. Save for the aforementioned and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no other Shareholder has a material interest in the Acquisition and is required to abstain from voting on the resolution(s) approving (i) the Sale and Purchase Agreement and the Acquisition contemplated thereunder; and (ii) the issue of the Consideration Shares under the Specific Mandate at the EGM.

DESPATCH OF CIRCULAR

A circular containing, among other things, (i) further details of the Sale and Purchase Agreement and the Acquisition contemplated thereunder and the issue of the Consideration Shares under the Specific Mandate, (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition; (iv) financial information of the Group and the Target Group; (v) other information required under the Listing Rules; and (vi) a notice of the EGM, is expected to be despatched to the Shareholders on or before 30 September 2025, as additional time is required for the preparation of the relevant information to be included in the circular.

WARNING

As the Completion is subject to the satisfaction or waiver (if applicable) of certain conditions precedent under the Sale and Purchase Agreement, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"Acquisition"	the acquisition of the Sale Shares by the Company pursuant to the Sale and Purchase Agreement
"acting in concert"	has the meaning ascribed to it under the Takeovers Code
"associate"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day on which banks are generally open for business in Hong Kong, the PRC and the Cayman Islands, except a Sunday, a Saturday, a public holiday, and 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, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1102)
"Completion"	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement

''Completion Date''	the date of the Completion, being the seventh (7th) Business Day upon the fulfillment or waiver (as the case may be) of the conditions precedent under the Sale and Purchase Agreement
''connected person(s)''	has the same meaning as ascribed to it under the Listing Rules
''Consideration''	the consideration of HK$68 million for the Acquisition
''Consideration Share(s)''	Shares to be allotted and issued by the Company to the Vendors (or as they may direct) at the Issue Price as settlement of the Consideration under the Sale and Purchase Agreement
''controlling shareholder''	has the meaning ascribed to it under the Listing Rules
''Director(s)''	the director(s) of the Company
''EGM''	the extraordinary general meeting of the Company to be held to approve, inter alia, the Sale and Purchase Agreements and the Acquisition contemplated thereunder and the Specific Mandate
''Group''	the Company and its subsidiaries
''Hangzhou Zhongji''	Hangzhou Zhongji Architectural Decoration Engineering Co., Ltd.* (杭州中機建築裝飾工程有限公司), a company incorporated in the PRC with limited liability, which is owned as to approximately 95.45% by Zhejiang Hengji Commercial Management Co., Ltd. and approximately 4.55% by Aquamarine Asia Limited as at the date of this announcement
''HK$''	Hong Kong dollars, the lawful currency of Hong Kong
''Hong Kong''	the Hong Kong Special Administrative Region of the PRC
''Independent Board Committee''	the independent committee of the Board comprising all the independent non-executive Directors, namely Ms. Xie Jiayang, Mr. Zhang Xiaoqiang and Mr. Pan Yongye, established to advise the Independent Shareholders on the terms of the Sale and Purchase Agreement and the Acquisition contemplated thereunder
''Independent Financial Adviser''	the independent financial adviser to be appointed for the purpose of advising the Independent Board Committee and the Independent Shareholders in relation to the Sale and Purchase Agreement and Acquisition contemplated thereunder

"Independent Shareholders"	Shareholders other than Vendor A and parties acting in concert with it
"Independent Third Party(ies)"	person(s) or company(ies) and its (their) respective ultimate beneficial owner(s) which, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is(are) third party(ies) independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
"Issue Price"	HK$0.05 per Consideration Share
"Joint Venture"	Hangzhou Jun Heng Building Materials Limited* (杭州峻衡建材有限公司), a limited liability company incorporated in the PRC on 20 October 2022, which is an indirectly non-wholly owned subsidiary of the Company and owned as to 60% by the Group and 40% by Hangzhou Zhongji as at the date of this announcement
"Listing Committee"	has the meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 December 2025 or such later date as the Company and the Vendors may from time to time agree in writing
"Mr. Wu"	Mr. Wu Jianrong, the legal and beneficial owner of the entire issued share capital of Vendor A
"Mrs. Wu"	Ms. Shi Fengxiang, the spouse of Mr. Wu and the legal and beneficial owner of the entire issued share capital of Vendor B
"PRC"	the People's Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Sale and Purchase Agreement"	the sale and purchase agreement dated 28 July 2025 entered into between the Company and the Vendors in relation to the Acquisition
"Sale Shares"	30,000 issued shares of the Target Company, representing 60% issued share capital of the Target Company
"SFC"	Securities and Futures Commission of Hong Kong

"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of par value of HK$0.05 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Specific Mandate"	the specific mandate to be sought from the Independent Shareholders at the EGM to grant to the Board the authority for the allotment and issue of the Consideration Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
"Target Company"	Sapphire Asia Limited, a company incorporated in the British Virgin Islands with limited liability, which is owned as to 90% by Vendor A and 10% by Vendor B as at the date of this announcement
"Target Group"	the Target Company and its subsidiaries
"Vendors"	Vendor A and Vendor B
"Vendor A"	Amethyst Asia Limited, a company incorporated in the British Virgin Islands with limited liability, the controlling Shareholder of the Company which holds 731,358,376 Shares, representing approximately 50.81% of the total issued share capital of the Company as at the date of this announcement, and is wholly-owned by Mr. Wu
"Vendor B"	Ruby Asia Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by Mrs. Wu
"%"	per cent

* *For identification purposes only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name prevails.*

By order of the Board
Enviro Energy International Holdings Limited
Wu Wei
Chairman and executive Director

Hong Kong, 28 July 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Wu Wei (Chairman), Mr. Lai Dexing and Mr. Cao Zhongshu; one non-executive Director, namely Mr. Jiang Senlin; and three independent non-executive Directors, namely Ms. Xie Jiayang, Mr. Zhang Xiaoqiang and Mr. Pan Yongye.

The English text of this announcement shall prevail over its Chinese text.