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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)

Website: <http://www.enviro-energy.com.hk>

(Stock Code: 8182)

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders



BRIDGE PARTNERS CAPITAL LIMITED

This circular, for which the directors of Enviro Energy International Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Enviro Energy International Holdings Limited. The directors of Enviro Energy International Holdings Limited, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A letter from the board of directors of Enviro Energy International Holdings Limited is set out on pages 4 to 7 of this circular. A letter from the Independent Board Committee (as defined herein) and a letter from the Independent Financial Adviser (as defined herein) containing their recommendations and advices are set out on page 8 and pages 9 to 16 of this circular, respectively.

A notice convening the EGM (as defined herein) of Enviro Energy International Holdings Limited to be held on Monday, 13 December 2010 at 3:00 p.m. at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong is set out on pages 17 to 20 of this circular. Whether or not shareholders are able to attend the EGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with Enviro Energy International Holdings Limited'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 EGM. 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 EGM (or any adjournment thereof) should they so wish.

This circular will remain on the website of GEM at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of publication and on the website of Enviro Energy International Holdings Limited at www.enviro-energy.com.hk.

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

26 November 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 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:

“Articles of Association”	the articles of association of the Company as may be amended from time to time;
“Associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules;
“Board”	the board of Directors;
“Colpo”	Colpo Mercantile Inc., a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is solely and beneficially owned by Mr. Kenny Chan and a controlling Shareholder owning approximately 42.69% of the issued share capital of the Company as at the Latest Practicable Date;
“Company”	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)”	director(s) of the Company or the Board, as the context may require;
“EGM”	the extraordinary general meeting of the Company to be convened and held on Monday, 13 December 2010 at 3:00 p.m. at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as may be amended from time to time;
“General Mandate”	the general mandate granted to the Directors to exercise the power of the Company to issue securities up to 20% of the Company’s issued share capital as at the date of the annual general meeting of the Company held on 12 April 2010;
“Group”	the Company, its subsidiary and jointly-controlled entity;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong;
“Independent Board Committee”	an independent committee of the Board comprising Mr. David Tsoi, Mr. Lo Chi Kit and Mr. Tam Hang Chuen, the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in relation to the proposed Refreshed General Mandate;
“Independent Financial Adviser” or “Bridge Partners”	Bridge Partners Capital Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed Refreshed General Mandate;
“Independent Shareholders”	shareholders of the Company other than Colpo and Mr. Kenny Chan and their respective Associates;
“Latest Practicable Date”	25 November 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”	has the meaning ascribed thereto in the GEM Listing Rules;
“Mr. Kenny Chan”	Mr. Chan Wing Him Kenny, the chairman, the chief executive officer and an executive director of the Company;
“Notice”	the notice convening the EGM;
“Refreshed General Mandate”	the general mandate which, if approved, would authorise the Directors to exercise the power of the Company to issue securities up to 20% of the Company’s issued share capital as at the date of the EGM;

DEFINITIONS

“Share(s)”	the ordinary share(s) of par value of HK\$0.0025 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	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)

Website: <http://www.enviro-energy.com.hk>

(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

26 November 2010

To Shareholders

Dear Sir or Madam,

**REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among others, (i) information regarding resolutions to be proposed at the EGM to be held on Monday, 13 December 2010 at 3:00 p.m. at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong, which, upon approval, would enable the Company to (a) revoke the General Mandate; and (b) approve the Refreshed General Mandate; (ii) a letter of recommendation from the Independent Board Committee; (iii) a letter of advice from Bridge Partners on the Refreshed General Mandate; and (iv) a notice of the EGM.

LETTER FROM THE BOARD

The Independent Board Committee, comprising Mr. David Tsoi, Mr. Lo Chi Kit and Mr. Tam Hang Chuen, has been constituted to advise the Independent Shareholders on the proposed Refreshed General Mandate. Bridge Partners has been appointed to advise the Independent Board Committee and Independent Shareholders on the proposed Refreshed General Mandate.

FUND RAISING ACTIVITY SINCE THE LAST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 12 APRIL 2010

Set out below is a summary of the fund raising activity of the Company since its last annual general meeting held on 12 April 2010:

Date of Agreement/ Supplemental Letter	Transaction	Approximate net proceeds raised	Completed on	Intended use of proceeds	Actual use of proceeds
20 September 2010 and 21 September 2010	Placing of 345,498,000 Shares (the "Placing") and subscription for 345,498,000 Shares by Colpo under the General Mandate (the "Subscription")	HK\$153,300,000	27 September 2010 (the Placing) and 4 October 2010 (the Subscription)	refer to "Use of Proceeds" section below	refer to "Use of Proceeds" section below

USE OF PROCEEDS

The Subscription has raised gross proceeds and net proceeds of approximately HK\$160.7 million and HK\$153.3 million, respectively, which will mainly be used to fund the 2010 working program of the coalbed methane project in Liuhuanguo, Xinjiang and as additional general working capital. The net proceeds of approximately HK\$153.3 million are kept as bank deposits in Hong Kong. As of the Latest Practicable Date, the Company has not identified other specific investment project.

PROPOSED REFRESHMENT OF GENERAL MANDATE

On 12 April 2010, the General Mandate was given to the Directors to exercise the powers of the Company to issue up to 486,392,160 Shares, representing 20% of the issued share capital of the Company as at the date thereof. Such mandate has not been refreshed since it was granted and, after completion of the Placing and the Subscription on 27 September 2010 and 4 October 2010 respectively, has been substantially utilised. As of the Latest Practicable Date, the balance of the General Mandate comprised 140,894,160 Shares. In the circumstances and in order to provide the Company with general working capital and/or flexibility to further fund the coalbed methane project in Liuhuanguo, Xinjiang and future investments or project developments when opportunities are identified, at the EGM, it will be proposed, by way of ordinary resolutions that (a) the General Mandate be revoked to the extent not yet exercised prior to the passing of the relevant resolution; and (b) the Directors be given the proposed Refreshed General Mandate. If approved by the Independent Shareholders at the EGM, such Refreshed General Mandate will authorise the Directors to allot and issue securities up to 20% of the Shares then in issue on the date of the EGM.

LETTER FROM THE BOARD

As of the Latest Practicable Date, there were 2,777,458,800 Shares in issue. If the proposed Refreshed General Mandate is approved and on the basis that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, up to 555,491,760 new Shares, representing 20% of the existing 2,777,458,800 issued Shares as of the Latest Practicable Date could be allotted and issued by the Company thereunder. 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.

Pursuant to Rule 17.42A(1) of the GEM Listing Rules, the proposed Refreshed General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their Associates, or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive, if any, of the Company and their respective Associates shall abstain from voting in favour of the Refreshed General Mandate at the EGM. As Colpo is the controlling Shareholder, which beneficially owns approximately 42.69% of the issued share capital of the Company as of the Latest Practicable Date, and Mr. Kenny Chan is the sole beneficial owner of Colpo and the chairman, the chief executive officer and an executive director of the Company, Colpo, Mr. Kenny Chan and their respective Associates are required to, and will, abstain from voting in favour of the resolutions to be proposed at the EGM in respect of the revocation of the General Mandate and the approval of the Refreshed General Mandate.

THE EGM

Details of the EGM are set out below:–

Date : 13 December 2010

Time : 3:00 p.m.

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

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

The Notice is set out on pages 17 to 20 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not the Shareholders intend to attend the EGM, 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 time appointed for holding the EGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM (or any adjournment thereof) should they so wish.

LETTER FROM THE BOARD

An announcement will be made by the Company following the conclusion of the EGM to inform the Shareholders of the results thereof.

RECOMMENDATION

The Directors consider that the revocation of the General Mandate and the granting of the Refreshed General Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM.

Your attention is drawn to the recommendation of the Independent Board Committee (as set out on page 8 of this circular) and advice of Bridge Partners (as set out on pages 9 to 16 of this circular) regarding the proposed Refreshed General Mandate.

Yours faithfully,

For and on behalf of

Enviro Energy International Holdings Limited

Chan Wing Him Kenny

Chairman and Chief Executive Officer



Enviro Energy International Holdings Limited
環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.enviro-energy.com.hk>

(Stock Code: 8182)

26 November 2010

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We refer to the circular of the Company dated 26 November 2010 (the “Circular”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise required.

We have been appointed by the Board to form the Independent Board Committee to consider the terms of the proposed Refreshed General Mandate and to make recommendations to the Independent Shareholders.

We have considered whether the terms of the proposed Refreshed General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Bridge Partners has been appointed as the Independent Financial Adviser to advise us in respect of the above matter.

We wish to draw your attention to the letter from the Board and the letter from the Independent Financial Adviser as set out in the Circular.

Having considered the terms of the proposed Refreshed General Mandate and the independent advice of Bridge Partners as set out on pages 9 to 16 of the Circular, we consider that the terms of the proposed Refreshed General Mandate are fair and reasonable so far as the Company and the Independent Shareholders are concerned and the proposed Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole. On this basis, we recommend that the Independent Shareholders to vote in favour of the resolution be proposed at the EGM to approve the proposed Refreshed General Mandate.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. David Tsoi

Mr. Lo Chi Kit

Mr. Tam Hang Chuen

Independent non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice to the Independent Board Committee and the Independent Shareholders from Bridge Partners relating to the Refreshed General Mandate for the purpose of inclusion in this circular:



BRIDGE PARTNERS CAPITAL LIMITED

Unit 605, 6/F, Grand Millennium Plaza
181 Queen's Road Central
Central, Hong Kong

26 November 2010

*To: The independent board committee and the independent shareholders
of Enviro Energy International Holdings Limited*

Dear Sirs,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the refreshment of general mandate, details of which are set out in the "Letter from the Board" contained in the circular dated 26 November 2010 (the "Circular"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

Pursuant to Rule 17.42A(1) of the GEM Listing Rules, the proposed Refreshed General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their Associates, or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive, if any, of the Company and their respective Associates shall abstain from voting in favour of the Refreshed General Mandate at the EGM.

As Colpo (the controlling Shareholder) beneficially owns approximately 42.69% of the issued share capital of the Company as at the Latest Practicable Date, and Mr. Kenny Chan (the chairman, the chief executive officer and an executive Director) is the sole beneficial owner of Colpo, thus, Colpo, Mr. Kenny Chan and their respective Associates are required to, and will, abstain from voting in favour of the resolutions to be proposed at the EGM in respect of the revocation of the General Mandate and the approval of the Refreshed General Mandate.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising Mr. David Tsoi, Mr. Lo Chi Kit and Mr. Tam Hang Chuen (all being independent non-executive Directors) has been established to advise the Independent Shareholders as to whether the proposed Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Independent Shareholders as a whole.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and the management of the Company. We have assumed that all information and representations that have been provided by the Directors and the management of the Company, for which they are solely and wholly responsible, are true, accurate and complete in all material respects and not misleading or deceptive at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiries and careful considerations. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. We consider that we have received sufficient information to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular to provide a reasonable basis for our opinions and recommendations.

The Directors have collectively and individually accepted full responsibility, including particulars given in compliance with the GEM Listing Rules, for the purpose of giving information with regard to the Company. The Directors have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or the Circular misleading.

We consider that we have been provided sufficient information to reach an informed view and to provide a reasonable basis for our recommendation. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, its subsidiaries, jointly-controlled entity or their respective Associates.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Refreshed General Mandate, and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and advice on the Refreshed General Mandate, we have taken into consideration the following principal factors and reasons:

(1) Background of the Refreshed General Mandate

The Group is principally engaged in investment holding and development of environmental energy-related projects involving conventional oil, unconventional natural gas and state-of-the-art oil and gas related environmental technologies.

At the annual general meeting of the Company held on 12 April 2010 (the "AGM"), the Directors are authorised to issue and allot up to 486,392,160 new Shares under the General Mandate, representing 20% of the issued share capital of the Company as at the date of the AGM. There has not been any refreshment of the General Mandate since the AGM.

As set out in the announcement of the Company dated 22 September 2010 (the "Announcement"), Colpo entered into a conditional subscription agreement with the Company on 20 September 2010 in respect of the subscription for 345,498,000 new Shares at the subscription price of HK\$0.465 per Share (the "Subscription"). The 345,498,000 new Shares were allotted and issued pursuant to the General Mandate to issue up to 486,392,160 new Shares. The Subscription was completed on 4 October 2010. Accordingly, the General Mandate has been utilised as to approximately 71.03% as at the Latest Practicable Date and only 140,894,160 Shares can be issued under the General Mandate.

Given that the General Mandate has been largely utilised as a result of the Subscription, the Board proposes to seek approval of the Independent Shareholders for the Refreshed General Mandate so that the Directors will be granted the authority to issue, allot and deal with new Shares not exceeding 20% of the total issued share capital of the Company as at the date of passing the relevant resolution(s) at the EGM. As advised by the Directors, the next annual general meeting will not be held until around April 2011, which is around five months away from the Latest Practicable Date. In the event that the General Mandate (which has been almost fully utilised) is not to be refreshed at the EGM, the Company will not have sufficient general mandate to issue shares to raise additional funds for future business development, if so required, until the general mandate is approved in the next annual general meeting of the Company.

As at the Latest Practicable Date, the Company had 2,777,458,800 Shares in issue. On the basis that no new Share(s) would be issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the EGM, the Refreshed General Mandate would allow the Directors to issue a maximum of 555,491,760 new Shares, representing 20% of the aforesaid issued share capital of the Company.

(2) Flexibility in financing

As stated in the interim report of the Company for the six months ended 30 June 2010, the cash and bank balances of the Group were approximately HK\$46.13 million as at 30 June 2010. Given the fact that the Company may identify suitable investment opportunities for future business development, we concur with the view of the Directors that the Refreshed General Mandate will provide the Company with flexibility to issue new Shares for financing such development in the future, in the event that the Group may not be able to secure bank loans or raise funds from the market. Given the financial flexibility available to the Company as discussed above, we are of the opinion that the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

(3) Reasons of the Refreshed General Mandate

The Directors consider that the Refreshed General Mandate would provide the Company with general working capital and/or flexibility to the Company to further fund the coalbed methane project in Liuhuanguo, Xinjiang and future investments or project developments when opportunities are identified by the Company. The Company raised the net proceeds of approximately HK\$153.3 million from the Subscription, which will mainly be used to fund the 2010 working program of the coalbed methane project in Liuhuanguo, Xinjiang, however, the Directors consider that any further funding will be required to finance this sizable project in the long run.

The Directors also consider equity financing to be an important avenue of resources to the Group since it (i) does not incur any interest paying obligations on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises.

In view of all the above and in particular, the importance of financing flexibility for the Company to raise funds for the coalbed methane project and its future business development, we are of the view that the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER
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(4) Equity fund raising activity in the past twelve months

Save as and except for the following fund raising activity, the Company has not conducted any equity fund raising activities during the past twelve months prior to the Latest Practicable Date:

Date of Agreement/ Supplemental Letter	Transaction	Approximate net proceeds raised	Intended use of proceeds	Actual use of proceeds
20 September 2010 and 21 September 2010	Placing of 345,498,000 Shares and subscription for 345,498,000 Shares by Colpo under the General Mandate	HK\$153,300,000	To fund the 2010 working program of the coalbed methane project in Liuhuanggou, Xinjiang and as additional general working capital	As intended

As confirmed by the Directors, the Group has sufficient cash resources for daily operation. However, there is no guarantee that such cash resources available to the Group will be sufficient for its future investments or project developments in the future. In the event that the Company identifies a suitable investment opportunity but does not have sufficient financial resources on hand, or is unable to obtain loan financing on acceptable terms, or cannot find other alternatives to finance such investment opportunity in a timely manner, the Company may lose its chances to capture an otherwise favorable investment and/or a favorable opportunity to expand its business portfolio. Notwithstanding that there is no immediate funding need for the Group's current operation and the Company has not identified any other specific investment project as at the Latest Practicable Date, the Directors believe that the Refreshed General Mandate would offer the Group the ability to capture investment opportunities which may arise at any time and require prompt investment decision by the Group.

In view of the foregoing and the next annual general meeting will not be convened until around April 2011 (which is about five months away from the Latest Practicable Date), we concur with the Directors' view that the Refreshed General Mandate is fair and reasonable to the Company and is in the interests of the Company and the Independent Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(5) Other financing alternatives

As advised by the Directors, apart from equity financing, the Company would also consider viable financing methods including bank financing or debt financing, such as bank borrowings and issue of bonds, to be other possible fund raising sources available to the Company. However, the Directors are of the view that the ability of the Company to obtain bank borrowings usually depends on the Company's profitability, financial position and the then prevailing market condition. Furthermore, such alternative may be subject to lengthy due diligence and negotiations with the banks. Given also that debt financing will usually incur interest burden on the Company, the Directors consider debt financing to be relatively uncertain, impracticable and time-consuming as compared to equity financing, such as placing of new Shares, for the Company to obtain additional funding.

With respect to the other forms of pro-rata equity financing method such as rights issue and open offer, the Directors consider that such pro-rata equity financing would incur substantial costs in form of placing commission or underwriting commission. Although both rights issue and open offer may allow the Shareholders to maintain their respective pro-rata shareholdings in the Company, such fund raising alternatives would be relatively time-consuming as compared to the equity financing through issue of new Shares under the general mandate and there would be no certainty that the Company would be able to procure favorable terms in such commercial underwriting.

The Directors confirm that they would exercise due and careful consideration when choosing the best financing method available to the Company. Having this being the case, along with the fact that the Refreshed General Mandate will provide the Company with an alternative fund raising method for its future business development, we are of the view that the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(6) Potential dilution to shareholding of the public Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the Refreshed General Mandate (assuming that no Shares are issued or repurchased by the Company prior to the EGM):

Name of Shareholder	As at the Latest Practicable Date		Upon full utilisation of the Refreshed General Mandate (subject to the passing of the proposed resolution for approving the Refreshed General Mandate and assuming that no Shares are issued or repurchased by the Company prior to the EGM)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Colpo	1,185,680,000 <i>(Notes 1 and 2)</i>	42.69	1,185,680,000	35.57
Mr. Kenny Chan	8,834,000	0.32	8,834,000	0.27
Dr. Arthur Ross Gorrell	2,625,000	0.09	2,625,000	0.08
Mr. Tam Hang Chuen	1,000,000	0.04	1,000,000	0.03
Public Shareholders	1,579,319,800	56.86	1,579,319,800	47.39
Shares to be issued under Refreshed General Mandate	–	–	555,491,760	16.66
Total	2,777,458,800	100.00	3,332,950,560	100.00

Notes:

- The entire issued share capital of Colpo is beneficially wholly-owned by Mr. Kenny Chan, the Chairman and Chief Executive Officer of the Company and an executive Director.
- As disclosed in the Company's announcement dated 13 April 2010, Mr. Kenny Chan through Colpo executed a note instrument dated 12 April 2010 with Green Island Cement Company, Limited ("Green Island"), pursuant to which, Green Island is entitled to exchange for up to 200,000,000 Shares held by Colpo at an exercise price of HK\$0.88 per Share, subject to adjustment, within an exercise period of three years commencing from 12 April 2010 to 12 April 2013.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The table above illustrates that the shareholding of the existing public Shareholders would be diluted from approximately 56.86% as at the Latest Practicable Date to approximately 47.39% upon full utilisation of the Refreshed General Mandate (assuming no other Shares are issued or repurchased by the Company). Such potential dilution to the shareholding of the public Shareholders represents a dilution of approximately 9.47%.

Taken into consideration that the Refreshed General Mandate will increase the amount of capital which may be raised thereunder and provide more options to the Group for financing further development of its business as well as other investments/acquisition as and when opportunities arise and the fact that the shareholdings of all Shareholders will be diluted to the same extent upon full utilisation of the Refreshed General Mandate, we consider that the potential dilution effect to shareholding of the existing Independent Shareholders upon full utilisation of the Refreshed General Mandate is acceptable.

RECOMMENDATION

Having taken into consideration the facts and reasons as stated above, we are of the opinion that the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the Refreshed General Mandate.

Yours faithfully,
For and on behalf of
Bridge Partners Capital Limited
Monica Lin
Managing Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



Enviro Energy International Holdings Limited

環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.enviro-energy.com.hk>

(Stock Code: 8182)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Enviro Energy International Holdings Limited (the “Company”) will be held on Monday, 13 December 2010 at 3:00 p.m. at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong for the following purposes:–

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

ORDINARY RESOLUTIONS

(1) “THAT:–

the general mandate granted to the board of directors of the Company (collectively, the “Directors” and individually a “Director”) to exercise the powers of the Company to allot, issue and deal with the unissued share of HK\$0.0025 each in the capital of the Company at the annual general meeting of the Company held on 12 April 2010 be and is hereby revoked to the extent not yet exercised prior to the passing of this resolution provided that any exercise of powers of the Company to allot and issue shares prior to the passing of this resolution shall not in any way be affected or prejudiced.”

(2) “THAT:–

(a) subject to paragraph (c) below, the exercise by the Directors 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 (the "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
- (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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

“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).”

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

Hong Kong, 26 November 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

Notes:

1. Any Shareholder entitled to attend and vote at the EGM 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 members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 for holding the EGM, 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 EGM (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.