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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**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.

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## **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)**

**PROPOSALS FOR**  
**(1) SHARE CONSOLIDATION**  
**(2) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES**  
**(3) RE-ELECTION AND APPOINTMENT OF DIRECTORS**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Enviro Energy International Holdings Limited (the "Company") to be held at 1801-1803, 18/F, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong on Friday, 28 June 2019 at 3:00 p.m. is set out on pages 22 to 27 of this circular. Whether or not shareholders are able to attend the annual general meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the annual general meeting (or any adjournment thereof) should they so wish and in such event, the proxy shall be deemed to be revoked.

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

27 May 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at 1801-1803, 18/F, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong on Friday, 28 June 2019 at 3:00 p.m. for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice;
“AGM Notice”	the notice convening the AGM set out on pages 22 to 27 of this circular;
“Articles of Association”	the articles of association of the Company (as amended from time to time);
“Board”	the Board of Directors;
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at AGM to buy back Shares up to 10% of the total number of the issued Shares as at the date of passing of the relevant resolution approving such mandate;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Enviro Energy International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Existing Shares of which are listed on the Main Board of the Stock Exchange;
“Consolidated Share(s)”	ordinary share(s) of HK\$0.05 each in the issued share capital of the Company immediately after the Share Consolidation becoming effective;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	directors of the Company;
“Existing Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company prior to the Share Consolidation having become effective;

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## DEFINITIONS

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“Existing Share Certificates”	existing share certificate(s) in the colour of green for the Existing Shares;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with authorised and unissued Shares up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution approving such mandate;
“Last Trading Day”	2 May 2019, being the latest practicable date prior to the publication of the of the Share Consolidation Announcement;
“Latest Practicable Date”	22 May 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion therein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time);
“New Share Certificate(s)”	new share certificate(s) in the colour of blue for the Consolidated Shares;
“PRC”	the People’s Republic of China and for the sole purpose of this circular shall exclude Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of par value of HK\$0.0025 each in the share capital of the Company;
“Share Consolidation”	the proposed consolidation of every twenty (20) existing Shares into one (1) Consolidated Share;
“Share Consolidation Announcement”	the announcement of the Company dated 2 May 2019 issued by the Company in respect of the Share Consolidation;

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## DEFINITIONS

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“Share Option(s)”	option(s) to subscribe for new shares of the Company granted under the Share Option Schemes;
“Share Option Schemes”	the share option schemes adopted by the Company on 25 January 2003 and 12 May 2011;
“Shareholder(s)”	holder(s) of the Existing Shares and/or the Consolidated Share(s), as the case may be;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber”	Honor Reliance International Limited 順誠國際有限公司, a limited company incorporated in the British Virgin Islands;
“Subscription”	the proposed issue of Subscription Shares by the Company and the proposed subscription of Subscription Shares by the Subscriber pursuant to the Subscription Agreement as announced by the Company in its announcement dated 4 April 2019;
“Subscription Agreement”	the subscription agreement dated 4 April 2019, entered into between the Company and the Subscriber, in respect of the Subscription;
“Subscription Shares”	1,809,568,828 new shares of the Company to be issued by the Company to the Subscriber pursuant to the Subscription Agreement;
“Takeovers Code”	the Codes on Takeovers and Mergers;
“%”	per cent.

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## EXPECTED TIMETABLE

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The expected timetable for the implementation of the Share Consolidation is set out below. The expected timetable is subject to the results of the AGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

**2019**

Latest date for publication of announcement for closure of  
register of members . . . . . 6 June 2019

Latest date and time for lodging transfer documents in order  
to qualify for attending and voting at the AGM. . . . . 4:30 p.m. on 24 June 2019

Closure of register of members . . . . . 25 June 2019-28 June 2019  
(both dates inclusive)

Latest date and time for lodging forms of proxy for the AGM . . . . . 3:00 p.m. on 26 June 2019

Date and time of the AGM . . . . . 3:00 p.m. on 28 June 2019

Publication of the announcement of poll results of the AGM . . . . . 28 June 2019

***The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation***

Effective date of the Share Consolidation . . . . . 2 July 2019

First day of free exchange of Existing Share Certificates for  
New Share Certificates . . . . . 2 July 2019

Dealings in the Consolidated Shares commences . . . . . 9:00 a.m. on 2 July 2019

Original counter for trading in board lots of 2,000 Existing Shares  
(in the form of Existing Share Certificates) temporarily closes . . . . . 9:00 a.m. on 2 July 2019

Temporary counter for trading in board lots of 100 Consolidated  
Shares (in the form of Existing Share Certificates) opens . . . . . 9:00 a.m. on 2 July 2019

Original counter for trading in board lots of 2,000 Consolidated  
Shares (in the form of New Share Certificates) re-opens . . . . . 9:00 a.m. on 16 July 2019

Parallel trading in the Consolidated Shares (in the form of  
New Share Certificates and Existing Share Certificates) commences . . . . . 9:00 a.m. on 16 July 2019

Designated broker starts to stand in the market to provide  
matching services for odd lots of the Consolidated Shares . . . . . 9:00 a.m. on 16 July 2019

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## EXPECTED TIMETABLE

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Temporary counter for trading in board lots of 100 Consolidated  
Shares (in the form of Existing Share Certificates) closes . . . . . 4:00 p.m. on 5 August 2019

Parallel trading in the Consolidated Shares (in the form of  
New Share Certificates and Existing Share Certificates) ends . . . . . 4:00 p.m. on 5 August 2019

Designated broker ceases to stand in the market to provide  
matching services for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on 5 August 2019

Last day for free exchange of Existing Share Certificates  
for New Share Certificates . . . . . 7 August 2019

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## LETTER FROM THE BOARD

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### 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)

*Executive Directors:*

Mr. Li Sen (*Chairman*)

Mr. Zhou Xuesheng (*Chief Executive Officer*)

Mr. Wei Junqing

*Independent Non-executive Directors:*

Mr. Wen Guangwei

Dr. Hou Chaohui

Mr. Jiang Maolin

*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:*

Room 1603-5, 16th Floor,

Harcourt House,

39 Gloucester Road,

Wanchai, Hong Kong

27 May 2019

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) SHARE CONSOLIDATION**  
**(2) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES**  
**(3) RE-ELECTION AND APPOINTMENT OF DIRECTORS**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM required to be held at 1801-1803, 18/F, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong on Friday, 28 June 2019 at 3:00 p.m., for the approval of, among other things:

- (a) the Share Consolidation;
- (b) the granting to the Directors of the Issue Mandate;
- (c) the granting to the Directors of the Buy-back Mandate;



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## LETTER FROM THE BOARD

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- (d) extension of Issue Mandate by adding to it the aggregate number of Shares bought back under the Buy-back Mandate; and
- (e) the proposed re-election and appointment of Directors.

### **I. SHARE CONSOLIDATION**

Reference is made to the Share Consolidation Announcement in respect of the proposal to effect the Share Consolidation whereby every twenty (20) Existing Shares into one (1) Consolidated Share.

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) Existing Shares of HK\$0.0025 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.05 each in the share capital of the Company.

As at the Latest Practicable Date, there are 9,047,844,141 Existing Shares of HK\$0.0025 each in issue and fully paid and credited as fully paid. As disclosed in the Share Consolidation Announcement, subject to the completion of the Subscription, the Board will issue and allot up to 1,809,568,828 new Subscription Shares. In the event that the Subscription has been completed and all the Subscription Shares are fully subscribed, the number of existing Shares will become 10,857,412,969.

Assuming (i) all the Subscription Shares are fully subscribed, (ii) no further Existing Shares will be issued (save and except the Subscription Shares) or bought back between the date of the Latest Practicable Date and the date of the AGM, there will be 542,870,648 Consolidated Shares of HK\$0.05 each in issue and fully paid or credited as fully paid following the completion of the Share Consolidation. On the other hand, if (i) none of the Subscription Shares are subscribed and (ii) no further existing Shares will be issued or bought back from the Latest Practicable Date up to the date of the AGM, there will be 452,392,207 Consolidated Shares of HK\$0.05 each in issue and full paid or credited as fully paid following the completion of the Share Consolidation.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the articles of association of the Company.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the AGM;

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## LETTER FROM THE BOARD

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- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands to effect the Share Consolidation.

### **Listing Application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares in issue and to be in issue upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Board Lot Size**

Currently, the Existing Shares are traded on the Main Board of the Stock Exchange in the board lot size of 2,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 2,000 Consolidated Shares.

Based on the closing price of HK\$0.058 per existing Share (equivalent to the theoretical closing price of HK\$1.16 per Consolidated Share) as quoted on the Stock Exchange as at the Last Trading Day, the value of each board lot of the existing Shares is HK\$116 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$2,320.

### **Reasons for the Share Consolidation**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. In this regard, the Share Consolidation would enable the Company to comply with the trading requirements of the Listing Rules.

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## LETTER FROM THE BOARD

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In view that the Share had been traded at around or below HK\$0.01 at certain times in the past 12 months (based on the closing price per Share as quoted on the Stock Exchange), the Board proposes to implement the Share Consolidation.

The proposed Share Consolidation will increase the par value of the existing Shares and decrease the total number of Existing Shares currently in issue. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange. Furthermore, as the theoretical market value of each board lot of the Consolidated Shares upon the Share Consolidation becoming effective will be higher than the market value of each board lot of the Existing Shares, the transaction cost as a proportion of the market value of each board lot will be lower. It is also expected that the liquidity in trading of the existing Shares will increase accordingly.

With a higher trading price of the Consolidated Shares and the reduction of the transaction and handling costs as a proportion of the market value of each board lot, the Company believes that the Share Consolidation will make investing in Existing Shares more attractive to a broader range of institutional and professional investors and other members of the investing public. As a result, the Board believes that the Share Consolidation may attract more investors and extend the shareholders' base of the Company.

As at the Latest Practicable Date, there has been a drop in share price since the date of the Share Consolidation Announcement from the closing price of HK\$0.058 per Share on 2 May 2019 to the closing price of HK\$0.039 per Share on 22 May 2019. However, the Board still takes the view that the current proposed arrangement in relation to the board lot size and consolidation ratio is the best option to the Company for the time being due to the following reasons:

1. the Board believes that the recent drop in the Company's share price as stated above is due to the market's reaction to the announcement of the proposed Share Consolidation, which is merely a one-off corporate action, therefore the Board believes that such fluctuation is only temporary. The Board is of the view that there is no need to alter the current proposed share consolidation ratio and/or board lot size merely due to the recent fluctuation in the Company's share price which might be partly caused by the announcement of the Share Consolidation; and
2. a higher consolidation ratio and/or change in board lot size may lead to the increase of additional fractional shares and odd lots which in turn may not be beneficial to the Company's shareholders.

As at the Latest Practicable Date, the Company has no intention to conduct any fundraising activities in the next 12 months. As such, the Board considers that the basis of the Share Consolidation is reasonable and sufficient. Further, as at the date of the Share Consolidation Announcement, having considered its current plans in relation to all corporate actions for the next 12 months, the Company expresses no intention to carry out any corporate actions in the next 12 months, including share consolidation, share subdivision and change in board lot size, which would offset the effect of the Share Consolidation.

Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### OTHER ARRANGEMENTS

#### Adjustments in relation to the other securities of the Company

##### *Share Options*

As at the Latest Practicable Date, the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 253,347,975 Existing Shares. Under the terms and conditions of the Share Option Schemes, the Share Consolidation may lead to adjustments to the number of shares of the Company available for issue under the scheme limit, which has not yet been utilised, of the Share Option Schemes, and/or the exercise price and/or the number of shares of the Company falling to be issued upon the exercise of the Share Options. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

Save as disclosed above, the Company does not have any other outstanding derivatives, options, warrants, conversion rights, securities in issue, or other similar rights which are convertible or exchangeable into, any existing Shares or Consolidated Shares, as at the Latest Practicable Date.

##### *Fractional entitlement to Consolidated Shares*

Fractional Consolidated Shares, arising from the Share Consolidation, if any, will be disregarded and will not be issued by the Company to the Shareholders. Any fractional entitlement to the Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

##### *Arrangement on odd lot trading*

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company will appoint Upbest Securities Company Limited, a securities firm, as an agent to arrange for matching service regarding the sale and purchase of odd lots of Consolidated Shares at the relevant market price per Consolidated Share for Shareholders, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

The matching period shall commence at 9:00 a.m. on 16 July 2019 and end at 4:00 p.m. on 5 August 2019. Shareholders who wish to take advantage of this facility should contact Mr. Tong Wai Tong of Upbest Securities Company Limited at 2/F., Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong (telephone number: 2545 3298).

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## LETTER FROM THE BOARD

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### *Exchange of share certificates*

Subject to the Share Consolidation becoming effective, Shareholders may, on or after 2nd day, July 2019 until 7th day August 2019 (both days inclusive), submit Existing Share Certificates to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for New Share Certificates. Thereafter, Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each Existing Share Certificate submitted for cancellation or each New Share Certificate issued, whichever the number of share certificates cancelled/issued is higher.

After 9:00 a.m. on 8th day, August 2019, trading will only be in Consolidated Shares. Existing Share Certificates will then only remain effective as good evidence of legal title and may be exchanged for New Share Certificates at any time, as stated above, but will cease to be valid for delivery, trading and settlement purposes.

## **II. GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES**

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Buy-back Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares bought back under the Buy-back Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company comprised 9,047,844,141 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 1,809,568,828 Shares and the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate on the date of the AGM will be 904,784,414 Shares.

The Issue Mandate and the Buy-back Mandate will only continue in force until: (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first.

An explanatory statement containing information relating to the Buy-back Mandate as required by Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution relating to the Buy-back Mandate.

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## LETTER FROM THE BOARD

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### III. RE-ELECTION AND APPOINTMENT OF DIRECTORS

In accordance with Article 112 of the Articles of Association, Dr. Hou Chaohui (“Dr. Hou”) and Mr. Jiang Maolin (“Mr. Jiang”) shall retire from their office at the AGM, being eligible, Mr. Jiang will offer himself for re-election at the AGM while Dr. Hou will not offer himself for re-election.

In accordance with Article 108(A) of the Articles of Association, Mr. Zhou Xuesheng (“Mr. Zhou”) and Mr. Wei Junqing (“Mr. Wei”), shall retire from their office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM.

In accordance with Article 111 of the Articles of Association, Mr. Li Jinyuan (“**Mr. Li**”) will be elected as an Independence Non-executive Director of the Company by Shareholders at the AGM.

Each of Mr. Zhou, Mr. Wei and Mr. Jiang has indicated his willingness to offer himself for re-election at the AGM.

On 29 March, 2019, the Nomination Committee, having reviewed the Board’s composition, nominated Mr. Zhou, Mr. Wei and Mr. Jiang to the Board to recommend to Shareholders for re-election and on 21 May, 2019 nominate Mr. Li to the Board to recommend to Shareholders for appointment at the AGM. Mr. Jiang who is the Chairman of the Nomination Committee abstained from voting at the Committee meeting when his own nomination was being considered.

The nominations were made in accordance with the Nomination Policy and the Board Diversity Policy including but not limited to gender, age, cultural and educational background, skills, knowledge, professional experience and diversity of perspectives of the Board as set out under the Nomination Policy of the Company. The Nomination Committee had considered Mr. Jiang who is a certified public accountant and a responsible officer for type 9 (asset management) regulated activity under the Securities and Futures Ordinance specializes in the financial and capital market and Mr. Li who has 20 years of experience in the banking industry. The Nomination Committee had also taken into account the respective contributions of Mr. Jiang and Mr. Li to the Board and their commitment to their roles and they are satisfied with their independence with regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

On 29 March, 2019, the Board accepted Nomination Committee’s nominations and recommended Mr. Jiang to stand for re-election. On 21 May, 2019, the Board accepted Mr. Li to stand for appointment by Shareholders at the AGM. The Board considers that the re-election of Mr. Jiang and appointment of Mr. Li as Independent Non-executive Directors is in the best interest of the Company and Shareholders as a whole. Mr. Jiang abstained from discussion and voting at the Board meeting in relation to his nomination.

The resolutions for the re-election of Mr. Jiang and appointment of Mr. Li as Independent Non-executive Directors will be proposed under items 1(iv) and 1(v) of the notice of the AGM respectively. Shareholders will be invited to vote on each resolution proposed for their re-election and appointment.

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## LETTER FROM THE BOARD

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Further information about the Board's composition and diversity, Directors' attendance record at Board, Committee and general meetings, and the number of other public companies directorships of the Directors were disclosed in the Corporate Governance Report of the 2018 Annual Report.

Biographical details of the above retiring Directors who are proposed to be re-elected and the new director who is proposed to be appointed at the AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules is set out in Appendix II to this circular.

#### **IV. CLOSURE OF REGISTER OF MEMBERS**

The AGM is scheduled to be held on Friday, 28 June 2019. For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 24 June 2019.

#### **V. THE AGM**

The AGM Notice is set out on pages 22 to 27 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not the Shareholders are able to attend the AGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so wish and in such event, the proxy shall be deemed to be revoked.

In order to be eligible to attend and vote at the AGM, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2019.

#### **VI. LISTING RULES REQUIREMENT**

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the Chairman of the AGM to demand for a poll for the resolutions put to the vote of the AGM in accordance with the Articles of Association.

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## LETTER FROM THE BOARD

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### VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.

### VIII. RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this circular and the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

Yours faithfully  
On behalf of the Board  
**Enviro Energy International Holdings Limited**  
**Li Sen**  
*Chairman and Executive Director*



*The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 9,047,844,141 Shares. Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 904,784,414 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

## **2. REASONS FOR SHARE BUY-BACKS**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to seek a general authority from Shareholders to enable the Company to buy-back Shares in the market. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF SHARE BUY-BACKS**

Any buy-back will only be funded out of funds of the Company legally available for the purposes in accordance with the Articles of Association, the laws of the Cayman Islands and the Listing Rules.

## **4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2018, being the date of the latest published audited consolidated financial statements of the Company) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels.

**5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON**

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Buy-back Mandate is approved, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the proposed Buy-back Mandate is approved.

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

**7. EFFECT OF THE TAKEOVERS CODE**

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Able Victory Enterprises Limited ("Able Victory") holds 2,207,485,423 Shares, representing approximately 24.40% of the issued share capital of the Company. Should the power to buy-back Shares pursuant to the Buy-back Mandate be exercised in full and assuming there is no change in the issued share capital of the Company immediately before the full exercise of the Buy-back Mandate, the shareholdings of Able Victory in the Company would then be increased to approximately 27.11% of the issued share capital of the Company, such increase would not give rise to an obligation of Able Victory to make a mandatory offer under Rule 26 of the Takeovers Code. Further, the Directors have no intention to exercise the power to buy-back Shares to such an extent as would result in an obligation arising.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any buy-back to be made under the Buy-back Mandate.

**8. SHARE BUY-BACKS MADE BY THE COMPANY**

No buy-back of Shares have been made by the Company in the previous six months before the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**9. SHARE PRICES**

The highest and lowest prices of the Shares as traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Share Prices</b>	
	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2018</b>		
April	0.198	0.158
May	0.200	0.132
June	0.202	0.151
July	0.163	0.123
August	0.129	0.081
September	0.100	0.080
October	0.097	0.070
November	0.083	0.071
December	0.088	0.062
<b>2019</b>		
January	0.071	0.050
February	0.078	0.050
March	0.077	0.059
April	0.070	0.055
May (being the Latest Practicable Date)	0.058	0.031

*Details of the Directors who are required to retire at the AGM according to the Articles of Association and who, being eligible, offer themselves for re-election at the AGM are as follows:*

**(1) Mr. Zhou Xuesheng (“Mr. Zhou”), Executive Director**

Mr. Zhou, aged 55, joined the Company as Executive Director in November 2017. Mr. Zhou has been appointed as Co-Chief Executive Officer on 9 November 2018 and re-designated to Chief Executive Officer of the Company on 27 November 2018. Mr. Zhou holds a bachelor’s degree in economics from Heilongjiang University in the PRC. As a standing council member of Shenzhen Association of Trade in Services (深圳市服務貿易協會) since August 2013, he has senior executive managerial experience in a number of large and medium-size enterprises in the PRC. Mr. Zhou was accredited as an economist by the Department of Personnel of Heilongjiang Province (黑龍江省人事廳) in 1991, and he was approved by the Bureau of Personnel of Shenzhen Municipality\* (深圳市人事局) and obtained a certificate from the Department of Personnel of Guangdong Province\* (廣東省人事廳) in 2001 certifying that he was qualified as an economist. Mr. Zhou is a vice president of Shenzhen City Oriental Ginza Group Company Limited\* (深圳市東方銀座集團有限公司), a company established in the PRC which is principally engaged in, among other things, real estate development, hotel management and property management in the PRC.

Save as disclosed above, Mr. Zhou has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Zhou does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhou (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhou entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminate by either party by giving to the other three months’ period notice in writing. The directorship of Mr. Zhou will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the Service Contract of Mr. Zhou, he is entitled to a director’s remuneration of HK\$780,000 per annum which has been recommended by the Remuneration Committee of the Company, and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Zhou may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to the Company’s and his performance. The remuneration of Mr. Zhou will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**(2) Mr. Wei Junqing (“Mr. Wei”), Executive Director**

Mr. Wei, aged 53, joined the Company as Executive Director in September 2017. Mr. Wei is also a director of various subsidiaries of the Company. Mr. Wei holds a bachelor’s degree in accounting from Southwest University in the PRC and a master’s degree of business administration with a specialization in executive business administration from American World University by distance learning program conducted at Wuhan University in the PRC. Mr. Wei is also a qualified accountant registered with the Ministry of Finance in the PRC. Mr. Wei is currently the assistant president of Oriental Ginza.

Mr. Wei has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Wei does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wei (i) does not hold any other positions in the Company or its subsidiary; and (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Wei entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminate by either party by giving to the other three months’ period notice in writing. The directorship of Mr. Wei will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the Service Contract of Mr. Wei, he is entitled to a director’s remuneration of HK\$780,000 per annum which has been recommended by the Remuneration Committee of the Company, and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Wei may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to the Company’s and his performance. The remuneration of Mr. Wei will be subject to annual review by the Remuneration Committee and the Board.

Saved as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**(3) Mr. Jiang Maolin (“Mr. Jiang”), Independent Non-executive Director**

Mr. Jiang, aged 53, joined the Company as Independent Non-executive Director in October 2018 and is the Chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee of the Company.

Mr. Jiang has obtained a bachelor’s degree in Laws from The Manchester Metropolitan University and a master’s degree in Commerce in Professional Accounting from University of South Wales. He is currently a postgraduate student for doctoral degree in Civil and Commercial Laws from Renmin University of China.

Mr. Jiang is a certified public accountant of Hong Kong Institute of Certified Public Accountants, a chartered management accountant of The Chartered Institute of Management Accountants and a chartered global management accountant of The Chartered Institute of Management Accountants.

Mr. Jiang is currently the president of Qianhai Devin Capital Management (Shenzhen) Co. Ltd.\* (前海德潤資本管理(深圳)有限公司) and the director of HK Devin Capital Management Limited, Tin Tin Capital Limited and Jinluo Capital Management Limited, respectively. Mr. Jiang specializes in the financial and capital market. He has previously worked for the Department of Prudential Supervision and Industry Restructuring of China Securities Regulatory Commission at China Securities Regulatory Commission and held various senior managerial positions at Haitong Asset Management (HK) Limited, Haitong International Management Services Co. Ltd and CCB International Asset Management Limited respectively. Mr. Jiang was also a chairman at Yuexiu Securities Holdings Co. Ltd.\* (越秀證券控股有限公司). Mr. Jiang is currently a responsible officer for type 9 (asset management) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) of Jinluo Capital Management Limited (金洛資本管理有限公司), which is a licensed corporation to carry on type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

Save as disclosed above, Mr. Jiang has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Jiang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, Mr. Jiang (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Jiang entered into a letter of appointment with the Company, pursuant to which he has been appointed as an Independent Non-executive Director for a term of twelve-month period, which automatically renews for successive twelve month periods unless terminated by either party by two months’ written notice prior to the expiry of the term. The directorship of Mr. Jiang will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the appointment letter of Mr. Jiang, he is entitled to a director’s fee of HK\$270,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Jiang’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director’s fee of Mr. Jiang will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and there is no other matter that needs to be brought to the attention of the Shareholders.

*Details of the Director who will be elected at the AGM according to the Articles of Association is as follows:*

**(4) Mr. Li Jinyuan (“Mr. Li”), Independent Non-executive Director**

Mr. Li, aged 56, has accumulated 20 years of experience in the financial and banking industry in the PRC. Mr. Li is a Senior Economist. From 2006 to 2017, Mr. Li served as the party committee member and vice president of the Shenzhen branch of the Agricultural Bank of China. In 2005, Mr. Li obtained a master’s degree in International Relations from the Jinan University. Due to Mr. Li’s extensive experience in the financial and banking industry, the Board believes that he will have a positive contribution to the diversity of the board.

Mr. Li has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Li does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not hold any other positions in the Company or its subsidiary; and (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Subject to the election of Mr. Li by the shareholders of the Company at the forthcoming annual general meeting, Mr. Li will enter into a letter of appointment with the Company, pursuant to which he will be appointed as an Independent Non-executive Director for a term of twelve-month period, which automatically renews for successive twelve month periods unless terminated by either party by two months’ written notice prior to the expiry of the term. The directorship of Mr. Li will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Mr. Li will be entitled to a director’s fee of HK\$270,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Li’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director’s fee of Mr. Li will be subject to annual review by the Remuneration Committee and the Board.

Saved as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “AGM”) of Enviro Energy International Holdings Limited (the “Company”) will be held at 1801-1803, 18/F, East Town Building, 41 Lockhart Road, Wanchai, Hong Kong on Friday, 28 June 2019 at 3:00 p.m. for the following purposes:

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

#### ORDINARY RESOLUTIONS

- (i) to receive, consider and adopt the audited consolidated financial statements and reports of the directors and the independent auditor of the Company for the year ended 31 December 2018;
- (ii) to re-elect Mr. Zhou Xuesheng as an Executive Director of the Company;
- (iii) to re-elect Mr. Wei Junqing as an Executive Director of the Company;
- (iv) to re-elect Mr. Jiang Maolin as an Independent Non-executive Director of the Company;
- (v) to elect Mr. Li Jinyuan as an Independent Non-executive Director of the Company;
- (vi) to authorise the Board of Directors of the Company to fix the remuneration of the directors of the Company; and
- (vii) to re-appoint Zhonghui Anda CPA Limited as an independent auditor of the Company for the ensuing year and authorise the Board of Directors of the Company to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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2. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

- (i) **“THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period;
  - (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
    - (i) a Rights Issue (as defined in paragraph (d) below);
    - (ii) an exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;
    - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution and the said approval pursuant to paragraph (a) of this resolution 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 revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.

“Rights Issue” means an offer of Shares, 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 on the register of members 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

- (ii) **“THAT:**
  - (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its shares subject to and in accordance with the applicable laws be and is hereby generally and unconditionally approved;
  - (b) the total number of shares of the Company (the “Shares”) which the Company is authorised to buy back pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) 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 of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.”

(iii) **“THAT:**

conditional upon the passing of resolutions numbered 2(i) and 2(ii) as set out in the notice convening this meeting (the “Notice”), the general mandate granted to the directors of the Company (the “Directors”) to allot, issue and deal with additional shares of the Company (the “Shares”) pursuant to the said resolution numbered 2(i) as set out in the Notice be and is hereby extended by the addition thereto of such number of Shares which are bought back by the Company under the authority granted to the Directors pursuant to the said resolution numbered 2(ii), provided that such number of Shares so bought back by the Company shall not exceed 10% of the total number of issued Shares on the date of this resolution.”

3. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

(i) **“THAT:**

Subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) of the listing of, and permission to deal in the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “Share Consolidation”):

- (a) with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
  - (i) every twenty (20) issued and unissued ordinary shares of par value of HK\$0.0025 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.05 each (each a “Consolidated Share”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and
- (b) any one or more of the board (the “Board”) of directors of the Company be and is hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By Order of the Board  
**Enviro Energy International Holdings Limited**  
**Li Sen**  
*Chairman and Executive Director*

Hong Kong, 27 May 2019

*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:*  
Room 1603-5, 16th Floor,  
Harcourt House,  
39 Gloucester Road,  
Wanchai, Hong Kong

*As at the date of this notice, the Directors are:*

*Executive Directors:*

Mr. Li Sen (*Chairman*)  
Mr. Zhou Xuesheng (*Chief Executive Officer*)  
Mr. Wei Junqing

*Independent Non-executive Directors:*

Mr. Wen Guangwei  
Dr. Hou Chaohui  
Mr. Jiang Maolin

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote in his/her/its stead in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
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/she/it 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 in respect of such share shall alone be entitled to vote in respect thereof.
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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM, 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 members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish and in such event, the proxy shall be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. In order to be eligible to attend and vote at the AGM, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2019.
5. The Chinese version of this notice is for reference only. If there is any conflict between the English and the Chinese versions, the English version shall prevail.