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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 REPURCHASE 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 Jasmine Room, 3/F, BEST WESTERN PLUS Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 3 June 2016 at 3:00 p.m. is set out on pages 16 to 20 of this circular. Whether or not shareholders are able to attend the annual general meeting, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 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.

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

29 April 2016

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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 Jasmine Room, 3/F, BEST WESTERN PLUS Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 3 June 2016 at 3:00 p.m. for the purpose of considering, if thought fit, approving the resolutions proposed in the AGM Notice;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular;
“Articles of Association”	the articles of association of the Company (as amended from time to time);
“Board”	the Board of Directors;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	Enviro Energy International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the 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;
“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 authorized and unissued Shares up to 20% of the aggregate nominal amount of issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate;
“Latest Practicable Date”	25 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion therein;

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time);
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the mandate;
“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\$0.0025 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers; and
“%”	per cent.



**Enviro Energy International Holdings Limited**

**環能國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1102)**

*Executive Directors:*

Mr. Suen Cho Hung, Paul (*Chairman*)  
Mr. Zhang Yuanqing (*Chief Executive Officer*)  
Mr. Lai Ming Wai  
Mr. Zhu Lijia

*Registered Office:*

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

*Independent Non-executive Directors:*

Mr. David Tsoi  
Mr. Chiang Bun  
Ms. Leung Pik Har, Christine

*Head Office and Principal Place of*

*Business in Hong Kong:*  
Suite 1502, 15th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

29 April 2016

*To Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE 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 Jasmine Room, 3/F, BEST WESTERN PLUS Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 3 June 2016 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 Repurchase Mandate;

## LETTER FROM THE BOARD

- (c) extension of Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; and
- (d) the proposed re-election of Directors.

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase 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 repurchased under the Repurchase 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 7,052,611,552 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 1,410,552,310 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 705,261,155 Shares.

An explanatory statement containing information relating to the Repurchase 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 Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 108(A) of the Articles of Association, Mr. David Tsoi shall retire from his office by rotation at the forthcoming annual general meeting, that is the AGM and being eligible, will offer himself for re-election at the AGM.

In accordance with Article 112 of the Articles of Association, Mr. Suen Cho Hung, Paul, Mr. Zhang Yuanqing, Mr. Lai Ming Wai, Mr. Zhu Lijia, Mr. Chiang Bun and Ms. Leung Pik Har, Christine will hold office only until the forthcoming annual general meeting, that is the AGM and being eligible, will offer themselves for re-election at the AGM.

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.

## LETTER FROM THE BOARD

### THE AGM

The AGM Notice is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not the Shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 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 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.

### 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 ordinary resolutions put to the vote of the AGM in accordance with the Articles of Association.

### 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.

### RECOMMENDATION

The Directors consider that the above proposal 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 all Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

Yours faithfully  
For and on behalf of the Board  
**Enviro Energy International Holdings Limited**  
**Zhang Yuanqing**  
*Chief Executive Officer*

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 Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,052,611,552 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 705,261,155 Shares, representing 10% of the issued shares of the Company as at the date of the AGM.

## **2. REASONS FOR REPURCHASES**

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 repurchase Shares in the market. Such repurchases 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 repurchases will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the Articles of Association, the Companies Law and the Listing Rules.

## **4. EFFECT OF EXERCISE OF THE REPURCHASE 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 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase 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 which in the opinion of the Directors are from time to time appropriate for the Company.

## **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 Repurchase 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 Company is authorised to make repurchases of Shares.

## **6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the Companies Law.

## **7. TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase 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 Rules 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Able Victory Enterprises Limited ("Able Victory") holds 2,207,485,423 Shares, representing approximately 31.30% of the issued share capital of the Company. Should the power to repurchase Shares pursuant to the Repurchase 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 Repurchase Mandate, the present shareholding of Able Victory in the Company would then be increased to approximately 34.78% of the issued share capital of the Company, such increase would give rise to an obligation of Able Victory to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of securities 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	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
April	0.189	0.099
May	0.395	0.166
June	0.640	0.231
July	0.470	0.140
August	0.280	0.165
September	0.290	0.172
October	0.265	0.205
November	0.233	0.195
December	0.221	0.161
<b>2016</b>		
January	0.179	0.096
February	0.158	0.099
March	0.172	0.132
25 April (being the Latest Practicable Date)	0.173	0.146

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. Suen Cho Hung, Paul (“Mr. Suen”), Executive Director**

Mr. Suen, aged 55, joined the Company as an Executive Director and the Chairman of the Board in June 2015 and is also a director of various subsidiaries of the Company. Mr. Suen holds a Master of Business Administration degree from the University of South Australia. Mr. Suen has extensive experience in managing metal, minerals and raw materials, electrical and electronic consumer products, energy and property business ventures as well as in strategic planning and corporate management of business enterprises in Hong Kong and the People’s Republic of China (“PRC”).

Mr. Suen was a non-executive director of BEP International Holdings Limited (stock code: 2326) (“BEP International”) until 1 June 2015 and was an executive director and the chairman of BEP International until 27 January 2014. Mr. Suen was also an executive director and the chairman of Mission Capital Holdings Limited (formerly known as Poly Capital Holdings Limited) (stock code: 1141) (“Mission Capital”) until 3 March 2015, and an executive director and the chairman of Huajun Holdings Limited (formerly known as New Island Printing Holdings Limited) (stock code: 377) until 25 September 2014. Mr. Suen was also a non-executive director of Hailiang International Holdings Limited (formerly known as Sunlink International Holdings Limited) (stock code: 2336) (“Hailiang International”) until 3 June 2014 and an executive director and the chairman of Hailiang International until 11 September 2012. All of the above companies are listed in Hong Kong.

Save as disclosed above, Mr. Suen 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.

Mr. Suen entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminated by either party by giving to the other three months’ prior notice in writing. The directorship of Mr. Suen will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the service contract of Mr. Suen, he is entitled to a director’s remuneration of HK\$1,040,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Suen’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Suen 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. Suen will be subject to annual review by the Remuneration Committee and the Board.

Mr. Suen, the ultimate beneficial owner of Able Victory Enterprises Limited and the controlling shareholder of the Company, holds/held shares in certain companies listed in Hong Kong, while Mr. Lai Ming Wai, Mr. Chiang Bun and Ms. Leung Pik Har, Christine is/was/were directors of some of the said companies. Mr. Suen is the ultimate beneficial owner of the substantial shareholder of Courage Marine Group Limited (stock code: 1145) (“Courage

Marine”). Mr. Suen was also the ultimate beneficial owner of the controlling shareholder of Hailiang International until April 2014; and was the ultimate beneficial owner of the substantial shareholder of Winshine Science Company Limited (formerly known as China Tycoon Beverage Holdings Limited) (stock code: 209) (“Winshine”) until July 2015.

Mr. Suen was a non-executive director of Hailiang International until 3 June 2014, while Mr. Lai Ming Wai was an executive director of Hailiang International until 3 June 2014, Mr. Chiang Bun was an independent non-executive director of Hailiang International until 3 June 2014 and Ms. Leung Pik Har, Christine was an independent non-executive director of Winshine until 10 November 2014.

As at the Latest Practicable Date, Mr. Suen is deemed to be interested in 2,207,485,423 Shares of the Company, representing approximately 31.30% of the issued share capital of the Company, held through Epic Wise International Limited and Able Victory (the companies which are wholly, beneficially and directly and indirectly owned by Mr. Suen) within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Suen does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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. Zhang Yuanqing (“Mr. Zhang”), Executive Director**

Mr. Zhang, aged 51, joined the Company as an Executive Director in August 2015 and Chief Executive Officer of the Company in October 2015, is also a director of various subsidiaries of the Company and also a member of the Nomination Committee. Mr. Zhang holds a bachelor’s degree in mechanical engineering from Shenyang University of Technology in the PRC. Mr. Zhang has held senior position in several financial companies in the PRC and has over 25 years of experience in the fields of engineering and industrial valuation.

Mr. Zhang has not held any 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.

Mr. Zhang entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminated by either party by giving to the other three months’ prior notice in writing. The directorship of Mr. Zhang will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the service contract of Mr. Zhang, he is entitled to a director’s remuneration of HK\$1,430,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Zhang’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Zhang 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. Zhang will be subject to annual review by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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. Lai Ming Wai (“Mr. Lai”), Executive Director**

Mr. Lai, aged 56, joined the Company as an Executive Director in June 2015 and is also a director of various subsidiaries of the Company. Mr. Lai holds a bachelor’s degree in Social Sciences from the University of Hong Kong. Mr. Lai was a senior executive of Bank of America and was primarily responsible for developing and managing the bank’s business in southern region of the PRC. Mr. Lai has extensive experience in the banking and finance industry.

Mr. Lai is a non-executive director of Hong Wei (Asia) Holdings Limited (stock code: 8191), and an executive director and chief executive officer of Courage Marine. Mr. Lai was also an executive director and the chief executive officer of Hailiang International until 3 June 2014. All of the above companies are listed in Hong Kong.

Save as disclosed above, Mr. Lai 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.

Mr. Lai entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminated by either party by giving to the other three months’ prior notice in writing. The directorship of Mr. Lai will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the service contract of Mr. Lai, he is entitled to a director’s remuneration of HK\$520,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Lai’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Lai 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. Lai will be subject to annual review by the Remuneration Committee and the Board.

Mr. Suen Cho Hung, Paul, an Executive Director and the Chairman of the Board, also the ultimate beneficial owner of Able Victory Enterprises Limited and the controlling shareholder of the Company, is the ultimate beneficial owner of the substantial shareholder of Courage Marine. Mr. Suen was also the ultimate beneficial owner of the controlling shareholder of Hailiang International until April 2014 and was a non-executive director of Hailiang International until 3 June 2014.

Mr. Chiang Bun, an Independent Non-executive Director, was an independent non-executive director of Hailiang International until 3 June 2014.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lai does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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. Zhu Lijia (“Mr. Zhu”), Executive Director**

Mr. Zhu, aged 55, joined the Company as an Executive Director in August 2015. Mr. Zhu has over 30 years of experience in managing real estate, industrial and commercial projects as well as in providing business and financial consultancy services in the PRC. Mr. Zhu is the chairman of an investment company in the PRC.

Mr. Zhu 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.

Mr. Zhu entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminated by either party by giving to the other three months' prior notice in writing. The directorship of Mr. Zhu will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the service contract of Mr. Zhu, he is entitled to a director's remuneration of HK\$1,430,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Zhu's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. Mr. Zhu 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. Zhu will be subject to annual review by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Zhu does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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. David Tsoi (“Mr. Tsoi”), Independent Non-executive Director**

Mr. Tsoi, aged 68, joined the Company as an Independent Non-executive Director in July 2008 and is the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Tsoi obtained a master’s degree in business administration from the University of East Asia, Macau (currently known as University of Macau) in 1986. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. He is also a member of the Institute of Chartered Accountants of England and Wales, CPA Australia, the Society of Chinese Accountants and Auditors and the Certified General Accountants Association of Canada, respectively. In addition, he is the managing director of Allcott, Tsoi CPA Limited.

Mr. Tsoi is an independent non-executive director of Universal Technologies Holdings Limited (stock code: 1026), Guru Online (Holdings) Limited (stock code: 8121) and MelcoLot Limited (stock code: 8198). Mr. Tsoi was an independent non-executive director of CRRC Corporation Limited (stock code: 1766) until 16 June 2014. All companies are listed in Hong Kong.

Save as disclosed above, Mr. Tsoi 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.

Mr. Tsoi 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 in writing prior to the expiry of the term. The directorship of Mr. Tsoi will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Mr. Tsoi, he is entitled to a director’s fee of HK\$150,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Tsoi’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director’s fee of Mr. Tsoi will be subject to annual review by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Tsoi holds 496,622 Shares, representing approximately 0.01% of the issued share capital of the Company and is interested in 1,631,757 underlying Shares issuable under share options granted to him, representing approximately 0.02% of issued share capital of the Company. Save as disclosed above, Mr. Tsoi does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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.

**(6) Mr. Chiang Bun (“Mr. Chiang”), Independent Non-executive Director**

Mr. Chiang, aged 46, joined the Company as an Independent Non-executive Director in June 2015 and is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Chiang holds a bachelor’s degree in Social Sciences from the University of Hong Kong and a LL.B. from Peking University. Mr. Chiang is also a Chartered Financial Analyst charter holder. Mr. Chiang has held senior roles in various international banks and financial institutions, primarily responsible for structured debt and/or equity financing. Mr. Chiang has extensive experience in the banking and finance industry.

Mr. Chiang was an independent non-executive director of Burwill Holdings Limited (stock code: 24) until 2 July 2015 and Hailiang International until 3 June 2014. Both companies are listed in Hong Kong.

Save as disclosed above, Mr. Chiang 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.

Mr. Chiang 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 in writing prior to the expiry of the term. The directorship of Mr. Chiang will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Mr. Chiang, he is entitled to a director’s fee of HK\$150,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Chiang’s qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director’s fee of Mr. Chiang will be subject to annual review by the Remuneration Committee and the Board.

Mr. Suen Cho Hung, Paul, an Executive Director and the Chairman of the Board, also the ultimate beneficial owner of Able Victory Enterprises Limited and the controlling shareholder of the Company, was the ultimate beneficial owner of the controlling shareholder of Hailiang International until April 2014 and was a non-executive director of Hailiang International until 3 June 2014.

Mr. Lai Ming Wai, an Executive Director, was an executive director of Hailiang International until 3 June 2014.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chiang does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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.

**(7) Ms. Leung Pik Har, Christine (“Ms. Leung”), Independent Non-executive Director**

Ms. Leung, aged 46, joined the Company as an Independent Non-executive Director in June 2015 and is the chairlady of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. Ms. Leung graduated from The Chinese University of Hong Kong with a bachelor’s degree in business administration. She has over 20 years of experience in banking and financial services industries and held executive positions at several international financial institutions including Citibank, Bank of America, Industrial and Commercial Bank of China (Asia) Limited and Fubon Bank (Hong Kong) Limited.

Ms. Leung was an independent non-executive director Winshine until 10 November 2014, a company listed in Hong Kong.

Save as disclosed above, Ms. Leung 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.

Ms. Leung 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 in writing prior to the expiry of the term. The directorship of Ms. Leung will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Ms. Leung, she is entitled to a director’s fee of HK\$150,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Ms. Leung’s qualifications and experience, her level of responsibilities undertaken and the prevailing market conditions. The director’s fee of Ms. Leung will be subject to annual review by the Remuneration Committee and the Board.

Mr. Suen Cho Hung, Paul, an Executive Director and the Chairman of the Board, also the ultimate beneficial owner of Able Victory Enterprises Limited and the controlling shareholder of the Company, was the ultimate beneficial owner of the substantial shareholder of Winshine until July 2015.

Save as disclosed above, as at the Latest Practicable Date, Ms. Leung does not have any interest in the Shares within the meaning of Part XV of the SFO and does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

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.



**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 Jasmine Room, 3/F, BEST WESTERN PLUS Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on Friday, 3 June 2016 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 and consider the audited consolidated financial statements and reports of the directors and the independent auditor of the Company for the year ended 31 December 2015;
- (ii) to re-elect Mr. Suen Cho Hung, Paul as an Executive Director of the Company;
- (iii) to re-elect Mr. Zhang Yuanqing as an Executive Director of the Company;
- (iv) to re-elect Mr. Lai Ming Wai as an Executive Director of the Company;
- (v) to re-elect Mr. Zhu Lijia as an Executive Director of the Company;
- (vi) to re-elect Mr. David Tsoi as an Independent Non-executive Director of the Company;
- (vii) to re-elect Mr. Chiang Bun as an Independent Non-executive Director of the Company;
- (viii) to re-elect Ms. Leung Pik Har, Christine as an Independent Non-executive Director of the Company;
- (ix) to authorise the Board of Directors to fix the remuneration of the directors of the Company; and
- (x) to re-appoint PricewaterhouseCoopers 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 Board of Directors (the “Directors”) of the Company during the Relevant Period (as defined below) 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 be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) 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 aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted 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 aggregate nominal amount of the share capital of the Company in issue 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 offer 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 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 of all the powers of the Company to repurchase its shares subject to and in accordance with the applicable laws be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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 resolution nos. 2(i) and 2(ii) above being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company (the “Shares”) pursuant to the said resolution no. 2(i) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares which are repurchased by the Company under the authority granted to the directors of the Company pursuant to the said resolution no. 2(ii), provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of this resolution.”

By Order of the Board  
**Enviro Energy International Holdings Limited**  
**Zhang Yuanqing**  
*Chief Executive Officer*

Hong Kong, 29 April 2016

*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:*

Suite 1502, 15th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai, Hong Kong

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

*Executive Directors:*

Mr. Suen Cho Hung, Paul  
Mr. Zhang Yuanqing  
Mr. Lai Ming Wai  
Mr. Zhu Lijia

*Independent Non-executive Directors:*

Mr. David Tsoi  
Mr. Chiang Bun  
Ms. Leung Pik Har, Christine

## 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 stead in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
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 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 Shareholders from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.