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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) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ADOPTION OF THE AMENDED AND
RESTATED ARTICLES OF ASSOCIATION
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 20/F., No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 23 June 2023 at 3:00 p.m. is set out on pages 22 to 27 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 or any adjournment thereof. 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.

28 April 2023

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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 20/F., No.9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 23 June 2023 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 22 to 27 of this circular;
“Amended and Restated Articles of Association”	the amended and restated Articles of Association, incorporating and consolidating all the Proposed Amendments, proposed to be adopted under Resolution No. 3 in the AGM Notice;
“Articles of Association”	the memorandum and articles of association of the Company (as amended from time to time);
“Board”	the board of Directors;
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at AGM to buy back Shares up to 10% of the total number of the issued Shares as at the date of passing of the relevant resolution approving such mandate;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Enviro Energy International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with authorised and unissued Shares up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution approving such mandate;
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion therein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time);
“PRC”	the People’s Republic of China and for the sole purpose of this circular shall exclude Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of par value of HK\$0.05 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers;
“%”	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. Li Gang (*Chairman*)

Mr. Pan Lihui

Mr. Jiang Senlin

Independent Non-executive Directors:

Mr. Liu Qin

Mr. Zhong Jian

Mr. Tan Xiangyi

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:*

20/F., No.9 Des Voeux Road West,

Sheung Wan,

Hong Kong

28 April 2023

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

(2) RE-ELECTION OF DIRECTORS

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AND ADOPTION OF THE AMENDED AND

RESTATED ARTICLES OF ASSOCIATION

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 to be held at 20/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 23 June 2023 at 3:00 p.m., for the approval of, among other things:

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

LETTER FROM THE BOARD

- (c) extension of Issue Mandate by adding to it the aggregate number of Shares bought back under the Buy-back Mandate;
- (d) the proposed re-election of Directors; and
- (e) the Proposed Amendments and the adoption of the Amended and Restated Articles of Association.

I. GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Buy-back Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares bought back under the Buy-back Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company comprised 542,392,207 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 108,478,441 Shares and the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate on the date of the AGM will be 54,239,220 Shares.

The Issue Mandate and the Buy-back Mandate will only continue in force until: (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement containing information relating to the Buy-back Mandate as required by Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution relating to the Buy-back Mandate.

II. RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles of Association, Mr. Li Gang (“**Mr. Li**”) and Mr. Jiang Senlin (“**Mr. Jiang**”), shall retire from their office as the executive Directors by rotation at the AGM and being eligible, with offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 112 of the Articles of Association, Mr. Tan Xiangyi (“**Mr. Tan**”) shall retire from his office as the independent non-executive Director at the AGM, being eligible, will offer himself for re-election at the AGM.

Each of Mr. Li, Mr. Jiang and Mr. Tan indicated their willingness to offer themselves for re-election at the AGM.

The Nomination Committee of the Company (the “**Nomination Committee**”), having reviewed the Board’s composition, recommended to the Board on the re-election of Mr. Li, Mr. Jiang and Mr. Tan at the AGM. Mr. Tan who is the chairman of the Nomination Committee, abstained from voting at the Nomination Committee’s meeting when his own nomination was being considered.

The recommendation were made in accordance with the Nomination Policy and the Board Diversity Policy of the Company including but not limited to gender, age, cultural and educational background, skills, knowledge, professional experience and diversity of perspectives of the Board as set out under the Nomination Policy. The Nomination Committee had also taken into account the respective contributions of Mr. Li, Mr. Jiang and Mr. Tan to the Board and their commitment to their roles as described in the biographical details in the Appendix II of this circular.

The Board accepted the Nomination Committee’s recommendation and proposes the above retiring Directors to stand for re-election at the AGM. The Board believes that they will have a positive contribution to the diversity of the Board. The Board considers that the re-election of the above retiring Directors is in the best interest of the Company and Shareholders as a whole. The above retiring Directors abstained from discussion and voting at the Board meeting in relation to their respective nominations.

The resolutions for the re-election of the above retiring Directors will be proposed under items 1(ii) to 1(iv) of the AGM Notice respectively. Shareholders will be invited to vote on each resolution proposed for their re-election.

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 are set out in Appendix II to this circular.

III. THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 21 April 2023.

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the Articles of Association to (i) conform with the said core standards for shareholder protections; and (ii) incorporate certain housekeeping changes. Details of the Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

The Proposed Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Proposed Amendments is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of Appendix 3 to the Listing Rules and do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments as well as the adoption of the Amended and Restated Articles of Association are subject to the Shareholders' approval by way of a special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Articles of Association shall remain valid.

IV. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Friday, 23 June 2023. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 16 June 2023.

V. THE AGM

The AGM Notice is set out on pages 22 to 27 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 16 June 2023.

LETTER FROM THE BOARD

VI. 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.

VII. 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.

VIII. 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 the Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

IX. CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares has been suspended with effect from 9:00 a.m. on 15 September 2021. Trading in the Shares will remain suspended pending fulfilment of the resumption guidance issued by the Stock Exchange and any supplement or modification thereto.

Yours faithfully
By order of the Board
Enviro Energy International Holdings Limited
Li Gang
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to be sent to the 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 542,392,207 Shares. Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis 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 Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 54,239,220 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

2. REASONS FOR SHARE BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy-back Shares on the Stock Exchange. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share 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 such purpose and in accordance with the Articles of Association, the laws of the Cayman Islands and the Listing Rules.

4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2022, being the date of the latest 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 and, 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 at the AGM, 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 at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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 and 32 of the Takeovers Code.

To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Wonderland International Investment Holdings Limited ("**Wonderland**") holds 112,789,766 Shares, representing approximately 20.79% 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 Wonderland in the Company will then be increased to approximately 23.09% of the issued share capital of the Company, such increase will not give rise to an obligation of Wonderland 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 six months immediately preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares as traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Trading Prices per Share	
	Highest (HK\$)	Lowest (HK\$)
2022		
April (Shares Suspended)	N/A	N/A
May (Shares Suspended)	N/A	N/A
June (Shares Suspended)	N/A	N/A
July (Shares Suspended)	N/A	N/A
August (Shares Suspended)	N/A	N/A
September (Shares Suspended)	N/A	N/A
October (Shares Suspended)	N/A	N/A
November (Shares Suspended)	N/A	N/A
December (Shares Suspended)	N/A	N/A
2023		
January (Shares Suspended)	N/A	N/A
February (Shares Suspended)	N/A	N/A
March (Shares Suspended)	N/A	N/A
April (Shares Suspended up to the Latest Practicable Date)	N/A	N/A

Trading in the shares was suspended with effect from 9:00 a.m. on 15 September 2021 and remain suspended as of the Latest Practicable Date. In this regard, no reference is made to the closing price per Share as quoted on the Stock Exchange during the period from October 2021 to the Latest Practicable Date. The closing price per Share as at 14 September 2021, being the full trading day immediately prior to the suspension of trading in Shares on the Stock Exchange, was HK\$0.09.

Details of the Directors who will 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 Gang (“Mr. Li”), Executive Director

Mr. Li, aged 60, has joined the Company as an executive Director and the Chairman of the Board since 29 June 2020.

Mr. Li obtained a bachelor’s degree in engineering from the University of Nanking (南京金陵大學) in 1984. Mr. Li has accumulated many years of working and corporate management experience in the fields of trading and financial technology. He founded Shenzhen Youbo Network Technology Co., Ltd. (深圳優博網路科技有限公司) and served as the general manager. He has also worked as the product director in Shanghai Mingchuang Software Technology Co., Ltd. (上海銘創軟件技術有限公司), as the trust manager in Chongqing International Trust Co., Ltd. (重慶國際信託有限公司) and the trust manager in Zhongrong International Trust Co., Ltd. (中融信託有限公司). Mr. Li is currently the vice chairman of the board of directors of Wonderland International Financial Holdings Limited. Mr. Li is also a director of various subsidiaries of the Company.

Save as disclosed above, as at the Latest Practicable Date, 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 and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Li is deemed to be interested in 112,789,766 Shares held by Wonderland, a substantial shareholder of the Company. Save as disclosed, as at the Latest Practicable Date, Mr. Li does not have, or is not deemed to have any interests in the Shares or any of its associated corporations within the meaning of 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 other relationship with any Directors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company.

Mr. Li entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said contract. His term of service shall continue unless and until terminate by either party by giving to the other three months’ period notice in writing. The directorship of Mr. Li will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the service contract of Mr. Li, 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 (the “**Remuneration Committee**”), 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 concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(2) Mr. Jiang Senlin (“Mr. Jiang”), Executive Director

Mr. Jiang, aged 51, has been appointed as an executive Director since 28 June 2019.

He has been the vice-president and chief financial officer in Wonderland International Financial Holdings Limited (華德國際金融控股有限公司) since January 2018 and the independent non-executive director of China Ruifeng Renewable Energy Holdings Limited (Stock Code: 527) since 31 January 2019. Mr. Jiang worked in BeijingRenge Technology Corp. Ltd (北京仁歌科技股份有限公司) (NEEQ Code: 837824, voluntarily delisted in December 2018) as vice general manager and chief financial officer from September 2015 to December 2017 and was a non-executive director of Suoxinda Holdings Limited (Stock code: 3680) for the period from March 2022 to June 2022. He also worked as chief financial officer (Asia) in Morningstar, Inc. (NASDAQ: MORN) from August 2009 to September 2015.

Mr. Jiang was qualified as an accountant in the People's Public of China in May 1998 and as an intermediate financial officer conferred by the Ministry of Personnel People's Republic of China in November 1997. Mr. Jiang completed his research program in Art and Culture (文藝學) at Sichuan University in July 2000 and obtained his bachelor degree in Accountancy at the Central Institute of Finance (中央財政金融學院) (now known as the Central University of Finance and Economics) in June 1993.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Jiang does not have, or is not deemed to have any interests in the Shares or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any relationship with any Directors, senior management, substantial shareholder(s) or controlling shareholder(s) of the Company.

Mr. Jiang has entered into a service contract with a subsidiary of the Company, pursuant to which there is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminate by either party by

giving to the other three months' period notice in writing. The directorship of Mr. Jiang will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the service contract of Mr. Jiang, he is entitled to a director's remuneration of HK\$780,000 per annum which has been recommended by the Remuneration Committee, and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Mr. Jiang 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. Jiang will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(3) Mr. Tan Xiangyi ("Mr. Tan"), Independent Non-Executive Director

Mr. Tan, aged 41, has been appointed as an independent non-executive Director since 5 March 2023.

He graduated from the Central University of Finance and Economics in 2005 with a bachelor's degree in economics. He has more than 22 years of experience in financial management, investment and financing management, investment and management consulting. He is currently working in Shenzhen Chinese Digital Information Technology Development Co., Ltd. as the chief financial officer.

He was the vice president and founding partner of Zhuhai Huaben Venture Equity Investment Partnership (珠海華本創建股權投資合夥企業), the financing director of Beijing Energy International Holding Co., Ltd. (formerly known as Panda Green Energy Group Limited and United Photovoltaics Group Limited, stock code: 686), the financing director and vice chief financial officer of China Merchants Zhangzhou Development Zone Silk Road New Energy Limited and the general manager of Shenzhen Innovative Silk Road Finance & Leasing Limited (深圳市創新絲綢之路融資租賃有限公司). He also served as the financing director and financing and funding manager of Fantasia Financial Services Limited (花樣年金融服務有限公司), Shenzhen Baoneng Investment Group Co., Ltd. and China International Marine Containers (Group) Co., Ltd. (H share stock code: 02039; A share stock code: 000039) and CIMC Group Finance Limited (中集集團財務有限公司).

Save as disclosed above, as at the Latest Practicable Date, Mr. Tan 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 and does not possess any other major appointments or professional qualifications.

As at the Latest Practicable Date, Mr. Tan does not have, or is not deemed to have any interests in the Shares or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tan (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 shareholder(s) or controlling shareholder(s) of the Company.

Mr. Tan has entered into a letter of appointment with the Company, pursuant to which Mr. Tan has been appointed as an independent non-executive Director for a term of twelve month period, subject to the re-appointment of Mr. Tan by the Shareholders at the AGM, which automatically renews for successive twelve month periods unless terminated by either party by two months' written notice prior to the expiry of the term. The directorship of Mr. Tan will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Mr. Tan, Mr. Tan is entitled to a director's fee of HK\$180,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Tan's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Mr. Tan will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information concerning his re-election, which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

Details of the Proposed Amendments are set out as follow:

- | Article No. | Proposed Amendments (showing changes to the existing Articles of Association) | | | | | | | | |
|------------------------------------|--|-------------|--|--------------------------------|---|------------------------------------|--|------------------------|---|
| 1. (A) | The regulations contained or incorporated in Table A of the Schedule to the Companies Law <u>Act Chapter 22</u> (Law 3 1961 consolidated and revised) (<u>as amended</u>) shall not apply to this Company. | | | | | | | | |
| 1. (A) | The following definitions be inserted and integrated with the existing definitions in alphabetical order: <table border="0" style="margin-left: 40px;"> <tr> <td style="padding-right: 20px;">“associate”</td> <td>shall bear the meaning attributed to it in the <u>Listing Rules</u> rules of the stock exchange in the Relevant Territory;</td> </tr> <tr> <td style="padding-right: 20px;">“the Companies <u>Act</u>Law”</td> <td>shall mean The Companies <u>Law Act Cap. 22</u> (Law 3 of 1961, as consolidated and revised) (<u>Revised</u>) of the Cayman Islands, as amended from time to time;</td> </tr> <tr> <td style="padding-right: 20px;">“holding company” and “subsidiary”</td> <td>shall have the <u>respective</u> meanings ascribed to them by sections <u>2 13 and 15</u> of the Companies Ordinance (Cap.32 622) of the laws of Hong Kong as in force at the adoption of these Articles;</td> </tr> <tr> <td style="padding-right: 20px;"><u>“Listing Rules”</u></td> <td><u>the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</u>;</td> </tr> </table> | “associate” | shall bear the meaning attributed to it in the <u>Listing Rules</u> rules of the stock exchange in the Relevant Territory ; | “the Companies <u>Act</u> Law” | shall mean The Companies <u>Law Act Cap. 22</u> (Law 3 of 1961, as consolidated and revised) (<u>Revised</u>) of the Cayman Islands, as amended from time to time; | “holding company” and “subsidiary” | shall have the <u>respective</u> meanings ascribed to them by sections <u>2 13 and 15</u> of the Companies Ordinance (Cap.32 622) of the laws of Hong Kong as in force at the adoption of these Articles; | <u>“Listing Rules”</u> | <u>the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</u> ; |
| “associate” | shall bear the meaning attributed to it in the <u>Listing Rules</u> rules of the stock exchange in the Relevant Territory ; | | | | | | | | |
| “the Companies <u>Act</u> Law” | shall mean The Companies <u>Law Act Cap. 22</u> (Law 3 of 1961, as consolidated and revised) (<u>Revised</u>) of the Cayman Islands, as amended from time to time; | | | | | | | | |
| “holding company” and “subsidiary” | shall have the <u>respective</u> meanings ascribed to them by sections <u>2 13 and 15</u> of the Companies Ordinance (Cap.32 622) of the laws of Hong Kong as in force at the adoption of these Articles; | | | | | | | | |
| <u>“Listing Rules”</u> | <u>the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</u> ; | | | | | | | | |
| 1. (C) | At all times during the Relevant Period (but not otherwise) a resolution shall be a Special Resolution when it has been passed by a majority of not less than <u>at least three-fourths of the total voting rights of the shareholders present and voting in person</u> or by proxy at the general meeting votes cast by such shareholders, being entitled so to do, vote in person or by proxy or, in the cases of shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which not less than twenty-one (21) <u>clear</u> days’ notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than ninety five (95) per cent. in nominal value of the shares giving that right (or, in the case of an annual general meeting, by all shareholders of the Company), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty one (21) days’ notice has been given. | | | | | | | | |

1. (D) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such shareholders as, being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which not less than fourteen (14) clear days' notice has been duly given.

5. (A) If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act~~Law~~, be varied or abrogated either with the consent in writing of the holders of ~~not less than~~ at least three-fourths of the voting rights in nominal value of the issued shares of that class or with the ~~sanction~~ approval of a ~~Special Resolution passed by at least three-fourths of the voting rights of the holders of the shares of that class present and voting in person or by proxy~~ Special Resolution passed by at least three-fourths of the voting rights of the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of the ~~such~~ holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (~~other than at an adjourned meeting~~) shall be ~~not less than two~~ a person or persons together holding (or, in the case of a shareholder being a corporation, by its duly authorised representative) or representing by proxy or duly authorised representative of at least one-third in nominal value of the issued shares of that class, ~~that the quorum for any meeting adjourned for want of quorum shall be two shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares held by them) and that any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.~~

17. (C) For so long as any part of the share capital of the Company is listed on a stock exchange in Hong Kong, any member may inspect the principal register or branch register of the Company maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and is subject to the Companies Ordinance (Cap. ~~32~~ 622 of the Laws of Hong Kong). The Register may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of a stock exchange or by any electronic means in such manner as may be accepted by a stock exchange to that effect, be closed in accordance with the terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

62. ~~At all times during the Relevant Period (but not otherwise) †~~The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it and such annual general meeting shall be held within six (6) months after the end of the Company's financial year; and not more than fifteen months (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Directors and at such time and place as the Directors shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
64. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on the requisition of one or more shareholders holding, as at the date of deposit of the requisition, in aggregate not less than one tenth of the ~~paid up capital~~ voting rights, on a one vote per share basis, in the share capital in ~~of~~ the Company ~~having the right of voting at general meetings~~. Such requisition shall be made in writing to the Directors or the Secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Directors shall be reimbursed to the requisitioner(s) by the Company.

65. An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) clear days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen (14) clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, subject to the Listing Rules and the Companies Act~~Law~~, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- (i) in the case of a meeting called as the annual general meeting, by all the shareholders present in person or by proxy ~~or their proxies~~ entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the shareholders or present in person or by proxy ~~their proxies~~ having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per cent. ~~in nominal value of the voting rights of the shares giving that right.~~
72. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting, every shareholder present in person or by proxy or, in the case of a shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the Chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.

72. (2) In the case of a physical meeting, where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded: At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:
72. (v) if required by the Listing Rules ~~rules of the Stock Exchange in the Relevant Territory~~, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.
73. Unless a poll be so demanded and not withdrawn, a declaration by the Chairman of the meeting that a resolution has ~~on a show of hands~~ been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The Chairman may determine that the results of the poll, if certified by scrutineer(s) appointed by the Company or the Chairman or a Director or the Secretary, shall be published on the Company's website without the requirement for the results being declared at any meeting or adjourned meeting or postponed meeting. The publication on the Company's website of the results of the relevant poll which shows that a resolution has been carried or lost or has or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall, in the absence of manifest error, be conclusive evidence of such fact.
- 73A. Votes (whether on a show of hands or by way of a poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman may in its/his sole discretion determine.
- 73B. On a poll, votes may be given either personally or by proxy.

79. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) on a show of hands every shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner (save as provided otherwise in this Article) have one vote, and on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote, and (c) on a poll every member present in such manner shall have one vote for each share registered in his name in the register. On a poll a shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.
83. (2) All shareholders of the Company (including a shareholder which is a recognized clearing house (or its nominee(s))) shall have the right to speak and vote at a general meeting except where ~~Where~~ the Company has knowledge that any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, in which case, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
87. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, ~~either under seal or~~ under the hand of an officer or attorney duly authorised.
92. (B) Where a shareholder is a clearing house (or its nominee(s)), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to speak and where a show of hands is allowed, the right to vote individually on a show of hands and the right to vote on a poll.

114. The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his ~~period~~ term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the ~~next following~~ first annual general meeting after his appointment of the Company and shall then be eligible for re-election at the meeting, but he shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he retires at an annual general meeting.
176. (A) The Company shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting ~~on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed.~~ A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. The remuneration of the Auditors shall be fixed by ~~or on the authority of the Company in the annual general meeting at which they are appointed by~~ Ordinary Resolution or such other body that is independent of the Board ~~except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.~~
- (B) The shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor or Auditors by ~~Special~~ Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in its place for the remainder of the term.
178. ~~No person other than the retiring Auditors shall be appointed as Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than fourteen (14) clear days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the annual general meeting provided that the above requirement for sending a copy of such notice to the retiring Auditors may be waived by notice in writing by the retiring Auditors to the Secretary.~~ INTENTIONALLY DELETED

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 20/F., No.9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 23 June 2023 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 2022;
- (ii) to re-elect Mr. Li Gang as an Executive Director of the Company;
- (iii) to re-elect Mr. Jiang Senlin as an Executive Director of the Company;
- (iv) to re-elect Mr. Tan Xiangyi as an Independent Non-executive Director of the Company;
- (v) to authorise the Board of Directors of the Company to fix the remuneration of the directors of the Company; and
- (vi) to re-appoint Zhonghui Anda CPA Limited as an independent auditor of the Company for the ensuing year and authorise the Board of Directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

2. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (i) **“THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the **“Shares”**) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period;
 - (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) an exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;
 - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or

NOTICE OF ANNUAL GENERAL MEETING

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.

“**Rights Issue**” means an offer of Shares, or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(ii) “**THAT:**

(a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the **Relevant Period** (as hereinafter defined) of all the powers of the Company to buy back its shares subject to and in accordance with the applicable laws be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company (the “**Shares**”) which the Company is authorised to buy back pursuant to the approval in paragraph (a) above during the **Relevant Period** (as hereinafter defined) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meetings.”

(iii) “**THAT:**

conditional upon the passing of resolutions numbered 2(i) and 2(ii) as set out in the notice convening this meeting (the “**Notice**”), the general mandate granted to the directors of the Company (the “**Directors**”) to allot, issue and deal with additional shares of the Company (the “**Shares**”) pursuant to the said resolution numbered 2(i) as set out in the Notice be and is hereby extended by the addition thereto of such number of Shares which are bought back by the Company under the authority granted to the Directors pursuant to the said resolution numbered 2(ii), provided that such number of Shares so bought back by the Company shall not exceed 10% of the total number of issued Shares on the date of this resolution.”

SPECIAL RESOLUTION

To consider and if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company.

3. “**THAT:**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 28 April 2023, be and are hereby approved;
- (b) the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Articles of Association**”), incorporating and consolidating the Proposed Amendments (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) any Director, company secretary and/or registered office provider of the Company be and is hereby authorised to do all such acts as may be necessary or expedient in order to effect and implement the adoption of the Amended and Restated Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
Enviro Energy International Holdings Limited
Li Gang
Chairman and Executive Director

Hong Kong, 28 April 2023

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:*

20/F, No.9 Des Voeux Road West,
Sheung Wan,
Hong Kong

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

Executive Directors:

Mr. Li Gang (*Chairman*)
Mr. Pan Lihui
Mr. Jiang Senlin

Independent Non-executive Directors:

Mr. Liu Qin
Mr. Zhong Jian
Mr. Tan Xiangyi

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 memorandum and 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, 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.

NOTICE OF ANNUAL GENERAL MEETING

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 16 June 2023.
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.