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ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED

能源國際投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 353)

**(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 18 AUGUST 2023;
AND
(II) GRANT OF THE WHITEWASH WAIVER**

Reference is made to the circular (the “**Circular**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) of Energy International Investments Holdings Limited (the “**Company**”), both dated 28 July 2023, in relation to, among other things, the Subscription and the Whitewash Waiver. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

I. POLL RESULTS OF THE EGM

The Board wishes to announce that the resolutions regarding the Subscription (“**Resolution No. 1**”) and the Whitewash Waiver (“**Resolution No. 2**”, which together with Resolution No. 1 are collectively referred to as the “**Resolutions**”) as set out in the EGM Notice were duly passed by way of poll by the Independent Shareholders at the EGM held on 18 August 2023.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

* For identification purpose only

Details of the poll results in respect of the Resolutions were as follows:

Ordinary resolution		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Subscription Agreement and all transactions contemplated thereunder, including the allotment and issue of 360,000,000 Subscription Shares and the Specific Mandate	252,296,366 (100.00%)	0 (0.00%)

Special resolution		Number of Votes (%)	
		For	Against
2.	To approve the Whitewash Waiver	252,296,366 (100.00%)	0 (0.00%)

Note: The full text of each of the Resolutions was set out in the EGM Notice.

As more than 50% of the votes were cast in favour of Resolution No. 1, Resolution No. 1 was duly passed as an ordinary resolution of the Company at the EGM.

As 75% or more of the votes were cast in favour of Resolution No. 2, Resolution No. 2 was duly passed as a special resolution of the Company at the EGM.

As at the date of the EGM, the total number of issued Shares is 720,562,890 Shares. In accordance with the Listing Rules and the Takeovers Code, only the Independent Shareholders will be eligible to vote on the Resolutions relating to the Subscription Agreement and the transactions contemplated thereunder (including the Subscription), the Specific Mandate and the Whitewash Waiver. The Subscriber and parties acting or presumed to be acting in concert with it (including Giant Crystal, Mr. Cao, Mr. Liu and Mr. Hu) and any Shareholders who are involved in or interested in the Subscription Agreement and the transactions contemplated thereunder (including the Subscription), the Specific Mandate and the Whitewash Waiver are required to abstain, and have indeed abstained, from voting on the Resolutions at the EGM. As at the date of the EGM, the Subscriber and parties acting or presumed to be acting in concert with it were, in aggregate, interested in 215,431,372 Shares, representing approximately 29.90% of the issued share capital of the Company. Save as disclosed above, there are no other Shareholders who are involved in or interested in the Subscription Agreement and the transactions contemplated thereunder (including the Subscription), the Specific Mandate and the Whitewash Waiver or are required, or indicated to the Company of his/her/its intention, to abstain from voting in the Resolutions at the EGM. Accordingly, there were 505,131,518 Shares, representing approximately 70.10% of the issued share capital of the Company, entitling the Independent Shareholders to attend and vote for or against the Resolutions at the EGM.

All Directors attended the EGM either in person or by electronic means, except for Mr. Lan Yongqiang, who was unable to attend the EGM due to other business commitments.

II. GRANT OF THE WHITEWASH WAIVER

On 16 August 2023, the Executive has conditionally granted the Whitewash Waiver, subject to:

- (1) (i) the Whitewash Waiver and (ii) the Subscription Agreement and the transactions contemplated thereunder (including the Subscription) and the Specific Mandate being separately approved by (a) at least 75% and (b) 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
- (2) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and its concert parties between the date of the Announcement and the Completion Date.

The Subscription and the Whitewash Waiver were approved by the Independent Shareholders at the EGM by way of poll and therefore, the aforementioned condition (1) of the Whitewash Waiver has been fulfilled as at the date of this announcement.

III. UPDATE ON THE SUBSCRIPTION

As disclosed in the paragraph headed “The Subscription Agreement – Conditions” in the Circular, Completion is conditional upon fulfillment or waiver, if applicable by the Subscriber, of the Conditions. The Long Stop Date for the fulfillment or waiver (as the case may be) of the Conditions is 31 August 2023 (or such later date as may be agreed in writing between the Company and the Subscriber). In the event that not all the Conditions have been fulfilled or waived (as the case may be) on or before the Long Stop Date, then unless the Long Stop Date is extended by mutual consent of the Company and the Subscriber, the Subscription Agreement and the transactions contemplated thereunder (including the Subscription) shall terminate and lapse, and the Company and the Subscriber shall be released from all obligations thereunder and neither party shall have any claim against the other save for any antecedent breaches of the Subscription Agreement.

As at the date of this announcement, save for the Condition (iii) (i.e. the approval of the Subscription Agreement and the transactions contemplated thereunder (including the Subscription) and the Specific Mandate by more than 50% of the Independent Shareholders at the EGM by way of poll), no other Conditions have been fulfilled. Further announcement will be made by the Company in respect of the Completion as and when appropriate.

IV. EFFECTS OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion assuming that there is no other change in the issued share capital of the Company between the date of this announcement and the Completion Date (save and except for the Subscription):

Shareholders	As at the date of this announcement		Immediately after Completion	
	No. of Shares	Approximate %	No. of Shares	Approximate %
The Subscriber (<i>Note 1</i>)	–	–	360,000,000	33.32
Giant Crystal (<i>Note 2</i>)	<u>215,431,372</u>	<u>29.90</u>	<u>215,431,372</u>	<u>19.94</u>
<i>Sub-total for the Subscriber and parties acting in concert with it</i>	215,431,372	29.90	575,431,372	53.25
Public Shareholders	<u>505,131,518</u>	<u>70.10</u>	<u>505,131,518</u>	<u>46.75</u>
Total	<u>720,562,890</u>	<u>100.00</u>	<u>1,080,562,890</u>	<u>100.00</u>

Notes:

1. The Subscriber is legally and beneficially owned as to 50% by Mr. Cao (an executive Director), 20% by Mr. Liu (an executive Director) and 30% by Mr. Hu.
2. Giant Crystal is a wholly-owned subsidiary of the Subscriber.
3. Any discrepancies in the table above between totals and sums of amounts set out in it are due to rounding.

WARNING

The Subscription Agreement and the transactions contemplated thereunder (including the Subscription) are subject to the fulfilment of the Conditions which are set out in the paragraph headed “The Subscription Agreement – Conditions” in the letter from the Board contained in the Circular. Therefore, the Subscription Agreement and the transactions contemplated thereunder (including the Subscription) may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

By order of the Board
Energy International Investments Holdings Limited
Cao Sheng
Chairman

Hong Kong, 18 August 2023

As at the date of this announcement, the executive Directors are Mr. Cao Sheng (Chairman), Mr. Liu Yong (Chief Executive Officer), Mr. Chan Wai Cheung Admiral, Mr. Lan Yongqiang, Mr. Shi Jun and Mr. Luo Yingnan; and the independent non-executive Directors are Mr. Tang Qingbin, Mr. Wang Jinghua and Mr. Fung Nam Shan.

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.