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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**
- (3) GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS TO APPOINT AUDITOR AND FIX THEIR REMUNERATION**
- AND**
- (4) 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 Wednesday, 6 June 2018 at 3:00 p.m. is set out on pages 18 to 23 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 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.

4 May 2018

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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 Wednesday, 6 June 2018 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 18 to 23 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;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“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”	27 April 2018, 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);
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at AGM to repurchase 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;
“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;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	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 and Chief Executive Officer*)
Mr. Zhou Xuesheng
Mr. Wei Junqing

Independent Non-executive Directors:

Mr. Wen Guangwei
Mr. Chiang Bun
Dr. Chiao Li

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

4 May 2018

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES
(2) RE-ELECTION OF DIRECTORS
(3) GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS TO
APPOINT AUDITOR AND FIX THEIR REMUNERATION
AND
(4) 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 Wednesday, 6 June 2018 at 3:00 p.m., for the approval of, among other things:

- (a) the granting to the Directors of the Issue Mandate;

LETTER FROM THE BOARD

- (b) the granting to the Directors of the Buy-back Mandate;
- (c) extension of Issue Mandate by adding to it the aggregate number of Shares repurchased under the Buy-back Mandate;
- (d) the proposed re-election of Directors; and
- (e) the granting of authority to the Board of Directors to appoint auditor and fix their remuneration.

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 repurchased 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 9,047,844,141 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 1,809,568,828 Shares and the maximum number of Shares which may be repurchased pursuant to the Buy-back Mandate on the date of the AGM will be 904,784,414 Shares.

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.

RE-ELECTION OF DIRECTORS

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

In accordance with Article 112 of the Articles of Association, Mr. Li Sen, Mr. Wei Junqing, Mr. Zhou Xuesheng, Mr. Wen Guangwei and Dr. Chiao Li shall hold office only until the AGM and being eligible, will offer himself for re-election at the AGM.

LETTER FROM THE BOARD

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.

RETIREMENT OF AUDITOR

PricewaterhouseCoopers (“PwC”) was re-appointed as the Company’s auditor for the year end 31 December 2016 at the Company’s annual general meeting held on 15 June 2017 to hold office until the conclusion of the next annual general meeting in 2018.

As announced by the Company in the announcement on 27 April 2018, PwC will retire as the auditor of the Group upon expiration of its current term of office at the close of the forthcoming annual general meeting of the Company to be held on 6 June 2018.

The Board and the audit committee of the Company has received a letter dated 27 April 2018 (the “PwC Letter”) from PwC, the auditors of the Company, in respect of their decision not to stand for re-appointment as auditors of the Company at the upcoming annual general meeting of the Company. According to the PwC Letter, in reaching a conclusion on whether to continue with an audit engagement, they have taken into consideration many factors, including the professional risk associated with the audit, their available internal resources and the level of audit fees.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the retiring auditors to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the Shareholders of the Company. Therefore, PwC has not issued such confirmation. The Board and the audit committee of the Company also confirm that there are no other matters or circumstances in connection with the termination of audit appointment of PwC that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to PwC for its professional and quality services rendered to the Company during the past years.

The Company is currently in the process of identifying and appointing a new auditor to fill the casual vacancy following the retirement of PwC. To the best of the Company’s knowledge, the new auditor candidate is currently undergoing certain procedures in relation to the proposed appointment. The Company will make a further announcement relating to the appointment of new auditor as soon as practicable. Pursuant to article 176(A) of the Articles of Association of the Company that if an appointment of auditors is not made at the annual general meeting to be held on 6 June 2018, PwC, being the Auditors in office, shall continue in office until a successor is appointed.

LETTER FROM THE BOARD

The Board of Directors of the Company will seek for the granting of authority by the Shareholders at the annual general meeting to be held on 6 June 2018 to appoint auditor and fix their remuneration.

CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Wednesday, 6 June 2018. 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 Friday, 1 June 2018 to Wednesday, 6 June 2018 (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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 31 May 2018.

THE AGM

The AGM Notice is set out on pages 18 to 23 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 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 May 2018.

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

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 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 all 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, Chief Executive Officer 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 9,047,844,141 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 904,784,414 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 Companies Law 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 2017, 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 Companies Law.

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 2,207,485,423 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 (HK\$)	Lowest (HK\$)
2017		
April	0.128	0.110
May	0.124	0.101
June	0.120	0.102
July	0.104	0.086
August	0.094	0.073
September	0.197	0.080
October	0.187	0.141
November	0.270	0.175
December	0.249	0.188
2018		
January	0.242	0.197
February	0.206	0.168
March	0.209	0.187
27 April (being the Latest Practicable Date)	0.196	0.170

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 55, joined the Company as Chairman and Executive Director in September 2017 and appointed as Chief Executive Officer in January 2018. Mr. Li is also a director of various subsidiaries of the Company. Mr. Li holds a bachelor’s degree from Chengdu University of Technology in the People’s Republic of China (the “PRC”) majoring in radiation geophysics.

Mr. Li is a president of Shenzhen City Oriental Ginza Group Company Limited* (深圳市東方銀座集團有限公司) (“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 award as (i) one of the “China’s 100 Elites for Economy” by China Economy Daily* (中國經濟日報社); (ii) one of the “Shenzhen City’s 100 Outstanding Entrepreneurs” by Shenzhen Entrepreneur Association* (深圳市企業家協會) in 2008; and (iii) the “Influential Figure in Real Estate” by Boao Real Estate Forum* (博鰲房地產論壇) in 2012.

Saved as disclosed above, 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 2,207,485,423 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“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 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. 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. Zhou Xuesheng (“Mr. Zhou”), Executive Director

Mr. Zhou, aged 54, joined the Company as Executive Director in November 2017. Mr. Zhou holds a bachelor's degree in economics from Heilongjiang University in the People's Republic of China (“PRC”). As a standing council member of Shenzhen Association of Trade in Services (深圳市服務貿易協會) since August 2013, he has senior executive managerial experience in a number of large and medium-size enterprises in the PRC. Mr. Zhou was accredited as an economist by the Department of Personnel of Heilongjiang Province* (黑龍江省人事廳) in 1991, and he was approved by the Bureau of Personnel of Shenzhen Municipality* (深圳市人事局) and obtained a certificate from the Department of Personnel of Guangdong Province* (廣東省人事廳) in 2001 certifying that he was qualified as an economist. Mr. Zhou is a vice president of Shenzhen City Oriental Ginza Group Company Limited* (深圳市東方銀座集團有限公司), 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.

Save as disclosed above, Mr. Zhou 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. Zhou 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. Zhou (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. Zhou 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 terminate by either party by giving to the other three months' period notice in writing. The directorship of Mr. Zhou 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. Zhou 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. Zhou 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. Zhou 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. Wei Junqing (“Mr. Wei”), Executive Director

Mr. Wei, aged 52, joined the Company as Executive Director in September 2017. Mr. Wei is also a director of various subsidiaries of the Company. Mr. Wei holds a bachelor's degree in accounting from Southwest University in the PRC and a master's degree of business administration with a specialization in executive business administration from American World University by distance learning program conducted at Wuhan University in the PRC. Mr. Wei is also a qualified accountant registered with the Ministry of Finance in the PRC. Mr. Wei is currently the assistant president of Oriental Ginza.

Mr. Wei 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. Wei 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. Wei (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.

Mr. Wei 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 terminate by either party by giving to the other three months' period notice in writing. The directorship of Mr. Wei 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. Wei, 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. Wei 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. Wei 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.

(4) Mr. Wen Guangwei (“Mr. Wen”), Independent Non-executive Director

Mr. Wen, aged 55, joined the Company as Independent Non-executive Director in August 2017 and is the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Wen holds a bachelor's degree in economics from the Finance School of Renmin University of China and a doctor's degree in management from the China Business School of Renmin University of China. He is a qualified Certified Public Accountant in the People's Republic of China (the “PRC”). Mr. Wen was previously a professor of Renmin University of China and officially retired in 2015. He is currently an independent director of 北京萬東醫療科技股份有限公司 (Beijing Wandong Medical Technology Co., Ltd.) (stock code: 600055), a company listed on the Shanghai Stock Exchange, and also an independent director of 利亞德光電股份有限公司 (Leyard Optoelectronic Co., Ltd) (stock code: 300296) (“Leyard”) and 北京華誼嘉信整合營銷顧問集團股份有限公司 (Spearhead Integrated Marketing Communication Group) (stock code: 300071) (“Spearhead”). Both Leyard and Spearhead are listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Wen 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. Wen does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

As at the Latest Practicable Date, Mr. Wen (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. Wen 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. Wen 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. Wen, 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. Wen's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Mr. Wen 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 needs to be brought to the attention of the Shareholders.

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

Mr. Chiang, aged 48, 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 of the Company. 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 has been appointed as an independent non-executive director of Sustainable Forest Holdings Limited (stock code: 723) since 29 December 2017 and was an independent non-executive director of Burwill Holdings Limited (stock code: 24) until 2 July 2015, both companies are listed on the Main Board of the Stock Exchange.

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.

As at the Latest Practicable Date, Mr. Chiang does not have any interest in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

As at the Latest Practicable Date, Mr. Chiang (i) does not hold any other positions in the Company or subsidiaries; and (ii) does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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.

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) Dr. Chiao Li (“Dr. Chiao”), Independent Non-executive Director

Dr. Chiao, aged 51, joined the Company as Independent Non-executive Director in January 2018 and is the Chairman of the Nomination Committee, a member of the Remuneration Committee and a member of the Audit Committee. Dr. Chiao holds a bachelor's degree in Business Administration from National Taiwan University, a master's degree in Business Administration from University of Illinois at Urbana-Champaign and a doctor's degree in Business Administration from Tsinghua University.

Dr. Chiao has over a decade of experience serving in global investment and merchant banks, with concentration in the fields of rating advisory and corporate finance. He was previously a director of corporate finance department in Ming Fung Jewellery Group Limited (明豐珠寶集團有限公司) (Stock Code: 860).

Dr. Chiao is currently a responsible officer of Success Asset Management Limited (實德資產管理有限公司), which is a licensed corporation to carry on type 9 (asset management) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Dr. Chiao 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, Dr. Chiao does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO.

As at the Latest Practicable Date, Dr. Chiao (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.

Dr. Chiao 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 Dr. Chiao will be subject to retirement by rotation and re-election pursuant to the Articles of Association of the Company. Under the appointment letter of Dr. Chiao, 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 Dr. Chiao's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Dr. Chiao 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 needs 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 Wednesday, 6 June 2018 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 2017;
- (ii) to re-elect Mr. Li Sen as an Executive Director of the Company;
- (iii) to re-elect Mr. Zhou Xuesheng as an Executive Director of the Company;
- (iv) to re-elect Mr. Wei Junqing as an Executive Director of the Company;
- (v) to re-elect Mr. Wen Guangwei as an Independent Non-executive Director of the Company;
- (vi) to re-elect Mr. Chiang Bun as an Independent Non-executive Director of the Company;
- (vii) to re-elect Dr. Chiao Li as an Independent Non-executive Director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (viii) to authorise the Board of Directors of the Company to fix the remuneration of the directors of the Company; and
 - (ix) to authorise the Board of Directors of the Company to appoint auditor and fix their remuneration.
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);

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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.

NOTICE OF ANNUAL GENERAL MEETING

“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
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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, Chief Executive Officer and Executive Director

Hong Kong, 4 May 2018

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 and Chief Executive Officer*)
Mr. Zhou Xuesheng
Mr. Wei Junqing

Independent Non-executive Directors:

Mr. Wen Guangwei
Mr. Chiang Bun
Dr. Chiao Li

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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish and in such event, the proxy shall be deemed to be revoked.
4. In order to be eligible to attend and vote at the AGM, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 May 2018.
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.