
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This supplementary circular is issued by Enviro Energy International Holdings Limited (the “Company”). If you are in any doubt as to any aspect of this supplementary circular or as to the action to be taken, you should consult licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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If you are in any doubt as to any aspect of this supplementary 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 supplementary 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)

**SUPPLEMENTARY CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 27 MAY 2019
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**

This supplementary circular should be read in conjunction with the Circular to Shareholders dated 27 May 2019 of which this supplementary circular forms part.

An amended 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 10 to 15 of this supplementary 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.

* For identification purposes only

13 June 2019

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	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;
“Amended AGM Notice”	the notice convening the AGM set out on pages 10 to 15 of this supplementary circular;
“Circular”	the circular of the Company dated 27 May 2019;
“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;
“Latest Practicable Date”	10 June 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion therein;
“Original AGM Notice”	the notice convening the AGM set out on pages 22 to 27 of the Circular;

Unless otherwise defined herein, terms defined in the Circular shall have the same meanings when used in this supplementary circular.

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

LETTER FROM THE BOARD



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

13 June 2019

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTARY CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 27 MAY 2019
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**

I. INTRODUCTION

This supplementary circular should be read in conjunction with the Circular of which this supplementary circular forms an integral part.

The purpose of this supplementary circular is to provide you with information regarding the resolutions to be proposed at the AGM in respect of the proposed re-election and appointment of Directors.

LETTER FROM THE BOARD

II. RE-ELECTION OF DIRECTORS

On 27 May 2019, the Company issued to the Shareholders the Circular in respect of resolutions to be proposed at the Annual General Meeting for (1) Share Consolidation, (2) general mandates to issue and buy-back shares and (3) re-election and appointment of directors.

Reference is made to page 12 of the Circular whereby the following in respect of the re-election of Directors has been disclosed:

- (i) “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.”

Mr. Jiang has now informed the Company that he will not offer himself for re-election. Accordingly, the resolutions for the re-election of Mr. Jiang, items 1(iv) of the original notice of the AGM will not be proposed at the AGM.

- (ii) “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.”

Mr. Zhou and Mr. Wei have informed the Company that they will not offer themselves for re-election. Accordingly, the resolutions for the re-election of Mr. Zhou Xuesheng and Mr. Wei Junqing, items 1(ii) and 1(iii) of the original notice of the AGM respectively will not be proposed at the AGM.

III. APPOINTMENT OF DIRECTORS

As at the Latest Practicable Date of this supplementary circular, the Company has received a written notice from Able Victory Enterprises Limited (“**Able Victory**”), shareholder of the Company, dated 10 June, 2019 of its intention to propose the following person(s) for election as executive Directors and Independent Non-Executive Directors of the Company:

Name	Proposed designation	Nominated by:
Mr. Jiang Senlin	Executive Director	Able Victory
Mr. Zhong Jinhua	Executive Director	Able Victory
Ms. Liu Yan	Independent Non-Executive Director	Able Victory
Mr. Du Hongwei	Independent Non-Executive Director	Able Victory

LETTER FROM THE BOARD

The Company has also received notices signed by the above persons of their willingness to be elected.

Biographical details of the above persons who are proposed to be appointed as new directors appointed at the AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules is set out in Appendix I to this supplementary circular.

The resolutions for the appointments of Mr. Jiang Senlin and Mr. Zhong Jinhua as Executive Directors and appointments of Ms. Liu Yan and Mr. Du Hongwei as Independent Non-executive Directors will be proposed under items 1(ii), (iii), (iv) and (vi) of the Amended AGM Notice respectively. Shareholders will be invited to vote on each resolution proposed for their appointment.

IV. RESPONSIBILITY STATEMENT

This supplementary 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 supplementary 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 supplementary circular misleading.

V. RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this supplementary circular and the Amended 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 Amended AGM Notice.

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

Details of the Directors who will be elected at the AGM according to the Articles of Association are as follows:

(1) Mr. Jiang Senlin (“Mr. Jiang”), Executive Director

Mr. Jiang, aged 47, has been the vice-president and chief financial officer in Wonderland International Financial Holdings Limited (華德國際金融控股有限公司) since January 2018 and the independent non-executive director of China Ruifeng Renewable Energy Holdings Limited (Stock Code: 527) since 31 January 2019. Mr. Jiang worked in BeijingRenge Technology Corp. Ltd (北京仁歌科技股份有限公司) (NEEQ Code: 837824, voluntarily delisted in December 2018) as vice general manager and chief financial officer from September 2015 to December 2017. He also worked as chief financial officer (Asia) in Morningstar, Inc. (NASDAQ: MORN) from August 2009 to September 2015.

Mr. Jiang qualified as an accountant in the People’s Public of China in May 1998 and as an intermediate financial officer conferred by the Ministry of Personnel People’s Republic of China in November 1997. Mr. Jiang completed his research program in Art and Culture* (文藝學) at Sichuan University in July 2000 and obtained his bachelor degree in Accountancy at the Central Institute of Finance (中央財政金融學院) (now known as the Central University of Finance and Economics) in June 1993.

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 or underlying shares of the Company pursuant to Part XV of the SFO.

Save as disclosed above, 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 relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Subject to the election of Mr. Jiang by the shareholders of the Company at the forthcoming AGM, Mr. Jiang will enter 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. 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. Jiang will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the said service contract of Mr. Jiang, he will be 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. Jiang 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. 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 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. Zhong Jinhua (“Mr. Zhong”), Executive Director

Mr. Zhong, aged 50, graduated from the Tianjin University of Commerce in 1992 and obtained a Bachelor of Engineering degree. He is currently holding the director position at various companies, including Zhong Ye City Investment Holding Company Limited* (中冶城市投資控股有限公司) as director since 2019, Guangdong Ruyi Island Investment Company Limited* (廣東如意島投資有限公司) as managing director since 2014, Shenzhenshi Huajianyu Construction Engineering Company Limited* (深圳市華建宇建設工程有限公司) as managing director since 2013 and Guangdong Tai Jia Feng Investment Company Limited* (廣東泰嘉峰投資有限公司) as managing director since 2008.

Save as disclosed above, 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.

As at the Latest Practicable Date, Mr. Zhong 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. Zhong (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.

Subject to the election of Mr. Zhong by the shareholders of the Company at the forthcoming AGM, Mr. Zhong will enter 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. 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. Zhong will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the said service contract of Mr. Zhong, he will be 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. Zhong 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. Zhong 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.

(3) Ms. Liu Yan (“Ms. Liu”), Independent Non-executive Director

Ms. Liu, aged 47, obtained a master’s degree in accounting from the Chinese University of Hong Kong and was admitted as a Professional National Accountant of the National Institute of Accountants in 2005. Ms. Liu has previously acted as the financial controller, chief financial officer, vice president and director of various renowned companies in the PRC and has over 10 years of experience in financial management. Ms. Liu is currently the executive director of Shanghai Dezheng Consulting Management Company Limited* (上海德證諮詢管理有限公司).

Save as disclosed above, Ms. 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.

As at the Latest Practicable Date, Ms. Liu 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, Ms. Liu (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.

Subject to the election of Ms. Liu by the shareholders of the Company at the forthcoming AGM, Ms. Liu will enter into a letter of appointment with the Company, pursuant to which she 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 Ms. Liu will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Ms. Liu, will be 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 Ms. Liu’s qualifications and experience, her level of responsibilities undertaken and the prevailing market conditions. The director’s fee of Ms. Liu 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.

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

Mr. Li, aged 56, has accumulated 30 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 standing committee member and deputy branch manager 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\$180,000 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.

(5) Mr. Du Hongwei (“Mr. Du”), Independent Non-executive Director

Mr. Du, aged 51, holds a Master's Degree in Economics from Fudan University (復旦大學). Mr. Du was the vice president, chief financial officer and joint company secretary of Sunshine 100 China Holdings Ltd (Stock Code: 2608) from December 2013 to July 2016, January 2014 to March 2016 and June 2014 to March 2016, respectively. Mr. Du was the general manager of Tianjin Yufeng Equity Investment Management Company Limited* (天津裕豐股權投資有限公司) from September 2009 to May 2012. Mr. Du was a director of Sichuan Dikang Sci & Tech Pharmaceutical Industry Co., Ltd. (四川迪康科技藥業股份有限公司) (now known as Sichuan Languang Development Co., Ltd. (四川藍光發展股份有限公司)), a company listed on the Shanghai Stock Exchange (Stock Code: 600466.SH) from November 2007 to October 2008. Mr. Du has also acted as the independent non-executive director of Legend Strategy International Holdings Group Company Limited (Stock Code: 1355) since 15 August 2018.

Save as disclosed above, Mr. Du 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. Du 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. Du (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.

Subject to the election of Mr. Du by the shareholders of the Company at the forthcoming AGM, Mr. Du 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. Du will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Mr. Du, will be 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 Du's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Mr. Du 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.

AMENDED 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)

AMENDED 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 elect Mr. Jiang Senlin as an Executive Director of the Company;
- (iii) to elect Mr. Zhong Jinhua as an Executive Director of the Company;
- (iv) to elect Ms. Liu Yan 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 elect Mr. Du Hongwei as an Independent Non-executive Director of the Company;
- (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.

AMENDED 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;

AMENDED NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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).”

AMENDED NOTICE OF ANNUAL GENERAL MEETING

(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
- (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.”

AMENDED NOTICE OF ANNUAL GENERAL MEETING

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
- (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, 13 June 2019

AMENDED 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:*
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.
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.