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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.



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) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Enviro Energy International Holdings Limited (the “**Company**”) to be held at 20/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 3:00 p.m. is set out on pages 16 to 20 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 or any adjournment thereof. 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.

30 April 2024

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DEFINITIONS

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

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| “AGM” | the annual general meeting of the Company to be convened and held at 20/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 June 2024 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 16 to 20 of this circular; |
| “Articles of Association” | the memorandum and 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 issued Shares of which are listed on the Main Board of the Stock Exchange; |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Listing Rules; |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Director(s)” | directors of the Company; |
| “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; |

DEFINITIONS

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| “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; |
| “Latest Practicable Date” | 24 April 2024, 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); |
| “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\$0.05 each in the share capital of the Company; |
| “Shareholder(s)” | holder(s) of the Shares; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Takeovers Code” | the Codes on Takeovers and Mergers; |
| “%” | per cent. |



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 Gang (*Chairman*)
Mr. Pan Lihui
Mr. Jiang Senlin
Mr. Cao Zhongshu

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Mr. Zhong Jian
Mr. Pan Yongye
Mr. Liu Qin

*Head Office and Principal Place of
Business in Hong Kong:*

20/F., No.9 Des Voeux Road West,
Sheung Wan,
Hong Kong

30 April 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) 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 to be held at 20/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 June 2024 at 3:00 p.m., for the approval of, among other things:

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

LETTER FROM THE BOARD

I. 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 542,392,207 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 108,478,441 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 54,239,220 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 an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (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) revoked or varied by an 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.

II. RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles of Association, Mr. Pan Lihui (“**Mr. Pan**”), Mr. Zhong Jian (“**Mr. Zhong**”) and Mr. Liu Qin (“**Mr. Liu**”), shall retire from their office as the executive Director and the independent non-executive directors by rotation respectively at the AGM and being eligible, with offer themselves for re-election at the AGM.

In accordance with Article 112 of the Articles of Association, Mr. Cao Zhongshu (“**Mr. Cao**”) and Mr. Pan Yongye (“**Mr. PAN**”) shall retire from their office as the executive Director and the independent non-executive Director at the AGM, being eligible, will offer themselves for re-election at the AGM.

Each of Mr. Pan, Mr. Zhong, Mr. Liu, Mr. Cao and Mr. PAN indicated their willingness to offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The Nomination Committee of the Company (the “**Nomination Committee**”), having reviewed the Board’s composition, recommended to the Board on the re-election of Mr. Pan, Mr. Zhong, Mr. Liu, Mr. Cao and Mr. PAN at the AGM. Mr. PAN, Mr. Cao and Mr. Zhong who are the chairman and members of the Nomination Committee, abstained from voting at the Nomination Committee’s meeting when their own nomination was being considered.

The recommendation were made in accordance with the Nomination Policy and the Board Diversity Policy of the Company 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. The Nomination Committee had also taken into account the respective contributions of Mr. Pan, Mr. Zhong, Mr. Liu, Mr. Cao and Mr. PAN to the Board and their commitment to their roles as described in the biographical details in the Appendix II of this circular.

The Board accepted the Nomination Committee’s recommendation and proposes the above retiring Directors to stand for re-election at the AGM. The Board believes that they will have a positive contribution to the diversity of the Board. The Board considers that the re-election of the above retiring Directors is in the best interest of the Company and Shareholders as a whole. The above retiring Directors abstained from discussion and voting at the Board meeting in relation to their respective nominations.

The resolutions for the re-election of the above retiring Directors will be proposed under items 1(ii) to 1(vi) of the AGM Notice respectively. Shareholders will be invited to vote on each resolution proposed for their re-election.

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

III. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Friday, 28 June 2024. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 24 June 2024.

IV. THE AGM

The AGM Notice is set out on pages 16 to 20 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM.

LETTER FROM THE BOARD

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 24 June 2024.

V. 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.

VI. 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.

VII. 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 the Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

Yours faithfully
By order of the Board
Enviro Energy International Holdings Limited
Li Gang
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to be sent to the 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 542,392,207 Shares. Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis 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 Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 54,239,220 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 the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy-back Shares on the Stock Exchange. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share 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 such purpose and 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 2023, being the date of the latest 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 and, 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 at the AGM, 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 at the AGM.

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 Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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 and 32 of the Takeovers Code.

To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Wonderland International Investment Holdings Limited ("**Wonderland**") holds 112,789,766 Shares, representing approximately 20.79% 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 Wonderland in the Company will then be increased to approximately 23.09% of the issued share capital of the Company, such increase will not give rise to an obligation of Wonderland 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 six months immediately preceding the Latest Practicable Date.

9. SHARE PRICES

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

| | Trading Prices per Share | |
|---|---------------------------------|--------------------------------|
| | Highest <i>(HK\$)</i> | Lowest <i>(HK\$)</i> |
| 2023 | | |
| April (Shares Suspended) | N/A | N/A |
| May | 0.091 | 0.050 |
| June | 0.080 | 0.046 |
| July | 0.096 | 0.046 |
| August | 0.068 | 0.046 |
| September | 0.059 | 0.043 |
| October | 0.054 | 0.042 |
| November | 0.047 | 0.031 |
| December | 0.053 | 0.036 |
| 2024 | | |
| January | 0.069 | 0.034 |
| February | 0.171 | 0.050 |
| March | 0.160 | 0.071 |
| April (up to the Latest Practicable Date) | 0.120 | 0.073 |

Trading in the shares was suspended with effect from 9:00 a.m. on 15 September 2021 and resumed trading with effect from 9:00 a.m. on 5 May 2023. Therefore, no reference is made to the closing price per Share as quoted on the Stock Exchange during April 2023. The closing price per Share as at 14 September 2021, being the full trading day immediately prior to the suspension of trading in Shares on the Stock Exchange, was HK\$0.09.

Details of the Directors who will 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. Pan Lihui (“Mr. Pan”), Executive Director

Mr. Pan, aged 56, has joined the Company as an executive Director on 29 June 2020. He has also been appointed as a member of the Remuneration Committee since 9 July 2021.

Mr. Pan obtained a bachelor degree in International Economics from Beijing University of International Relations (北京國際關係學院) in the PRC in 1989. He has over 28 years of experience in trading and corporate management of nonferrous metals industry. Mr. Pan worked in Mind Honour Limited (敏亨有限公司) from 1994 to 1998 as a manager. Mr. Pan founded Pentart Industrial Limited (鵬祥實業有限公司) in 1998 and Able Plus International Limited (卓然國際(控股)有限公司) in 2001 and has since been a director and general manager of these two companies. Mr. Pan currently serves as an independent non-executive director of Beijing Sports and Entertainment Industry Group Limited (stock code: 1803), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Pan is also a director of various subsidiaries of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pan 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 and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Pan holds 33,112,281 shares of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Pan does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pan (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. Pan entered into a service contract with a subsidiary of the Company, pursuant to which there will be no specific length of service as stipulated under the said service contract. Mr. Pan shall hold office until the next annual general meeting of the Company and is therefore subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the said service contract of Mr. Pan, 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. Pan 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. Pan will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(2) Mr. Zhong Jian (“Mr. Zhong”), Independent Non-executive Director

Mr. Zhong, aged 54, has been appointed as an Independent Non-executive Director, Chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee of the Company since 22 October 2019.

Mr. Zhong has obtained a bachelor's degree in Finance from The Central University of Finance and Economics, a master's degree in International Finance from Renmin University of China and a master's degree in Executive Master of Business Administration from Chinese Europe International Business School.

Mr. Zhong is currently the fund manager of Shanghai Mingyu Asset Management Co., Ltd. He was the vice president and chief financial officer of Kasen International Holdings Limited (Stock Code: 496) from August 2007 to June 2014 and September 2007 to June 2014, respectively.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong 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 and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Zhong does not have, or is not deemed to have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong (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. Zhong 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. Zhong 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. Zhong, he is entitled to a director's fee of HK\$180,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Zhong's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Mr. Zhong will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(3) Mr. Liu Qin (“Mr. Liu”), Independent Non-executive Director

Mr. Liu, aged 54, has been appointed as an Independent Non-executive Director and the chairman of the Audit Committee since 9 July 2021.

Mr. Liu graduated from Central University of Finance and Economics with a bachelor's degree in Western Accounting and Economics in 1993. He has over 29 years of experience in corporate finance, taxation and internal control management in large-scale group companies. Mr. Liu is currently serving as the PRC tax director in Ericsson (stock code: ERIC, a company whose shares are listed on the NASDAQ Stock Market). He has served as the PRC tax director in Otis (stock code: OTIS, a company whose shares are listed on the NASDAQ Stock Market). He was a tax manager at KPMG, being responsible for providing auditing, tax planning, financial management and other compliance advice to companies in different industries.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu 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 and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Liu does not have, or is not deemed to have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu (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. Liu has entered into a letter of appointment with the Company pursuant to which he was appointed as an independent non-executive Director for a term of 12 months, subject to re-election by shareholders of the Company at the next general meeting or annual general meeting, whichever is earlier. Unless terminated by either party giving two months' notice in writing prior to the expiry of the term, it automatically renews for successive 12-month periods. The directorship of Mr. Liu will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company. Pursuant to Mr. Liu's letter of appointment, he is entitled to a director's fee of HK\$180,000 per annum, which has been recommended by the remuneration committee and approved by the Board based on Mr. Liu's qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The director's fee of Mr. Liu will be subject to annual review by the remuneration committee of the Company and the Board.

Save as disclosed above, there is no other information concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(4) Mr. Cao Zhongshu (“Mr. Cao”), Executive Director

Mr. Cao, aged 32, has been appointed as the executive Director and a member of the Nomination Committee since 30 June 2023.

Mr. Cao obtained a master degree in Diplôme ESC from ESCP Business School in France and a bachelor degree in science from Peking University. He also has the practicing license in securities issued by the Securities Association of China and the Securities Practice Qualification Certificate granted by Asset Management Association of China. Mr. Cao has many years of experience in investment, financing and corporate management. He has served in Ether Capital, a financial consulting company, and HC Capital, a private equity firm. Mr. Cao is currently a legal representative of Hangzhou Jun Heng Building Materials Limited* (杭州峻衡建材有限公司) (“**Jun Heng Building Materials**”), an indirect non wholly-owned subsidiary of the Company, responsible for its daily operations, and an investment director of Zhejiang Zhongnan Construction Group Company Limited* (浙江中南建設集團有限公司), which has an indirect interest in Jun Heng Building Materials.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cao 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 and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Cao does not have, or is not deemed to have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cao (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. Cao has entered into a service contract with a subsidiary of the Company, pursuant to which there will be no specific length of service as stipulated under the said service contract. Mr. Cao will hold office until the next annual general meeting of the Company and is therefore subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company (the “**Articles of Association**”). Under the said service contract of Mr. Cao, he will be entitled to a director’s remuneration of HK\$390,000 per annum which has been recommended by the remuneration committee of the Company (the “**Remuneration Committee**”), and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Cao will 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. Cao will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(5) Mr. Pan Yongye (“Mr. PAN”), Independent Non-executive Director

Mr. PAN, aged 29, has been appointed as an Independent Non-executive Director, chairman of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Company since 30 June 2023.

Mr. PAN obtained a British Honours bachelor degree. He passed the Securities Practitioner Qualification Examinations of the Securities Association of China and completed the AFP financial planner training. Mr. PAN has many years of experience in investment, financing and undertaking in the Hong Kong capital market. He is good at business management, corporate financing and capital cooperation and so on. He has worked for the credit department of Industrial and Commercial Bank of China, MILA SPC- Stawell Gold Mine Fund SP as an assistant of the fund manager, and the product department of Genuine Oriental Wealth Management Limited as a senior manager. Mr. PAN is currently the managing director of Foshin Pan-Asia Capital Limited, responsible for undertaking investment and merger and acquisition projects.

Save as disclosed above, as at the Latest Practicable Date, Mr. PAN 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 and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. PAN does not have, or is not deemed to have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. PAN (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. PAN entered into a letter of appointment with the Company, pursuant to which Mr. PAN has been appointed as the independent non-executive Director for a term of twelve-month period, subject to the re-appointment of Mr. PAN by the shareholders of the Company at the next following general meeting or annual general meeting (whichever is the earlier), 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. PAN will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Mr. PAN, Mr. PAN is entitled to a director's fee of HK\$180,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. PAN's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Mr. PAN will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 20/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 June 2024 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 2023;
- (ii) to re-elect Mr. Pan Lihui as an Executive Director of the Company;
- (iii) to re-elect Mr. Zhong Jian as an Independent Non-executive Director of the Company;
- (iv) to re-elect Mr. Liu Qin as an Independent Non-executive Director of the Company;
- (v) to re-elect Mr. Cao Zhongshu as an Executive Director;
- (vi) to re-elect Mr. Pan Yongye as an Independent Non-executive Director;
- (vii) to authorise the Board of Directors of the Company to fix the remuneration of the directors of the Company; and
- (viii) 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;

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

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

Hong Kong, 30 April 2024

NOTICE OF ANNUAL GENERAL MEETING

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:*
20/F, No.9 Des Voeux Road West,
Sheung Wan,
Hong Kong

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

Executive Directors:
Mr. Li Gang (*Chairman*)
Mr. Pan Lihui
Mr. Jiang Senlin
Mr. Cao Zhongshu

Independent Non-executive Directors:
Mr. Zhong Jian
Mr. Pan Yongye
Mr. Liu Qin

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 memorandum and 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, 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.
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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.
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.