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## **CHIHO ENVIRONMENTAL GROUP LIMITED**

**齊合環保集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 976)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Chiho Environmental Group Limited (the “**Company**”) will be held at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Friday, 31 July 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTIONS**

**“THAT**

- (a) the supplemental agreement (the “**Supplemental Agreement**”) dated 17 June 2020 supplemental to the sales framework agreement entered into between the Company and Loncin International Limited dated 22 January 2020 in relation to the sale of non-ferrous metal by the Group to Loncin International Limited, and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) the new annual caps for the maximum aggregate annual value for the transactions contemplated under the Supplemental Agreement for each of the three financial years ending 31 December 2022 as more particularly set out in the circular of the Company dated 10 July 2020 be and are hereby approved, confirmed and ratified; and

(c) any one director of the Company be and is hereby authorised to do all such things and acts of administrative nature as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Supplemental Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Supplemental Agreement.”

By Order of the Board  
**Chiho Environmental Group Limited**  
**Qin Yongming**  
*Chairman*

Hong Kong, 10 July 2020

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

48 Wang Lok Street  
Yuen Long Industrial Estate  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company (“**Share(s)**”) may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.

2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 11:00 a.m. on Wednesday, 29 July 2020) or any adjournment thereof.
4. Shareholders are advised to read the circular to the shareholders of the Company ("**Shareholder(s)**") dated 10 July 2020 which contains information concerning the resolutions to be proposed in this notice.
5. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting of the Company must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be vote on by a show of hands. Accordingly, the Chairman of the EGM will exercise his power under the articles of association of the Company to demand a poll in relation to all proposed resolutions at the EGM.
6. The EGM will be held on Friday, 31 July 2020 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations. However, if Typhoon Signal No. 8 or above remains hoisted or a Black Rainstorm Warning Signal is in force in Hong Kong at 9:00 a.m. on Friday, 31 July 2020, the EGM will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Monday, 3 August 2020.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. The Register of Members of the Company will be closed from Tuesday, 28 July 2020 to Friday, 31 July 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of the Shareholders who are entitled to attend and vote at the EGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 27 July 2020.

*As at the date of this notice, the Board comprises:*

*Executive Directors:*

Mr. Qin Yongming (*Chairman*)

Mr. Tu Jianhua

Mr. Rafael Heinrich Suchan (*Chief Executive Officer*)

Mr. Martin Simon (*Chief Financial Officer*)

*Independent Non-executive Directors:*

Dr. Loke Yu

Ms. Qian Liping

Mr. Ko Frankie Andrew