

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED

新環保能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3989)

COMPLETION OF THE PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Fortune (HK) Securities Limited

The Board is pleased to inform that all conditions set out in the Placing Agreement and the Subscription Agreement have been fulfilled and the Placing and the Subscription were completed on 27 August 2010 and 8 September 2010, respectively. An aggregate of 148,400,000 Placing Shares have been successfully placed to not less than 6 independent Placees which (including their ultimate beneficial owners, where applicable) are third parties independent of the Company and connected persons of the Company (as defined in the Listing Rules), at the Placing price of HK\$0.537 per Placing Share and an aggregate of 148,400,000 Subscription Shares, representing approximately 14.87% of the issued share capital of the Company as at the date of this announcement, have been issued and allotted to the Vendors at a Subscription price of HK\$0.537 per Subscription Share.

Reference is made to the announcement of the Company dated 26 August 2010 (the “**Announcement**”) in relation to, among other things, the Placing Agreement and the Subscription Agreement. Capitalized terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

The Board is pleased to announce that all conditions set out in the Placing Agreement and the Subscription Agreement have been fulfilled and the Placing and the Subscription were completed on 27 August 2010 and 8 September 2010, respectively. An aggregate of 148,400,000 Placing Shares have been successfully placed to not less than 6 independent Placees which (including their ultimate beneficial owners, where applicable), are third parties independent of the Company and connected persons of the Company (as defined in the Listing Rules), at the Placing price of HK\$0.537 per Placing Share and an aggregate of 148,400,000 Subscription Shares, representing approximately 14.87% of the issued share capital of the Company as at the date of this announcement, have been issued and allotted to the Vendors at a Subscription price of HK\$0.537 per Subscription Share. The net proceeds from the Subscription, after deducting related Placing fees and all related expenses which being borne by the Company, are approximately HK\$75.9 million.

SHAREHOLDING STRUCTURE

The table below sets out the shareholding structure of the Company (i) immediately before the completion of Placing and the Subscription of Shares; (ii) after the completion of Placing but before the completion of Subscription of Shares; and (iii) immediately after the completion of Placing and the Subscription of Shares:

Shareholders Name	(i)		(ii)		(iii)	
	Immediately before the completion of Placing and Subscription of Shares		After the completion of Placing but before the completion of Subscription of Shares		Immediately after the completion of Placing and Subscription of Shares	
	<i>Number of Shares</i>	<i>% (approx)</i>	<i>Number of Shares</i>	<i>% (approx)</i>	<i>Number of Shares</i>	<i>% (approx)</i>
Best View Enterprises Limited	76,400,000	8.99%	76,400,000	8.99%	76,400,000	7.66%
Simple Success Investments Limited	72,000,000	8.48%	72,000,000	8.48%	72,000,000	7.22%
Charm Hero Investments Limited, Mr. Ngok Yan Yu and his associates (<i>Note 1</i>)	76,594,205	9.02%	76,594,205	9.02%	76,594,205	7.67%
Other Directors (other than Mr. Ngok Yan Yu) (<i>Note 2</i>)	3,858,030	0.45%	3,588,030	0.42%	3,588,030	0.36%
Placees	—	0.00%	—	0.00%	148,400,000	14.87%
Other public shareholders	<u>620,608,765</u>	<u>73.06%</u>	<u>620,878,765</u>	<u>73.09%</u>	<u>620,878,765</u>	<u>62.22%</u>
Total	<u>849,461,000</u>	<u>100%</u>	<u>849,461,000</u>	<u>100%</u>	<u>997,861,000</u>	<u>100%</u>

Notes:

1. These Shares include 76,344,205 Shares held by Charm Hero Investments Limited, a wholly owned subsidiary of Mensun Limited (which was controlled by Mr. Ngok Yan Yu, the chairman and an executive Director of the Company) and 250,000 Shares held by the spouse of Mr. Ngok Yan Yu.
2. On 6 September 2010, the date after the completion of Placing but before the completion of Subscription, 270,000 Shares held by one of Directors of the Company was disposed of.

ADJUSTMENT OF THE CONVERSION PRICE UNDER THE CONVERTIBLE NOTES AND THE CONVERTIBLE BONDS

Based on the terms of the Convertible Bonds and the Convertible Notes, no adjustment to their respective conversion prices as a result of the Placing and the Subscription is required.

By order of the Board of
New Environmental Energy Holdings Limited
Chan Tak Yan
Executive Director

Hong Kong, 8 September 2010

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Ngok Yan Yu, Mr. Marcello Appella, Mr. Chan Tak Yan, Mr. Ng Cheuk Fan, Keith and Ms. Yu Sau Lai; three non-executive directors, namely Mr. Ho Gilbert Chi Hang, Mr. Mok Chung Kwan, Stephen and Mr. Lim Jui Kian and four independent non-executive directors, namely Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing, Mr. Kwan Hung Sang, Francis and Mr. Cheng Kai Tai, Allen.