THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Energy International Investments Holdings Limited** (the "**Company**"), you should at once forward this circular, and the accompanying proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED

能源國際投資控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 353)

PROPOSALS IN RELATION TO GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice of the annual general meeting (the "**AGM**") of the Company to be held at Units 1204–07, 12th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange and the Company.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions as indicated thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

* *For identification purpose only*

28 July 2025

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company convened to be held at Units 1204–07, 12th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 22 August 2025 at 11:00 a.m., the notice of which is set out on pages 17 to 21 of this circular
"Articles" or "Articles of Association"	the articles of association of the Company
"associate(s)"	having the meaning ascribed thereto under the Listing Rules
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Buy-back Mandate"	the buy-back mandate proposed to be granted to the Directors at the AGM to buy-back up to 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the relevant resolution granting such mandate
"Company"	Energy International Investments 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 with stock code 353
"Director(s)"	the director(s) of the Company
"Extended Issue Mandate"	a general mandate to add to the Issue Mandate the aggregated number of Shares bought-back by the Company under the Buy-back Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	The Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	the general mandate to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	21 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"Register"	the register of members of the Company
"Remuneration Committee"	the remuneration committee of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs as issued by the Securities and Futures Commission of Hong Kong and as amended, modified and supplemented from time to time
"treasury shares"	having the meaning ascribed thereto under the Listing Rules
"%"	per cent.

ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED
能源國際投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 353)

Executive Directors:
Mr. Cao Sheng *(Co-Chairman)*
Mr. Sun Li *(Co-Chairman)*
Mr. Liu Yong *(Chief Executive Officer)*
Mr. Chan Wai Cheung Admiral
Mr. Luo Yingnan
Ms. Wang Yiren

Independent Non-executive Directors:
Mr. Tang Qingbin
Mr. Fung Nam Shan
Mr. Sung Ka Woon

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:
Units 1204–07, 12th Floor
Shui On Centre
6–8 Harbour Road, Wanchai
Hong Kong

28 July 2025

To the Shareholders

Dear Sir or Madam

PROPOSALS IN RELATION TO GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Buy-back Mandate, the Extended Issue Mandate and the re-election of Directors, and to seek your approval at the AGM in connection with, among other things, such matters.

* *For identification purpose only*

ISSUE MANDATE

At the last annual general meeting of the Company held on 13 September 2024, the Shareholders passed an ordinary resolution to authorise the Directors to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the issued capital of the Company (excluding treasury shares, if any) as at the date of the passing of such resolution. Such general mandate will lapse upon the conclusion of the AGM unless the mandate is renewed at such meeting. It is therefore proposed that the Issue Mandate be renewed at the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and the Extended Issue Mandate, details of which are set out in resolutions numbered 4 and 6 respectively in the notice of the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,562,890 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 216,112,578 Shares, representing not more than 20% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of such resolution.

BUY-BACK MANDATE

At the last annual general meeting of the Company held on 13 September 2024, the Shareholders passed an ordinary resolution to authorise the Directors to exercise the powers of the Company to buy-back its own Shares not exceeding 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of such resolution. Such general mandate will lapse upon the conclusion of the AGM unless the authority is renewed at such meeting. It is therefore proposed that the Buy-back Mandate be renewed at the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Buy-back Mandate, details of which are set out in resolution numbered 5 in the notice of the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,562,890 Shares. Subject to the passing of the resolution approving the Buy-back Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 108,056,289 Shares, representing not more than 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of such resolution.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Buy-back Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of nine Directors, including six executive Directors, namely, Mr. Cao Sheng (Co-Chairman), Mr. Sun Li (Co-Chairman), Mr. Liu Yong (Chief Executive Officer), Mr. Chan Wai Cheung Admiral, Mr. Luo Yingnan and Ms. Wang Yiren; and three independent non-executive Directors, namely, Mr. Tang Qingbin, Mr. Fung Nam Shan and Mr. Sung Ka Woon.

According to Article 108(A), at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three, or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. According to Article 108(B), the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with Articles 108(A) and 108(B), Mr. Liu Yong ("**Mr. Liu**"), Mr. Chan Wai Cheung Admiral ("**Mr. Chan**") and Mr. Fung Nam Shan ("**Mr. Fung**") would retire by rotation at the AGM.

Ms. Wang Yiren ("**Ms. Wang**") and Mr. Sun Li ("**Mr. Sun**") were newly appointed since the last annual general meeting of the Company. In accordance with Article 112, Ms. Wang and Mr. Sun would hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

The Board was notified by each of Mr. Liu, Mr. Chan, Ms. Wang, Mr. Sun and Mr. Fung (collectively, the "**Re-electing Directors**") that he/she will offer himself/herself for re-election at the AGM.

The Nomination Committee has reviewed and assessed the background, expertise and experience of the Re-electing Directors, having regard to the board diversity policy of the Company and taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge, length of service and time devotion. The Nomination Committee recommends the Re-electing Directors to stand for re-election.

Particulars of the Re-electing Directors are set out in Appendix II to this circular.

Particular attention was given to reviewing the independence and re-election of Mr. Fung, who was appointed as an independent non-executive Director in May 2015 and has served in such role for more than nine years.

Pursuant to the code provision B.2.3 of Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. Moreover, the accompanying circular proposing their re-election should include reasons why the board or the nomination committee believe that such independent non-executive director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or nomination committee) in arriving at such determination.

In considering whether Mr. Fung is still independent, the Nomination Committee and the Board have taken into account his ability to act objectively and impartially and to provide an independent view in respect of the Company's matters. Mr. Fung has not engaged in any executive management of the Group. In addition, based on the confirmation of independence under Rule 3.13 of the Listing Rules from Mr. Fung, the Nomination Committee and the Board are of the opinion that he continues to fulfil the independence requirements.

Furthermore, during his tenure of office, Mr. Fung had discharged his duties as independent non-executive Director to the satisfaction of the Board. Through exercising the scrutinising and monitoring function of independent non-executive Director, he had contributed to the effectiveness of the Board for the interest of the Shareholders.

Taking into account the foregoing factors and Mr. Fung's independent scope of work in the past years, the Board considers that going forward, Mr. Fung would remain independent under the Listing Rules despite the fact that Mr. Fung has served the Board for more than nine years. The Board also believes that the continued tenure of Mr. Fung will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Fung who has over time brought valuable insight into the Group. The proposed re-election of Mr. Fung as an independent non-executive Director who has served more than nine years will be subject to a separate resolution to be approved by the Shareholders at the AGM.

CLOSURE OF REGISTER AND RECORD DATE

For determining the entitlement to attend and vote at the AGM, the Register will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025 (both dates inclusive), during which period no transfer of the Shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar for registration no later than 4:30 p.m. on Monday, 18 August 2025. The record date for the attending and voting at the meeting is Friday, 22 August 2025.

AGM

The notice convening the AGM to be held at Units 1204–07, 12th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange and the Company.

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy, in accordance with the instructions as indicated thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the resolutions contained in the notice of the AGM. As such, no Shareholder is required to abstain from voting on the resolutions contained in the notice of the AGM.

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.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will demand a poll on each resolution contained in the notice of the AGM, and will explain the detailed procedures for conducting a poll at the commencement of the AGM. After the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at http://www.hkexnews.hk and the website of the Company at http://website.energyintinv.wisdomir.com.

RECOMMENDATION

The Directors are of the view that the granting of the Issue Mandate, the Buy-back Mandate and the Extended Issue Mandate, and the re-election of the Re-electing Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all the relevant resolutions relating to aforesaid matters to be proposed at the AGM.

Yours faithfully
By order of the Board
Energy International Investments Holdings Limited
Cao Sheng
Co-Chairman

The following explanatory statement contains the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders relating to the resolution to be proposed at the AGM authorising the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,562,890 fully paid Shares and the Company did not hold any treasury shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the AGM, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 108,056,289 fully paid Shares.

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

Under the Listing Rules, the Company will either (i) cancel the buy-back Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such buy-back of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate in ordinary resolution numbered 4 in the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("**CCASS**") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF BUY-BACKS

Buy-backs made pursuant to the Buy-back Mandate would be financed entirely from funds which are legally available for such purpose in accordance with the Listing Rules, the applicable laws of the Cayman Islands, the Articles and the memorandum of association of the Company.

Any buy-back by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the Companies Act of the Cayman Islands, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act of the Cayman Islands, out of capital.

The Directors consider that the exercise in full of the Buy-back Mandate to buy-back Shares might have a material adverse impact on the working capital or the gearing position of the Group as compared with its financial position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2025. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Group unless the Directors consider that such buy-backs are in the best interests of the Company and the Shareholders notwithstanding such adverse impact.

4. UNDERTAKING

There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates of the Directors who have a present intention, in the event that the Buy-back Mandate is granted by Shareholders, to sell Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back pursuant to the Buy-back Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands. The Company has confirmed that neither the explanatory statement nor the Buy-back Mandate has any unusual features.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Company is authorised to make buy-backs of the Shares.

5. TAKEOVERS CODE

If on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, 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 could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no present intention to buy-back any Shares to the extent that it will trigger the obligations for any Shareholder or group of Shareholders acting in concert becoming obliged to make a mandatory offer under the Takeovers Code. Moreover, the Directors have no present intention to buy-back any Shares to the extent that it will result in the amount of Shares held by the public being reduced to less than 25% of the total issued Shares.

6. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the last six months immediately prior to the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

Month	Highest Price *HK$*	Lowest Price *HK$*
2024		
July	0.81	0.44
August	0.46	0.26
September	0.52	0.35
October	0.62	0.42
November	0.50	0.44
December	0.50	0.44
2025		
January	0.49	0.38
February	0.41	0.33
March	0.43	0.35
April	0.50	0.36
May	0.50	0.41
June	0.49	0.39
July (up to the Latest Practicable Date)	0.46	0.35

The biographical information of the Re-electing Directors who will stand for re-election at the AGM are set out below:

EXECUTIVE DIRECTOR

Mr. Liu Yong, aged 50, was appointed as an executive Director and the chief executive officer of the Company in April 2022. He studied a correspondence course in Transportation Financial Accounting with Xi'an Highway University (now known as Chang'an University) in 1994 to 1997. Mr. Liu has extensive financial and management experiences in government authorities and privately owned enterprises in the People's Republic of China (the "**PRC**").

Mr. Liu is legally and beneficially interested in 20% of the issued share capital of Cosmic Shine International Limited ("**Cosmic Shine**") and is deemed to be interested (pursuant to Part XV of the SFO) in 575,431,372 Shares held by Cosmic Shine. Mr. Liu is currently a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Liu has not held any other position with any members of the Group and has not held any other directorships in any listed public companies in the last three years. As far as the Board is aware, save as disclosed above, Mr. Liu has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, Mr. Liu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Liu. Mr. Liu is not appointed for a specific term but is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Liu will be entitled to a director's remuneration to be determined by the Remuneration Committee and the Board with reference to his duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions. For the year ended 31 March 2025, Mr. Liu had received a remuneration of HK$450,000 as a Director and approximately HK$1,341,000 as a director of Shandong Shundong Port Services Co., Ltd. ("**Shundong Port**"), a subsidiary of the Company.

Save as disclosed above, Mr. Liu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chan Wai Cheung Admiral, aged 52, was appointed as an independent non-executive Director in March 2012 and was re-designated as an executive Director in November 2013. He was also appointed as the company secretary of the Company from November 2016 to August 2022. He holds a Bachelor of Arts (Honours) in Accountancy from City University of Hong Kong. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in the accounting and auditing fields. Mr. Chan is an independent non-executive director of Zhong Ao Home Group Limited (stock code: 1538), which is listed on the Main Board ("**Main Board**") of the Stock Exchange. He was an independent non-executive director of each of China Water Affairs Group Limited (stock code: 855), which is listed on the Main Board, from January 2020 to November 2022 and SFund International Holdings Limited (stock code: 1367), which was listed on the Main Board, from November 2016 to August 2022.

Mr. Chan is currently a director of certain subsidiaries of the Company and a member of each of the Nomination Committee and Remuneration Committee. Save as disclosed above, Mr. Chan has not held any other positions with the Company or any members of the Group and has not held any other directorships in any listed public companies in the last three years. As far as the Board is aware, Mr. Chan has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Chan. Mr. Chan is not appointed for a specific term but is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Chan will be entitled to a director's remuneration to be determined by the Remuneration Committee and the Board with reference to his duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions. For the year ended 31 March 2025, Mr. Chan had received a director's remuneration of approximately HK$726,000.

Save as disclosed above, Mr. Chan has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Wang Yiren, aged 41, was appointed as an executive Director in December 2024. She holds a bachelor's degree in Composition and Composition Technology Theory from Xi'an Conservatory of Music. Prior to joining the Group, Ms. Wang has worked as a chief strategy officer in a family-owned investment company for over 6 years, having experience in formulating investment strategy and reviewing investment projects relating to petrochemical and technology industries and having business connections in the areas of petrochemical and commodity trading.

Ms. Wang is currently a member of the Nomination Committee. Save as disclosed above, Ms. Wang has not held any other positions with any members of the Group and has not held any other directorships in any listed public companies in the last three years. As far as the Board is aware, Ms. Wang has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Wang does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Wang has entered into a service agreement with the Company for a term of one year from 20 December 2024, subject to further renewal, and will continue thereafter unless and until terminated by the Company or Ms. Wang has not been re-elected as a Director or has been removed by Shareholders at any of its general meeting or is disqualified from acting as a Director in accordance with the Articles of Association. Ms. Wang will be entitled to a director's remuneration to be determined by the Remuneration Committee and the Board with reference to her duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions. For the year ended 31 March 2025, Ms. Wang had received a director's remuneration of approximately HK$107,000.

Save as disclosed above, Ms. Wang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Sun Li, aged 50, was appointed as an executive Director and a Co-Chairman of the Company in July 2025. He obtained a Master in International Business from European Business School. He joined the Group in August 2020 and occupied the position of vice general manager of Shundong Port until April 2024. Mr. Sun also acted as the Company's general manager since December 2023, until he was re-designated as the Company's operations manager in March 2025. Prior to joining the Group, Mr. Sun worked at various business enterprises occupying top managerial positions, having many years of experience in enterprise management.

Save as disclosed above, Mr. Sun has not held any other positions with any members of the Group and has not held any other directorships in any listed public companies in the last three years. As far as the Board is aware, Mr. Sun has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Sun has confirmed to the Company that Shundong Capital Pte. Ltd., a corporation which is owned as to 80% and 20% by him and his spouse respectively, is interested in 31,517,848 Shares, representing approximately 2.92% of the issued share capital of the Company. Save as disclosed above, Mr. Sun does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Sun has entered into a service agreement with the Company for a term of one year from 9 July 2025, subject to further renewal, and will continue thereafter unless and until terminated by the Company or Mr. Sun has not been re-elected as a Director or has been removed by Shareholders at any of its general meeting or is disqualified from acting as a Director in accordance with the Articles of Association. Mr. Sun will be entitled to a director's remuneration to be determined by the Remuneration Committee and the Board with reference to his duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions. Mr. Sun did not receive any director's remuneration for the year ended 31 March 2025 since he was appointed as the executive Director and Co-Chairman of the Company on 9 July 2025.

Save as disclosed above, Mr. Sun has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fung Nam Shan, aged 48, was appointed as an independent non-executive Director in May 2015. Mr. Fung holds a bachelor's degree in commerce awarded by the University of Newcastle, Australia. Mr. Fung has become a certified public accountant of the Hong Kong Institute of Certified Public Accountants since February 2010 and a Certified Practising Accountant of CPA Australia since October 2003.

Currently, Mr. Fung is an independent non-executive director of JH Educational Technology INC. (currently listed on the Main Board (stock code: 1935)). He is also the company secretary of China Putian Food Holding Limited, a company listed on the Main Board (stock code: 1699), and Thelloy Development Group Limited, a company listed on the Main Board (stock code: 1546). Mr. Fung was an independent non-executive director of China Fortune Investments (Holding) Limited, which was listed on GEM (stock code: 8116), during the period from August 2021 to September 2021. He was the joint company secretary of Future Bright Mining Holdings Limited (currently listed on the Main Board (stock code: 2212)), during the period from November 2015 to October 2016 and the company secretary and authorised representative of each of China Ocean Group Development Limited (currently listed on GEM (stock code: 8047)), during the period from May 2015 to May 2017, MH Development Limited, which was listed on the Main Board (stock code: 2662), during the period from February 2016 to August 2021, China Supply Chain Holdings Limited (currently listed on the Main Board (stock code: 3708)), during the period from March 2016 to July 2021, Yues International Holdings Group Limited (currently listed on the Main Board (stock code: 1529)), during the period from June 2021 to June 2022, and Seamless Green China (Holdings) Limited, which was listed on GEM (stock code: 8150), during the period from May 2015 to April 2024.

Mr. Fung is currently a member of each of the Audit Committee, Nomination Committee and Remuneration Committee. Save as disclosed above, Mr. Fung has not held any other positions with any members of the Group and has not held any other directorships in any listed public companies in the last three years. As far as the Board is aware, Mr. Fung has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Fung does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr. Fung. Mr. Fung is not appointed for a specific term but is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Fung will be entitled to a director's remuneration to be determined by the Remuneration Committee and the Board with reference to his duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions. For the year ended 31 March 2025, Mr. Fung had received a director's fee of HK$162,000.

Save as disclosed above, Mr. Fung has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED
能源國際投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 353)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Energy International Investments Holdings Limited (the "**Company**") will be held at Units 1204–07, 12th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 22 August 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and reports of the directors and the auditor of the Company for the year ended 31 March 2025;

2. (a) To re-elect Mr. Liu Yong as an executive director of the Company;

   (b) To re-elect Mr. Chan Wai Cheung Admiral as an executive director of the Company;

   (c) To re-elect Ms. Wang Yiren as an executive director of the Company;

   (d) To re-elect Mr. Sun Li as an executive director of the Company;

   (e) To re-elect Mr. Fung Nam Shan, who has served more than nine years since May 2015, as an independent non-executive director of the Company;

   (f) To authorise the board (the "**Board**") of directors (the "**Directors**") of the Company to fix the Directors' remuneration;

3. to re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

* *For identification purpose only*

4. "**THAT**:

(a) subject to paragraphs (c) and (d) 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company (the "**Issue Mandate**") to allot, issue and deal with shares in the capital of the Company (including any sale and transfer of treasury shares out of treasury) and to make or grant offers, agreements, options, securities convertible or exchangeable into shares of the Company (the "**Shares**") or similar rights which might require the exercise of such powers be and the same 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, options, securities convertible or exchangeable into Shares or similar rights, the making, issuing or granting of which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the share capital allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to any officers, employees and/ or directors of the Company and/or any of its subsidiaries and/or any other participants of such scheme or arrangement of shares or rights to acquire shares; or (iv) the exercise of rights of conversion or exchange under the terms of any convertible securities or exchangeable securities issued by the Company; or (v) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (vi) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(d) the Issue Mandate shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the Issue Mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration; and

(e) for the purposes 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 unless this authority is renewed either conditionally or unconditionally at such meeting; and

(ii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

"**Rights Issue**" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong); and

"**Benchmarked Price**" means the higher of: (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the Issue Mandate; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (iii) the date on which the placing or subscription price is fixed."

5. "**THAT**:

   (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company (the "**Buy-back Mandate**") to buy-back shares of the Company on the Stock Exchange, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;

   (b) the aggregate number of Shares bought-back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

   (c) for the purposes 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 unless this authority is renewed either conditionally or unconditionally at such meeting; and

      (ii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon the passing of ordinary resolutions numbered (4) and (5) as set out in the notice of this meeting of which this resolution forms part, the share capital of the Company which shall have been bought-back by the Company under the Buy-back Mandate shall be added to the share capital that may be allotted or agreed to be allotted by the Directors pursuant to the Issue Mandate."

By order of the Board
Energy International Investments Holdings Limited
Cao Sheng
Co-Chairman

Hong Kong, 28 July 2025

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:
Units 1204–07, 12th Floor, Shui On Centre,
6–8 Harbour Road, Wanchai,
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

3. In relation to proposed resolution numbered 2 above, Mr. Liu Yong, Mr. Chan Wai Cheung Admiral, Ms. Wang Yiren, Mr. Sun Li and Mr. Fung Nam Shan, will retire from their offices of Directors at the above meeting, and being eligible, will offer themselves for re-election. Particulars of the re-electing Directors are set out in Appendix II to the circular dispatched to the shareholders of the Company accompanying this notice.

4. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.

5. In relation to proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular dispatched to the shareholders of the Company accompanying this notice.

6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the meeting will be taken by poll.

7. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 18 August 2025. The record date for the attending and voting at the meeting is Friday, 22 August 2025.

8. As at the date of this notice, the executive Directors are Mr. Cao Sheng (Co-Chairman), Mr. Sun Li (Co-Chairman), Mr. Liu Yong (Chief Executive Officer), Mr. Chan Wai Cheung Admiral, Mr. Luo Yingnan and Ms. Wang Yiren; and the independent non-executive Directors are Mr. Tang Qingbin, Mr. Fung Nam Shan and Mr. Sung Ka Woon.