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Enviro Energy International Holdings Limited

環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1102)

**(1) CHANGE OF DIRECTORS;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
(3) CHANGE OF CHAIRMAN OF THE BOARD;
AND
(4) CHANGE OF AUTHORISED REPRESENTATIVE**

The Board is pleased to announce that with effect from 22 April 2025:

- (1) Mr. Li Gang has resigned as an executive Director, and ceased to be the chairman of the Board and the Authorised Representative;
- (2) Mr. Pan Lihui has resigned as an executive Director, and ceased to be a member of the Remuneration Committee;
- (3) Ms. Wu Wenling has resigned as a non-executive Director;
- (4) Mr. Zhong Jian has resigned as an independent non-executive Director, and ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
- (5) Mr. Liu Qin has resigned as an independent non-executive Director, and ceased to be the chairman of the Audit Committee;
- (6) Mr. Wu Wei has been appointed as an executive Director, the chairman of the Board and the Authorised Representative;
- (7) Mr. Lai Dexing has been appointed as an executive Director;
- (8) Mr. Zhang Xiaoqiang has been appointed as an independent non-executive Director and the chairman of the Remuneration Committee and a member of the Audit Committee; and
- (9) Ms. Xie Jiayang has been appointed as an independent non-executive Director and the chairlady of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

References are made to (i) the composite offer and response document dated 3 March 2025 jointly issued by Enviro Energy International Holdings Limited (the “**Company**”) and the Offeror (the “**Composite Document**”) in relation to, among other things, the Offer. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Document.

As set out in the Composite Document, the Offeror intends to nominate new Director(s) to the Board with effect from a date which is no earlier than such date as permitted under Takeovers Code or such later date the Offeror considers to be appropriate.

Following the Completion, resolutions were passed by the Board on 22 April 2025 to effect the changes of the Directors, chairman of the Board, authorised representative of the Company under Rule 3.05 of the Listing Rules and Part 16 of the Companies Ordinance, Chapter 622 of the laws of Hong Kong (the “**Authorised Representative**”) and composition of the Board committees which set forth below.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from 22 April 2025:

- (i) Mr. Wu Wei and Mr. Lai Dexing have been appointed as executive Directors; and
- (ii) Mr. Zhang Xiaoqiang and Ms. Xie Jiayang have been appointed as independent non-executive Directors (collectively, the “**New Director(s)**”).

The biographical details of the New Directors are set out in the Appendix I to this announcement.

Save as disclosed in this announcement and as at the date of this announcement, each of the New Directors (i) has not held any directorship in any listed public companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any other major appointment or professional qualification; (iii) does not have any interest or is not deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (iv) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Save as disclosed in this announcement, each of the New Directors has confirmed that there is no information that is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders.

Mr. Zhang Xiaoqiang and Ms. Xie Jiayang, as independent non-executive Directors, have respectively confirmed (i) he/she has satisfied all the criteria for independence set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person as defined in the Listing Rules; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment as an independent non-executive Director.

RESIGNATION OF DIRECTORS

The Board further announces that with effect from 22 April 2025:

- (i) Mr. Li Gang and Mr. Pan Lihui have resigned as executive Directors;
- (ii) Ms. Wu Wenling has resigned as a non-executive Director; and
- (iii) Mr. Zhong Jian and Mr. Liu Qin have resigned as independent non-executive Directors (collectively, the “**Outgoing Director(s)**”),

in order to devote more time to his/her other business engagement.

Each of the Outgoing Directors has respectively confirmed to the Board that he/she has no disagreement with the Board, and there is no matter which has to be brought to the attention of the Shareholders and the Stock Exchange in relation to his/her resignation.

CHANGE OF CHAIRMAN OF THE BOARD

Following the abovementioned change of the Directors, the Board further announces that with effect from 22 April 2025:

- (i) Mr. Li Gang has ceased to be the chairman of the Board; and
- (ii) Mr. Wu Wei has been appointed as the chairman of the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the abovementioned change of the Directors, the Board further announces that with effect from 22 April 2025:

Audit Committee

Mr. Liu Qin has ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”) and Mr. Zhong Jian has ceased to be a member of the Audit Committee.

Ms. Xie Jiayang has been appointed as the chairlady of the Audit Committee, and Mr. Zhang Xiaoqiang has been appointed as a member of the Audit Committee.

The Audit Committee is comprised of Ms. Xie Jiayang, Mr. Pan Yongye and Mr. Zhang Xiaoqiang. Ms. Xie Jiayang serves as the chairlady of the Audit Committee.

Remuneration Committee

Mr. Zhong Jian has ceased to be the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and Mr. Pan Lihui has ceased to be a member of the Remuneration Committee.

Mr. Zhang Xiaoqiang has been appointed as the chairman of the Remuneration Committee and Ms. Xie Jiayang has been appointed as a member of the Remuneration Committee.

The Remuneration Committee is comprised of Mr. Zhang Xiaoqiang, Mr. Pan Yongye and Ms. Xie Jiayang. Mr. Zhang Xiaoqiang serves as the chairman of the Remuneration Committee.

Nomination Committee

Mr. Zhong Jian has ceased to be a member of the nomination committee of the Company (the “**Nomination Committee**”).

Ms. Xie Jiayang has been appointed as a member of the Nomination Committee.

The Nomination Committee is comprised of Mr. Pan Yongye, Mr. Cao Zhongshu and Ms. Xie Jiayang. Mr. Pan Yongye serves as the chairman of the Nomination Committee.

CHANGE OF AUTHORISED REPRESENTATIVE

Following the abovementioned change of the Directors, the Board further announces that with effect from 22 April 2025:

- (i) Mr. Li Gang has ceased to be the Authorised Representative; and
- (ii) Mr. Wu Wei has been appointed as the Authorised Representative.

The Board would like to take this opportunity to express its gratitude and appreciation to the Outgoing Directors for their valuable contributions to the Company during their tenure of directorship, and welcome the New Directors for joining the Board.

By Order of the Board
Enviro Energy International Holdings Limited
Wu Wei
Chairman and Executive Director

Hong Kong, 22 April 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Wu Wei (Chairman), Mr. Lai Dexing and Mr. Cao Zhongshu; one non-executive Director, namely Mr. Jiang Senlin; and three independent non-executive Directors, namely Mr. Zhang Xiaoqiang, Mr. Pan Yongye and Ms. Xie Jiayang.

APPENDIX I — BIOGRAPHICAL DETAILS OF THE NEW DIRECTORS

Executive Directors

(1) *Mr. Wu Wei*

Mr. Wu Wei (“**Mr. Wu**”), aged 34, obtained a Bachelor of Science degree in Mathematics from Indiana University Bloomington, the United States in June 2015. Mr. Wu is qualified as an intermediate engineer in the PRC. He is currently the president of Zhejiang Zhongnan Holding Group Co., Limited* (浙江中南控股集團有限公司) and is responsible for the overall operation of the group. He also serves as the president of Zhejiang Zhongnan Construction Group Co., Limited* (浙江中南建設集團有限公司) and the general manager of the construction engineering division, and is responsible for the management of the engineering business segment.

Mr. Wu has entered into a service contract with the Company, pursuant to which Mr. Wu has been appointed as an executive Director for a term of three years commencing from 22 April 2025, subject to the re-appointment of Mr. Wu by the Shareholders at the next following general meeting or annual general meeting (whichever is the earlier), 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. Wu will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the said service contract of Mr. Wu, he will not receive any remuneration from the Company. The remuneration of Mr. Wu will be subject to annual review by the Remuneration Committee and the Board.

(2) *Mr. Lai Dexing*

Mr. Lai Dexing (“**Mr. Lai**”), aged 51, graduated with a bachelor’s degree with over 30 years of experience in financial work.

Mr. Lai has been the vice president and chief financial officer of Zhejiang Zhongnan Construction Group Co., Ltd* (浙江中南建設集團有限公司) (“**Zhongnan Construction Group**”) since January 2022. He was engaged in the financial work of Zhongnan Construction Group from July 1991 to July 1994, served as the head of the finance department of Zhejiang Zhongnan Group Motorcycle Co., Ltd* (浙江中南摩托車有限公司) from August 1994 to January 2002, the chief financial officer of Zhejiang Zhongnan Green Construction Technology Group Co., Ltd.* (浙江中南綠建科技集團有限公司) (previously known as Zhejiang Zhongnan Construction Group Steel Structure Co., Ltd.* (浙江中南部建設集團鋼結構有限公司)) (“**Zhongnan Green Construction**”) from February 2002 to March 2013, the manager of the finance department of Zhongnan Construction Group from March 2013 to February 2015, the chief financial officer of Zhongnan Construction Group from March 2015 to June 2017 and the chief financial officer of Zhongnan Green Construction from July 2017 to December 2021.

* For identification purposes only

Mr. Lai has entered into a service contract with the Company, pursuant to which Mr. Lai has been appointed as an executive Director for a term of three years commencing from 22 April 2025, subject to the re-appointment of Mr. Lai by the Shareholders at the next following general meeting or annual general meeting (whichever is the earlier), 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. Lai will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the said service contract of Mr. Lai, he will be entitled to a director's remuneration of HK\$360,000 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. Lai will also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to the Company's and his performance. The remuneration of Mr. Lai will be subject to annual review by the Remuneration Committee and the Board.

Independent Non-executive Directors

(3) Mr. Zhang Xiaoqiang

Mr. Zhang Xiaoqiang (“**Mr. Zhang**”), aged 45, graduated from China University of Political Science and Law with a bachelor's degree and obtained the qualification certificate of National Judicial Examination in the PRC in 2006. He possesses a solid foundation in legal theory and has focused on legal matters related to major and complex civil and commercial litigation, corporate dispute resolutions and the defense of occupational and economic crimes since his practice.

Mr. Zhang is currently a senior partner of Beijing Jotai Law Firm and an arbitrator of the Beihai Arbitration Commission. He previously worked as an investment legal manager and a securities affairs representative.

Mr. Zhang was awarded the honorary title of Outstanding Communist Party Member of the legal profession in Beijing at the 100th anniversary of the Chinese Communist Party.

Mr. Zhang has entered into a letter of appointment with the Company, pursuant to which Mr. Zhang has been appointed as an independent non-executive Director for a term of twelve month period commencing from 22 April 2025, subject to the re-appointment of Mr. Zhang by the Shareholders at the next following general meeting or annual general meeting (whichever is the earlier), 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. Zhang will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the said letter of appointment of Mr. Zhang, he 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 his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions. The Director's fee of Mr. Zhang will be subject to annual review by the Remuneration Committee and the Board.

(4) Ms. Xie Jiayang

Ms. Xie Jiayang (“**Ms. Xie**”), aged 62, graduated from Zhongnan University of Economics and Law majoring in Finance and Economics in 1984. She is a fellow member of the Chinese Institute of Certified Public Accountants, a certified tax practitioner and a senior accountant in the PRC.

Ms. Xie has over 38 years of professional working experience in auditing and management consultation and has provided professional services for more than a hundred enterprises and multiple government projects. She previously served as a general manager assistant at Zhonghua Certified Public Accountants* (中華會計師事務所), a managing partner at Beijing Pan-China Certified Public Accountants* (北京天健會計師事務所), a managing partner at Deloitte Hua Yong Certified Public Accountants* (德勤華永會計師事務所) and a managing partner of Ernst & Young Hua Ming Certified Public Accountants* (安永華明會計師事務所).

Ms. Xie is currently an independent director of New Hope Liuhe Co., Ltd.* (新希望六和股份有限公司) (Shenzhen Stock Exchange listing number: 000876).

Ms. Xie has entered into a letter of appointment with the Company, pursuant to which Ms. Xie has been appointed as an independent non-executive Director for a term of twelve month period commencing from 22 April 2025, subject to the re-appointment of Ms. Xie by the Shareholders at the next following general meeting or annual general meeting (whichever is the earlier), 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 Ms. Xie will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the said letter of appointment of Ms. Xie, she 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 her qualifications, experience, level of responsibilities undertaken and the prevailing market conditions. The Director’s fee of Ms. Xie will be subject to annual review by the Remuneration Committee and the Board.

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