
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 hand 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 Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 September 2020 at 3:00 p.m. is set out on pages 14 to 18 of this circular. 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 printed thereon and deposit the same at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for 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.

Precautionary measures for the Annual General Meeting

Taking into account the recent developments of the coronavirus disease 2019 (COVID-19), the Company will implement the following prevention and control measures at the AGM to safeguard the health and safety of the Shareholders attending the AGM:

1. Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.
2. Every Shareholder or proxy is required to wear a surgical face mask throughout the meeting.
3. No refreshments will be served and no corporate gifts will be distributed.

Shareholders, particularly those who are subject to quarantine in relation to COVID-19, are reminded that they may appoint any person or the chair of the AGM as a proxy to attend and vote at the AGM, instead of attending and voting in person.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the Issue Mandate and the Buy-back Mandate and the re-election of retiring Directors at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 September 2020 at 3:00 p.m.
“Articles” or “Articles of Association”	the articles of association of the Company
“associate”	has the meaning ascribed to this term under the Listing Rules
“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 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 not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	2 September 2020, 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
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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. Lan Yongqiang (*Chairman*)
Mr. Wang Feng (*Vice Chairman*)
Mr. Chan Wai Cheung *Admiral*
Mr. Cao Sheng
Mr. Yu Zhiyong
Dr. Lei Liangzhen

Independent Non-executive Directors:

Mr. Tang Qingbin
Mr. Wang Jinghua
Mr. Fung Nam Shan

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 4307-08, Office Tower, Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

7 September 2020

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 and the Extended Issue Mandate, and the re-election of Directors, and to seek your approval at the AGM in connection with, among others things, such matters.

* *For identification purpose only*

LETTER FROM THE BOARD

ISSUE MANDATE

At the last annual general meeting of the Company held on 28 June 2019, the Shareholders passed an ordinary resolution to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the issued capital of the Company 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 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 5,444,844,590 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 1,088,968,918 Shares, representing not more than 20% of the issued share capital of the Company as at the date of the passing of such resolution.

BUY-BACK MANDATE

At the last annual general meeting of the Company held on 28 June 2019, 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 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 5,444,844,590 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 544,484,459 Shares, representing not more than 10% of the issued share capital of the Company 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. Lan Yongqiang (Chairman), Mr. Wang Feng (Vice Chairman) Mr. Chan Wai Cheung Admiral, Mr. Cao Sheng, Mr. Yu Zhiyong and Dr. Lei Liangzhen; and three independent non-executive Directors, namely, Mr. Tang Qingbin, Mr. Wang Jinghua and Mr. Fung Nam Shan.

LETTER FROM THE BOARD

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 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. Lan Yongqiang (“**Mr. Lan**”), Mr. Chan Wai Cheung Admiral (“**Mr. Chan**”) and Mr. Wang Jinghua (“**Mr. Wang JH**”) would retire by rotation at the AGM.

Mr. Wang Feng (“**Mr. Wang F**”) and Dr. Lei Liangzhen (“**Dr. Lei**”) were newly appointed since the last annual general meeting of the Company. In accordance with Article 112, Mr. Wang F and Dr. Lei would hold office until the AGM and, being eligible, offer himself/herself for re-election at the AGM.

The Board was notified by each of Mr. Lan, Mr. Chan, Mr. Wang F, Dr. Lei and Mr. Wang JH (collectively, the “**Re-electing Directors**”) that he/she will offer himself/herself for re-election at the AGM.

The Nomination Committee of the Company has reviewed and assessed the background, expertise and experience of the Re-electing Directors, having regard to the Board Diversity Policy of the Company 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.

AGM

The notice convening the AGM to be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 September 2020 at 3:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is enclosed. 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 printed thereon and deposit the same at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for 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.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein 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. The chairman of the AGM 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
Lan Yongqiang
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 5,444,844,590 fully paid 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 544,484,459 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.

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 all 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 Law 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 Law 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 financial statements contained in the annual report of the Company for the year ended 31 December 2019. 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.

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-backs 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\$
2019		
September	0.214	0.182
October	0.200	0.169
November	0.186	0.078
December	0.119	0.085
2020		
January	0.105	0.086
February	0.108	0.092
March	0.109	0.070
April	0.079	0.064
May	0.090	0.063
June	0.085	0.070
July	0.080	0.065
August	0.080	0.055
September (up to the Latest Practicable Date)	0.068	0.063

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

Executive Directors

Mr. Lan Yongqiang, aged 52, was appointed as an independent non-executive Director in July 2014 and was re-designated as an executive Director in December 2014. Mr. Lan was appointed as the Chairman of the Board in March 2018. He holds a Bachelor of Laws Degree from Lanzhou University. Mr. Lan has extensive experience in investment, mergers and acquisitions as well as in the business of public listing laws. Mr. Lan is currently a director of Jinhui Liquor Co., Ltd. (stock code: 603919) which is listed on the Shanghai Stock Exchange. Mr. Lan was an independent director of Guangdong Shunna Electric Co., Ltd. (stock code: 000533) from August 2010 to October 2015 and the chairman of Guangdong Golden Dragon Development Inc. (stock code: 000712) from July 2016 to June 2018, both of which are listed on the Shenzhen Stock Exchange; an independent director of Top Score Fashion Co., Ltd. (stock code: 603608), which is listed on the Shanghai Stock Exchange, from May 2015 to May 2018; and a director of Shenzhen Kangmei Biotechnology Co., Ltd. (stock code: 835541), which is quoted on the National Equities Exchange and Quotations System (the New Third Board), from May 2008 to May 2020.

Save as disclosed above, Mr. Lan 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. Lan has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Lan 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. Lan. Mr. Lan is not appointed for a specific term but is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Lan 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 December 2019, Mr. Lan had received a director's remuneration of HK\$680,000.

Save as disclosed above, Mr. Lan 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 47, 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 in November 2016. 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 each of SFund International Holdings Limited (stock code: 1367), Zhong Ao Home Group Limited (stock code: 1538), and China Water Affairs Group Limited (stock code: 855), all of which are listed on the Main Board of the Stock Exchange. Mr. Chan is also an independent non-executive director of China Oil Gangran Energy Group Holdings Limited (stock code: 8132), which is listed on GEM of the Stock Exchange. He was an independent non-executive director of Carnival Group International Holdings Limited (stock code: 996), which is listed in Main Board of the Stock Exchange, from December 2014 to May 2019; and a non-executive director of China Nonferrous Metals Company Limited (stock code: 8306), which was listed on GEM of the Stock Exchange from June 2017 to June 2019.

Mr. Chan is currently a director of certain subsidiaries of the Company and a member of each of nomination committee and remuneration committee of the Company. 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 December 2019, Mr. Chan had received a director's remuneration of approximately HK\$1,383,000.

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.

Mr. Wang Feng, aged 39, was appointed as an executive Director in August 2019 and the Vice Chairman of the Board in November 2019. Mr. Wang F graduated from Beijing Economic and Technological Research Institute in 2004 majoring in Marketing. Mr. Wang F has extensive management and investment experiences in internet technology and corporate solution industries in the PRC. Mr. Wang F is currently a co-founder of an internet healthcare solution company since 2015 and a director of a company engaged in design and implementation of application solution services for enterprises listed in Fortune Global 500 and is a subsidiary of a company listed in the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Wang F 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. Wang F has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Wang F 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. Wang F. Mr. Wang F is not appointed for a specific term but is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Wang F 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 December 2019, Mr. Wang F had received a director's remuneration of approximately HK\$83,000.

Save as disclosed above, Mr. Wang F 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.

Dr. Lei Liangzhen, aged 41, was appointed as an executive Director in August 2019. Dr. Lei obtained a Doctoral degree in Applied Mathematics from Université Clermont-Ferrand-II in 2006 and Doctor of Science majoring in Probability Theory and Mathematical Statistics from Wuhan University in 2005. She is currently an associate professor at the School of Mathematical Sciences Capital Normal University since 2008. She has published approximately 10 papers on periodicals in overseas and in the PRC.

Dr. Lei is a director of certain subsidiaries of the Company. Save as disclosed above, Dr. Lei 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, Dr. Lei has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Dr. Lei 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 Dr. Lei. Dr. Lei is not appointed for a specific term but is subject to retirement by rotation and re-election pursuant to the Articles of Association. Dr. Lei 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 December 2019, Dr. Lei had received a director's remuneration of HK\$60,000.

Save as disclosed above, Dr. Lei 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.

Independent non-executive Director

Mr. Wang Jinghua, aged 38, was appointed as an independent non-executive Director in July 2011. He graduated from University of Exeter, United Kingdom. He holds two Bachelor of Arts degrees with major in Internet Computing and Economics & Finance and a Master of Science degree with International Management. From 2009, Mr. Wang JH acted as a General Manager Assistant in China Western Holdings Co., Ltd. He has most experience in the investment program and contract in the urban construction project.

Mr. Wang JH is currently a member of each audit committee, nomination committee and remuneration committee of the Company. Save as disclosed above, Mr. Wang JH 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. Wang JH has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Wang JH 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. Wang JH. Mr. Wang JH is not appointed for a specific term but is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Wang JH will be entitled to a director's fee 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 December 2019, Mr. Wang JH had received a director's fee of HK\$60,000.

Save as disclosed above, Mr. Wang JH 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.

NOTICE OF THE AGM



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 IS HEREBY GIVEN that the annual general meeting of Energy International Investments Holdings Limited (the “**Company**”) will be held at Boardroom 5, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 28 September 2020 at 3:00 p.m. for the following purposes:

As Ordinary Business:

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 December 2019;
2.
 - (a) To re-elect Mr. Lan Yongqiang 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 Mr. Wang Feng as an executive director of the Company;
 - (d) To re-elect Dr. Lei Liangzhen as an executive director of the Company;
 - (e) To re-elect Mr. Wang Jinghua 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 ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

* *For identification purpose only*

NOTICE OF THE AGM

As Special Business:

To consider and, if thought fit, passing the following resolutions as ordinary resolutions:

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 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 as at the date of passing of this resolution, and the said approval shall be limited accordingly;

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- (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.”

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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 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
Lan Yongqiang
Chairman

Hong Kong, 7 September 2020

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 4307-08, Office Tower, Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

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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 Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In relation to proposed resolution no. 2 above, Mr. Lan Yongqiang, Mr. Chan Wai Cheung Admiral, Mr. Wang Feng, Dr. Lei Liangzhen and Mr. Wang Jinghua, will retire from their offices of Directors at the above meeting, and being eligible, will offer themselves for re-election. Particulars of the said 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 nos. 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 no. 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. As at the date of this notice, the executive Directors are Mr. Lan Yongqiang (Chairman), Mr. Wang Feng (Vice Chairman), Mr. Chan Wai Cheung Admiral, Mr. Cao Sheng, Mr. Yu Zhiyong and Dr. Lei Liangzhen; and the independent non-executive Directors are Mr. Tang Qingbin, Mr. Wang Jinghua and Mr. Fung Nam Shan.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Taking into account the recent developments of the coronavirus disease 2019 (COVID-19), the Company will implement the following prevention and control measures at the annual general meeting to safeguard the health and safety of the shareholders attending the annual general meeting:

1. Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.
2. Every shareholder or proxy is required to wear a surgical face mask throughout the meeting.
3. No refreshments will be served and no corporate gifts will be distributed.

Shareholders, particularly those who are subject to quarantine in relation to COVID-19, are reminded that they may appoint any person or the chair of the annual general meeting as a proxy to attend and vote at the annual general meeting, instead of attending and voting in person. A form of proxy for use at the annual general meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://website.energyintinv.wisdomir.com>).