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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
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Enviro Energy International Holdings Limited to be held at Units 1201–03, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 15 June 2026 at 4:00 p.m. is set out on pages AGM-1 to AGM-6 of this circular. Whether or not 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 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 holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude 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.

28 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I — EXPLANATORY STATEMENT I-1

APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION II-1

NOTICE OF ANNUAL GENERAL MEETING AGM-1

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 Units 1201–03, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 15 June 2026 at 4:00 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 AGM-1 to AGM-6 of this circular;
"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 (excluding treasury shares, if any) 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;
"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 (including any sale and transfer of treasury shares) up to 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution approving such mandate;
"Latest Practicable Date"	21 April 2026, 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;
"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 and Share Buy-backs;
"treasury shares"	has the meaning ascribed to it under the Listing Rules;
"%"	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. Wu Wei *(Chairman)*
Mr. Lai Dexing
Mr. Cao Zhongshu

Non-executive Director:
Mr. Jiang Senlin

Independent Non-executive Directors:
Ms. Xie Jiayang
Mr. Zhang Xiaoqiang
Mr. Pan Yongye

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

Head Office and Principal Place of Business in Hong Kong:
Room 2201B, 22/F,
Harbour Centre,
25 Harbour Road,
Wanchai, Hong Kong

28 April 2026

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held at Units 1201–03, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 15 June 2026 at 4:00 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;

(c) extension of Issue Mandate by adding to it the aggregate number of Shares bought back under the Buy-back Mandate; and

(d) the proposed re-election of Directors.

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 2,799,385,743 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 (including any sale and transfer of treasury shares) which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 559,877,148 Shares and the maximum number of Shares (excluding treasury shares, if any) which may be bought back pursuant to the Buy-back Mandate on the date of the AGM will be 279,938,574 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. Cao Zhongshu, Mr. Jiang Senlin and Mr. Pan Yongye shall retire by rotation at the AGM and being eligible, shall offer themselves for re-election at the AGM.

Each of Mr. Cao Zhongshu, Mr. Jiang Senlin and Mr. Pan Yongye (the "**Retiring Directors**") 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 the Retiring Directors at the AGM. Mr. Cao Zhongshu and Mr. Pan Yongye who are the members of the Nomination Committee abstained from voting at the Nomination Committee's meeting when their 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 Retiring Directors to the Board and their commitment to their roles as described in the biographical details in the Appendix II of this circular.

The Board has received and the Nomination Committee has assessed and reviewed the written confirmation of independence of Mr. Pan Yongye based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

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 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. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Monday, 15 June 2026. 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 Wednesday, 10 June 2026 to Monday, 15 June 2026 (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 Hong Kong branch share registrar, Tricor Investor Services 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 Tuesday, 9 June 2026. The record date for attending and voting at the AGM is on Monday, 15 June 2026.

IV. THE AGM

The AGM Notice is set out on pages AGM-1 to AGM-6 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 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 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.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed resolutions at the AGM shall be taken by poll. An announcement will be made by the Company following the conclusion of the AGM to inform the Shareholders of the poll results of the AGM.

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 Investor Services 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 Tuesday, 9 June 2026.

V. 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.

VI. 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.

VII. 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.

Yours faithfully
By order of the Board
Enviro Energy International Holdings Limited
Wu Wei
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 2,799,385,743 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 279,938,574 Shares, representing 10% of the total number of issued Shares (excluding treasury shares, if any) 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. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association and the applicable laws of Cayman Islands and the Listing Rules. Buy-back of Shares 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 applicable 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 2025, 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 consider that neither this Explanatory Statement nor the proposed share repurchase has any unusual features.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable 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, Amethyst Asia Limited ("**Amethyst**") holds 2,091,358,376 Shares, representing approximately 74.71% 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 Amethyst in the Company will then be increased to approximately 83.01% of the issued share capital of the Company, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-back Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any 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. POST SHARE BUY-BACK ARRANGEMENTS

Following a buy-back of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the buy-back, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing 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 relevant record date for the dividends or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

10. 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 Price per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	0.069	0.053
May	0.058	0.045
June	0.061	0.047
July	0.073	0.048
August	0.056	0.046
September	0.057	0.048
October	0.051	0.047
November	0.048	0.040
December	0.052	0.040
2026		
January	0.066	0.041
February	0.063	0.037
March	0.078	0.041
April (Up to the Latest Practicable Date)	0.066	0.050

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. Cao Zhongshu ("Mr. Cao"), Executive Director

Mr. Cao, aged 34, has been appointed as the executive Director and a member of the Nomination Committee since 30 June 2023.

Mr. Cao obtained a master degree in Diplôme ESC from ESCP Business School in France and a bachelor degree in science from Peking University. He also has the practicing license in securities issued by the Securities Association of China and the Securities Practice Qualification Certificate granted by Asset Management Association of China. Mr. Cao has many years of experience in investment, financing and corporate management. He has served in Ether Capital, a financial consulting company, and HC Capital, a private equity firm. Mr. Cao is currently a legal representative of Hangzhou Jun Heng Building Materials Limited* (杭州峻衡建材有限公司) ("**Jun Heng Building Materials**"), an indirect non wholly-owned subsidiary of the Company, responsible for its daily operations, and an investment director of Zhejiang Zhongnan Construction Group Company Limited* (浙江中南建設集團有限公司), which has an indirect interest in Jun Heng Building Materials.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cao 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. Cao does not have, or is not deemed to have any interest 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. Cao (i) does not hold any other position 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. Cao has entered into a service contract with a subsidiary of the Company, pursuant to which there will be no specific length of service as stipulated under the said service contract. Mr. Cao will hold office until the next annual general meeting of the Company and is therefore subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the said service contract of Mr. Cao, he will be entitled to a director's remuneration of HK$390,000 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. Cao will also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration

* *For identification purpose only*

Committee and the Board having regard to the Company's and his performance. The remuneration of Mr. Cao 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 Rule 13.51(2) 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"), Non-executive Director

Mr. Jiang, aged 54, was appointed as an executive Director on 28 June 2019 and has been redesignated as a non-executive Director since 5 July 2024.

Mr. Jiang has been the vice-president and chief financial officer since January 2018 and appointed as the chief executive officer in October 2022 in Wonderland International Financial Holdings Limited (華德國際金融控股有限公司). Mr. Jiang has been an independent non-executive director of China Ruifeng Renewable Energy Holdings Limited, which is listed on Main Board of the Stock Exchange (Stock Code: 527) since 31 January 2019; Wan Kei Group Holdings Limited, which is listed on Main Board of the Stock Exchange (Stock Code: 1718) since 07 September 2023; and China Tianrui Group Cement Company Limited, which is listed on Main Board of the Stock Exchange (Stock Code: 1252) since 27 August 2025. Mr. Jiang worked in Beijing Renge 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 Ruihe Data Technology Holdings Limited (formerly known as "Suoxinda Holdings Limited"), which is listed on Main Board of the Stock Exchange (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 PRC 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 interest 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 position 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 the Company for a term of twelve-month period, which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the team. His term of service shall continue unless and until terminate by either party by giving to the other two 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$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. 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) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

(3) Mr. Pan Yongye ("Mr. Pan"), Independent Non-executive Director

Mr. Pan, aged 31, has been appointed as an Independent Non-executive Director, chairman of the Nomination Committee, a member of the audit committee of the Company and a member of the Remuneration Committee since 30 June 2023.

Mr. Pan obtained a British Honours bachelor degree. He passed the Securities Practitioner Qualification Examinations of the Securities Association of China and completed the AFP financial planner training. Mr. Pan has many years of experience in investment, financing and undertaking in the Hong Kong capital market. He is good at business management, corporate financing and capital cooperation and so on. He has worked for the credit department of Industrial and Commercial Bank of China, MILA SPC- Stawell Gold Mine Fund SP as an assistant of the fund manager, and the product department of Genuine Oriental Wealth Management Limited as a senior manager. Mr. Pan is currently the managing director of Foshin PAN-Asia Capital Limited, responsible for undertaking investment and merger and acquisition projects.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pan 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. Pan does not have, or is not deemed to have any interest 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. Pan (i) does not hold any other position 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. Pan entered into a letter of appointment with the Company, pursuant to which Mr. Pan has been appointed as the independent non-executive Director for a term of twelve-month period, subject to the re-appointment of Mr. Pan 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. Pan will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Mr. Pan, Mr. Pan 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. Pan's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The Director's fee of Mr. Pan 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 Rule 13.51(2) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

Enviro Energy International Holdings Limited
環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1102)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**AGM**") of Enviro Energy International Holdings Limited (the "**Company**") will be held at Units 1201–03, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 15 June 2026 at 4:00 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 2025;

(ii) to re-elect Mr. Cao Zhongshu as an executive director of the Company;

(iii) to re-elect Mr. Jiang Senlin as a non-executive director of the Company;

(iv) to re-elect Mr. Pan Yongye 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;

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**") (including any sale and transfer of treasury shares, which shall have the meaning ascribed to it by the Listing Rules of the Stock Exchange 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

(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 (excluding treasury shares, if any) 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 (the "**Shareholders**") 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 of the Company 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 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 and, if permitted under the Listing Rules, to determine whether such shares of the Company bought back shall be held as treasury shares by the Company or otherwise be cancelled subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time be and is hereby generally and unconditionally approved;

(b) the total number of 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 (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purpose of this resolution:

"Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:

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

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

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

(iv) Any reference to an allotment, issue, conversion, grant or dealing of Shares shall include the resale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

(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 to allot, issue and deal with additional 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 (excluding treasury shares, if any) on the date of this resolution."

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

Hong Kong, 28 April 2026

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

Head Office and Principal Place of Business in Hong Kong:
Room 2201B, 22/F,
Harbour Centre,
25 Harbour Road,
Wanchai, Hong Kong

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

Executive Directors:
Mr. Wu Wei *(Chairman)*
Mr. Lai Dexing
Mr. Cao Zhongshu

Non-executive Director:
Mr. Jiang Senlin

Independent Non-executive Directors:
Ms. Xie Jiayang
Mr. Zhang Xiaoqiang
Mr. Pan Yongye

Notes:

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote in his/her/its stead in accordance with the Articles of Association. A proxy need not be a Shareholder.

2. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, 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 AGM personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company 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 Investor Services 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.

4. In order to be eligible to attend and vote at the AGM, all unregistered holders of the Shares 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 9 June 2026. The record date for attending and voting at the AGM is on Monday, 15 June 2026.

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.