

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Distribution in Specie.



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)

12 January 2015

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED DISTRIBUTION IN SPECIE

We refer to the circular of the Company dated 12 January 2015 (“**Circular**”) of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the Distribution in Specie is in the interests of the Company and the Independent Shareholders as a whole, and to recommend the Independent Shareholders whether or not they should vote for or against the resolution to be proposed at the EGM to approve the Distribution in Specie. Opus Capital Limited has been appointed as the Independent Financial Adviser to advise you and us in this respect.

Your attention is drawn to the “Letter from the Board” set out in the Circular and the “Letter from the Independent Financial Adviser” as set out in the Circular which contains its advice and recommendation to us in respect of the Distribution in Specie, as well as the principal factors and reasons for its advice and recommendation.

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Having taken into account the principal reasons and factors considered by, and the advice of, the Independent Financial Adviser as set out in its letter of advice to you and us on pages 24 to 44 of the Circular, we are of the opinion that the Distribution in Specie is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Distribution in Specie.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. David Tsoi

Mr. Lo Chi Kit

Mr. Tam Hang Chuen

Independent non-executive Directors