



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)

8 April 2024

To the Independent Shareholders

Dear Sir or Madam,

**(1) CONNECTED TRANSACTION
IN RELATION TO ISSUE OF NEW SHARES UNDER
SPECIFIC MANDATE FOR DEBT CAPITALISATION
AND APPLICATION FOR WHITEWASH WAIVER;
(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

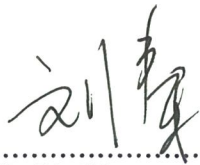
We refer to the circular of the Company dated 8 April 2024 (the “**Circular**”), of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the **Circular**.

We have been appointed by the Board as members of the Independent Board Committee to advise you in relation to the Settlement Agreement, the Whitewash Waiver and the transactions contemplated thereunder, details of which are set out in this circular. Grand Moore Capital has been appointed as the Independent Financial Adviser to advise us in this regard. Details of its advice, together with the principal factors and reasons it has taken into consideration in giving such advice, are set out in the **Circular**. Your attention is also drawn to the letter from the Board in the **Circular** and the additional information set out in the appendices thereto.

Having considered the terms of the Settlement Agreement, the Whitewash Waiver and the transactions contemplated thereunder and taking into account the independent advice of Grand Moore Capital, we are of the opinion that the Settlement Agreement, the Whitewash Waiver and the transactions contemplated thereunder are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend you to vote in favour of the resolutions to be proposed at the EGM to approve the Settlement Agreement, the Whitewash Waiver and the transactions contemplated thereunder.

Yours faithfully,
The Independent Board Committee

Handwritten signature in black ink, appearing to be the Chinese characters '刘勤' (Liu Qin).

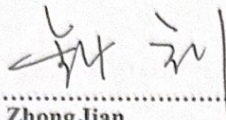
.....
Mr. Liu Qin
Independent non-executive Director

Yours faithfully,
The Independent Board Committee



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Mr. Pan Yongye
Independent non-executive Director

Yours faithfully,
The Independent Board Committee

Handwritten signature in black ink, consisting of stylized Chinese characters.

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Mr. Zhong Jian
Independent non-executive Director