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ELL ENVIRONMENTAL HOLDINGS LIMITED

強泰環保控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1395)

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

Placing Agents

Convoy Investment Services Limited
康宏証券投資服務有限公司



The Board is pleased to announce that all conditions set out in the Top-up Placing Agreement and the Top-up Subscription Agreement have been fulfilled. The Top-up Placing was completed on 30 April 2015 and an aggregate of 160,000,000 Top-up Placing Shares have been successfully placed to not less than six independent places at the Top-up Placing Price of HK\$0.98 per Top-up Placing Share. The Top-up Subscription was completed on 5 May 2015 and an aggregate of 160,000,000 Top-up Subscription Shares, representing approximately 16.7% of the enlarged issued share capital of the Company immediately after the issue of such Top-up Subscription Shares, have been issued and allotted to the Subscriber at the Top-up Subscription Price of HK\$0.98 per Top-up Subscription Share.

* For identification purpose only

COMPLETION OF TOP-UP PLACING AND TOP-UP SUBSCRIPTION

Reference is made to the announcement of the Company dated 22 April 2015 (the “**Announcement**”) in relation to, among other things, the Top-up Placing and the Top-up Subscription. Capitalised 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 Top-up Placing Agreement and the Top-up Subscription Agreement have been fulfilled. The Top-up Placing was completed on 30 April 2015 and an aggregate of 160,000,000 Top-up Placing Shares have been successfully placed to not less than six placees, who and whose ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules), at the Top-up Placing Price of HK\$0.98 per Top-up Placing Share. The Top-up Subscription was completed on 5 May 2015 and an aggregate of 160,000,000 Top-up Subscription Shares, representing approximately 16.7% of the enlarged issued share capital of the Company immediately after the issue of such Top-up Subscription Shares, have been issued and allotted to the Subscriber at a Top-up Subscription Price of HK\$0.98 per Top-up Subscription Share.

The net proceeds from the Top-up Subscription amount to approximately HK\$151.1 million.

EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE TOP-UP PLACING AND THE TOP-UP SUBSCRIPTION

Set out below is the table of the shareholdings in the Company immediately before and after completion of the Top-up Placing and the Top-up Subscription:

	Immediately before Top-up Placing and Top-up Subscription		Immediately after Top-up Placing and the Top-up Subscription	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Everbest Environmental Investment Limited (“Everbest”) ⁽¹⁾	375,000,000	46.87	375,000,000	39.06
Wealthy Sea Holdings Limited (“Wealthy Sea”) ⁽²⁾	225,000,000	28.13	225,000,000	23.44
Placees ⁽³⁾	—	—	160,000,000	16.67
Public Shareholders (other than the Placees)	<u>200,000,000</u>	<u>25.00</u>	<u>200,000,000</u>	<u>20.83</u>
Total	800,000,000	100.00	960,000,000	100.00

Notes:

- (1) Everbest is owned as to 50%, 30% and 20% by Ms. Wong Shu Ying, Ms. Judy Chan and Mr. Chan Kwan (“Mr. Chan”), an executive Director and the Chief Executive Officer of the Company, respectively, and, therefore, Ms. Wong Shu Ying is deemed to be interested in the 375,000,000 Shares held by Everbest pursuant to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Ms. Wong Shu Ying is the mother of Mr. Chan.
- (2) Wealthy Sea is owned as to 90% and 10% by Mr. Chau On Ta Yuen (“Mr. Chau”), an executive Director and the Chairman of the Company, and Ms. Wong Mei Ling, the wife of Mr. Chau, respectively. Ms. Wong Mei Ling is, therefore, deemed to be interested in the 225,000,000 Shares held by Wealthy Sea controlled by Mr. Chau pursuant to the SFO.
- (3) To the best of the Directors’ knowledge, the Placees and their ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). Therefore, the Placees are treated as public Shareholders.

By order of the Board
ELL Environmental Holdings Limited
Chan Kwan
Executive Director and
Chief Executive Officer

Hong Kong, 5 May 2015

As at the date of this announcement, the Board comprises Mr. Chau On Ta Yuen (Chairman) and Mr. Chan Kwan (Chief Executive Officer) as executive Directors, Mr. Chan Pak Lam Brian and Mr. Chau Chi Yan Benny as non-executive Directors, and Ms. Ng Chung Yan Linda, Mr. Ng Man Kung and Mr. Sze Yeuk Lung Benedict as independent non-executive Directors.