



羅兵咸永道

The Directors
Enviro Energy International Holdings Limited
Unit 806, Level 8
Core D, Cyberport 3
100 Cyberport Road
Hong Kong

23 September 2014

Our Ref: KKYC.GHGC.AFCW/02077468.A001

Dear Sirs

We refer to the circular dated 23 September 2014 in connection with the proposed open offer with bonus issue of shares by Enviro Energy International Holdings Limited (the "Company") (the "Circular"), a copy of which is attached and initialled by us on its front cover for the purpose of identification.

Our engagement to prepare this letter has been performed in accordance with Auditing Guideline 3.340 "Prospectuses and the Reporting Accountant" issued by the Hong Kong Institute of Certified Public Accountants.

We hereby consent to the inclusion of our report on unaudited pro forma financial information, dated 23 September 2014, in the Circular, and the references to our name in the form and context in which they are included.

Yours faithfully

AFCW:PSCN

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Enviro Energy International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Enviro Energy International Holdings Limited.

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Enviro Energy International Holdings Limited

環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: <http://www.enviro-energy.com.hk>

(Stock Code: 1102)

- (1) PROPOSED OPEN OFFER OF NOT LESS THAN 1,746,773,000 OFFER SHARES AND NOT MORE THAN 1,872,463,000 OFFER SHARES ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE WITH THE BONUS ISSUE ON THE BASIS OF THREE WARRANTS FOR EVERY FIVE OFFER SHARES TAKEN UP UNDER THE OPEN OFFER;**
- (2) APPLICATION FOR WHITEWASH WAIVER; AND**
- (3) EXEMPTED CONNECTED TRANSACTION IN RELATION TO UNDERWRITING ARRANGEMENT**

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders



Terms used in this cover shall have the same meanings as defined in this circular.

A letter from the Board is set out on pages 9 to 32 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in connection with the Open Offer, the Bonus Issue and the Whitewash Waiver is set out on pages 33 to 34 of this circular. A letter from Fortune Financial Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, containing its advice and recommendation in connection with the Open Offer, the Bonus Issue and the Whitewash Waiver, is set out on pages 35 to 60 of this circular.

A notice convening the EGM to be held on Monday, 13 October 2014 at 12:00 noon at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong is set out on pages 185 to 187 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time fixed for holding the EGM of the Company or any adjournment thereof. Completion and return of form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof, if you so wish.

The Open Offer with the Bonus Issue is conditional, among other things, upon the fulfillment of the conditions set out under the section headed "Conditions of the Open Offer with the Bonus Issue" of the letter from the Board on pages 17 to 18 of this circular. In particular, the Open Offer with the Bonus Issue is conditional upon the Whitewash Waiver having been granted by the Executive, and the approval of the Open Offer with the Bonus Issue and the Whitewash Waiver by the Independent Shareholders at the EGM by way of poll. The Underwriter is entitled under the Underwriting Agreement to terminate the Underwriting Agreement on the occurrence of certain events, including but not limited to force majeure, as described in the section headed "Termination of the Underwriting Agreement" on pages 18 to 19 of this circular. Accordingly, the Open Offer with the Bonus Issue may or may not proceed.

Any dealing in Shares from the date of this circular up to the date on which all conditions of the Open Offer with the Bonus Issue are fulfilled will bear the risk that the Open Offer with the Bonus Issue may not become unconditional. If the Underwriter shall terminate the Underwriting Agreement, the Open Offer with the Bonus Issue will not proceed and will lapse. Any shareholders or other persons contemplating any dealings in the Shares are advised to consult their own professional advisers.



23 September 2014