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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 Room 1603-5, 16th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 26 June 2020 at 3:00 p.m. is set out on pages 17 to 21 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 54, 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.

29 April 2020

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DEFINITIONS

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 Room 1603-5, 16th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 26 June 2020 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 17 to 21 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;
“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;

DEFINITIONS

“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;
“Latest Practicable Date”	22 April 2020, 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;
“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 Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers;
“%”	per cent.

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. Jiang Senlin

Mr. Zhong Jinhua

Independent Non-executive Directors:

Ms. Liu Yan

Mr. Li Jinyuan

Mr. Zhong Jian

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

29 April 2020

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 required to be held at Room 1603-5, 16th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 26 June 2020 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;

LETTER FROM THE BOARD

- (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.

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 452,392,207 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 90,478,441 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 45,239,220 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 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 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.

LETTER FROM THE BOARD

II. RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles of Association, Mr. Li Sen (“**Mr. Li**”), shall retire from his office by rotation at the AGM and being eligible, will offer himself for re-election at the AGM.

In accordance with Article 111 of the Articles of Association, Mr. Jiang Senlin (“**Mr. Jiang**”), Mr. Zhong Jinhua, Ms. Liu Yan (“**Ms. Liu**”) and Mr. Li Jinyuan shall retire from their office at the AGM, being eligible, will offer themselves for re-election at the AGM.

In accordance with Article 112 of the Articles of Association, Mr. Zhong Jian shall retire from his office at the AGM, being eligible, will offer himself for re-election at the AGM.

Each of Mr. Li, Mr. Jiang, Mr. Zhong Jinhua, Ms. Liu, Mr. Li Jinyuan and Mr. Zhong Jian have indicated their willingness to offer themselves for re-election at the AGM.

On 31 March 2020, the Nomination Committee, having reviewed the Board’s composition, nominated Mr. Li, Mr. Jiang, Mr. Zhong Jinhua, Ms. Liu, Mr. Li Jinyuan and Mr. Zhong Jian to the Board to recommend to Shareholders for re-election at the AGM. Mr. Li Jinyuan, who is the Chairman of the Nomination Committee and Ms. Liu and Mr. Zhong Jian, who are the members of the Nomination Committee abstained from voting at the Committee meeting when their own nomination were 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 Ms. Liu who is a Professional National Accountant of the National Institute of Accountants in the PRC and has extensive experience in financial management, Mr. Li Jinyuan who is a Senior Economist and has 30 years of experience in the financial and banking industry in the PRC, and Mr. Zhong Jian who is experienced in fund management and financial management. The Nomination Committee had also taken into account the respective contributions of Ms. Liu, Mr. Li Jinyuan and Mr. Zhong Jian to the Board and their commitment to their roles as described in the biographical details in the Appendix II of this circular and they are satisfied with their independence with regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. The Board believes that they will have a positive contribution to the diversity of the Board.

On 31 March 2020, the Board accepted Nomination Committee’s nominations and recommended the above retiring directors to stand for re-election at the AGM. 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(vii) of the notice of the AGM respectively. Shareholders will be invited to vote on each resolution proposed for their re-election.

LETTER FROM THE BOARD

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 annual report of the Group for the year ended 31 December 2019.

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 is set out in Appendix II to this circular.

III. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Friday, 26 June 2020. 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 Monday, 22 June 2020 to Friday, 26 June 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 19 June 2020.

IV. THE AGM

The AGM Notice is set out on pages 17 to 21 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 54, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 June 2020.

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.

LETTER FROM THE BOARD

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 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 452,392,207 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 45,239,220 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 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 2019, 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 110,374,271 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:

Month	Share Prices	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2019		
April	1.400	1.100
May	1.160	0.620
June	1.080	0.540
July	0.750	0.285
August	0.420	0.300
September	0.450	0.320
October	0.800	0.360
November	0.800	0.425
December	0.590	0.520
2020		
January	0.600	0.405
February	0.550	0.390
March	0.420	0.230
April (being the Latest Practicable Date)	0.290	0.285

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. Li Sen (“Mr. Li”), Executive Director

Mr. Li, Aged 56, joined the Company as an Executive Director and the Chairman of the Board in September 2017 and appointed as Chief Executive Officer in January 2018 and is also a director of various subsidiaries of the Company. Mr. Li has been re-designated to Co-Chief Executive Officer on 9 November 2018 and resigned as Co-Chief Executive Officer of the Company on 27 November 2018. Mr. Li holds a Bachelor’s degree from Chengdu University of Technology in the PRC majoring in radiation geophysics.

Mr. Li is a president of Shenzhen City Oriental Ginza Group Company Limited (literal translation of the Chinese name) (“**Oriental Ginza**”), 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. Mr. Li was awarded as (i) one of the “China’s 100 Elites for Economy” by China Economy Daily (literal translation of the Chinese name); (ii) one of the “Shenzhen City’s 100 Outstanding Entrepreneurs” by Shenzhen Entrepreneur Association (literal translation of the Chinese name) in 2008; and (iii) the “Influential Figure in Real Estate” by Boao Real Estate Forum in 2012.

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, (i) Able Victory, the substantial shareholder of the Company, holds 110,374,271 Shares of the Company, representing approximately 24.40% shareholding of the Company; and (ii) Able Victory is directly wholly owned by Mr. Li. Therefore, Mr. Li is deemed to be interested in the Shares held by Able Victory by the virtue of the SFO. Save as disclosed above, Mr. Li does not have any other 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 subsidiaries; and (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Li entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said 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. Li 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. Li, he is entitled to a director’s remuneration of HK\$1,170,000 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. Li 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. Li 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. Jiang Senlin (“Mr. Jiang”), Executive Director

Mr. Jiang, aged 48, has been appointed as Executive Director of the Company since 28 June 2019.

Mr. Jiang 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.

Subsequent to the election of Mr. Jiang by the Shareholders of the Company at the annual general meeting held on 28 June 2019, Mr. Jiang has entered into a service contract with a subsidiary of the Company, pursuant to which 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. 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 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. 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.

(3) Mr. Zhong Jinhua, Executive Director

Mr. Zhong Jinhua, aged 50, has been appointed as Executive Director of the Company since 28 June 2019.

Mr. Zhong 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.

Subsequent to the election of Mr. Zhong by the Shareholders of the Company at the annual general meeting held on 28 June 2019, Mr. Zhong has entered into a service contract with a subsidiary of the Company, pursuant to which 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. 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 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. 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.

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

Ms. Liu, aged 48, has been appointed as the Independent Non-executive Director, Chairman of the Audit Committee, and member of Remuneration Committee and Nomination Committee of the Company since 28 June 2019.

Ms. Liu 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.

Subsequent to the election of Ms. Liu by the Shareholders of the Company at the annual general meeting held on 28 June 2019, Ms. Liu has entered into a letter of appointment with the Company, pursuant to which she 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 Ms. Liu will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Ms. Liu, 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 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.

(5) Mr. Li Jinyuan, Independent Non-executive Director

Mr. Li Jinyuan, aged 56, has been appointed as the Independent Non-executive Director, Chairman of the Nomination Committee and member of the Audit Committee and Remuneration Committee of the Company since 28 June 2019.

Mr. Li 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.

Subsequent to the election of Mr. Li by the Shareholders of the Company at the annual general meeting held on 28 June 2019, Mr. Li has 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. Li will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Mr. Li 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. 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.

(6) Mr. Zhong Jian, Independent Non-executive Director

Mr. Zhong Jian, aged 49, has been appointed as 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, 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 of the Company within the meaning of Part XV of the SFO.

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.

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.

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 Room 1603-5, 16th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 26 June 2020 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 2019;
- (ii) to re-elect Mr. Li Sen as an Executive Director of the Company;
- (iii) to re-elect Mr. Jiang Senlin as an Executive Director of the Company;
- (iv) to re-elect Mr. Zhong Jinhua as an Executive Director of the Company;
- (v) to re-elect Ms. Liu Yan as an Independent Non-executive Director of the Company;
- (vi) to re-elect Mr. Li Jinyuan as an Independent Non-executive Director of the Company;
- (vii) to re-elect Mr. Zhong Jian as an Independent Non-executive Director of the Company;
- (viii) to authorise the Board of Directors of the Company to fix the remuneration of the directors of the Company; and
- (ix) 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 Sen
Chairman and Executive Director

Hong Kong, 29 April 2020

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. Jiang Senlin
Mr. Zhong Jinhua

Independent Non-executive Directors:
Ms. Liu Yan
Mr. Li Jinyuan
Mr. Zhong Jian

NOTICE OF ANNUAL GENERAL MEETING

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 54, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 June 2020.
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.