

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**(1) RESIGNATION OF EXECUTIVE DIRECTORS;
(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES
AND
(4) CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVE**

The Board announces that with effect from 3 March 2021:

- (1) Mr. Chen Chunguo has resigned as an executive Director and has ceased to be the chairman of the Board and the chairman of each of the Executive Committee, the Nomination Committee, the Strategy and Investment Committee and the Pricing Committee.

The Board further announces that with effect from 5 March 2021:

- (1) Mr. Ding Zhiyi has resigned as an executive Director and a member of each of the Executive Committee, the Strategy and Investment Committee and the Pricing Committee;
- (2) Ms. Yang Yali has resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;

- (3) Mr. Wang Qiwei has resigned as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
- (4) Mr. Ko Frankie Andrew has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Strategy and Investment Committee;
- (5) Ms. Lam Pui Sea has resigned as the Company Secretary and the Authorised Representative; and
- (6) Ms. So Shuk Yi Betty has been appointed as the Company Secretary and the Authorised Representative.

RESIGNATION OF EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Chiho Environmental Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Chen Chunguo (“**Mr. Chen**”) has ceased to be an executive Director, chairman of the Board and the chairman of each of the executive committee of the Company (the “**Executive Committee**”), the nomination committee of the Company (the “**Nomination Committee**”), the strategy and investment committee of the Company (the “**Strategy and Investment Committee**”) and the pricing committee of the Company (the “**Pricing Committee**”) with effect from 3 March 2021, as he would like to focus on and devote more time to his other business and personal commitments.

The Board further announces that Mr. Ding Zhiyi (“**Mr. Ding**”) has resigned as an executive Director, a member of each of the Executive Committee, the Strategy and Investment Committee and Pricing Committee with effect from 5 March 2021, due to his other business engagement which requires more of his attention and dedication.

Each of Mr. Chen and Mr. Ding has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Chen and Mr. Ding for their contributions to the Company during their tenure of office.

The Company will arrange for the election of the new chairman of the Board and the chairman of each of the Executive Committee, the Nomination Committee, the Strategy and Investment Committee and the Pricing Committee as soon as practicable in order to fill up the vacancies caused by the resignation of Mr. Chen.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that Ms. Yang Yali (“**Ms. Yang**”) has resigned as an independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each of the audit committee of the Company (the “**Audit Committee**”) and the Nomination Committee with effect from 5 March 2021, due to her other personal commitment.

The Board further announces that Mr. Wang Qiwei (“**Mr. Wang**”) has resigned as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 5 March 2021, due to his other personal commitment.

Each of Ms. Yang and Mr. Wang has confirmed that she/he has no disagreement with the Board and there are no other matters in relation to her/his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to take this opportunity to express its gratitude to Ms. Yang and Mr. Wang for their contributions to the Company during their tenure of office.

The Board is pleased to announce that with effect from 5 March 2021, Mr. Ko Frankie Andrew (“**Mr. Ko**”) has been appointed as an independent non-executive Director following the resignations of Ms. Yang and Mr. Wang. Mr. Ko is also appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Strategy and Investment Committee.

The biographical details of Mr. Ko are as follows:–

Mr. Ko, aged 70, graduated from the University of Wisconsin-Madison with a Bachelor’s degree in chemical engineering in 1974, the University of Kentucky with a Master’s degree in chemical engineering in 1976, and also from Marshall University with a Master of Business Administration in 1982. Mr. Ko started his career at Dow Chemical Company in 1976 and spent 31 years in various manufacturing and commercial leadership roles, with his most recent role from 2005 to 2007 as vice president of Greater China, responsible for business development. He also previously served as director of operations of Greater China, general manager of Greater China, and also an executive or director of various joint ventures of Dow Chemical Company. In 2007, Mr. Ko joined AEA Investors, a global private investment firm focused on private equity and debt investments in the middle market, and is currently a partner and an operating executive.

Mr. Ko previously acted as an independent non-executive director of the Company from 19 February to 29 December 2020.

There is no service contract between the Company and Mr. Ko. Pursuant to the appointment letter, he is appointed for a fixed term of one (1) year commencing from 5 March 2021, which is automatically renewable for successive terms of one year upon the expiry of a term. Mr. Ko shall hold office until the next general meeting of the Company after his appointment, where he shall be eligible for re-election, and thereafter subject to retirement by rotation at least once every three years and is eligible for re-election at each annual general meeting of the Company in accordance with the Company's Articles of Association. Mr. Ko is entitled to have an annual director's fee of HK\$250,000. Such remuneration has been recommended by the Remuneration Committee and approved by the Board. The remuneration of Mr. Ko is determined with reference to his duties and responsibilities within the Company, his background, qualifications and experience, current remuneration of other Directors, and the prevailing market conditions; and it shall be subject to annual review by the Board and the Remuneration Committee.

As at the date of this announcement, Mr. Ko (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")); (ii) does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) has not held any other positions with any members of the Group; and (iv) has not held any other directorships in any other listed public companies in the last three years. Save as disclosed in this announcement, the Board is not aware of any other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to the appointment of Mr. Ko that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to warmly welcome Mr. Ko to the Board.

Following the resignations of Ms. Yang and Mr. Wang and the appointment of Mr. Ko, the Board only has two independent non-executive Directors, which therefore falls below the minimum requirements under Rule 3.10(1) of the Listing Rules. In addition, the Audit Committee members decreased from three to two, falling below the minimum number required under Rule 3.21 of the Listing Rules.

The Board is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive Director and of the member of the Audit Committee and will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three months pursuant to Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board also announces that Ms. Lam Pui Sea (“**Ms. Lam**”), has tendered her resignation as the company secretary of the Company (the “**Company Secretary**”), an authorised representative of the Company under Rule 3.05 of the Listing Rules and an authorised representative of the Company for accepting service of process or notices in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively, the “**Authorised Representative**”) with effect from 5 March 2021. Ms. Lam has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Stock Exchange or the Shareholders.

The Board further announces that Ms. So Shuk Yi Betty (“**Ms. So**”) has been appointed as the Company Secretary and the Authorised Representative with effect from 5 March 2021. Ms. So currently serves as a vice president of SWCS Corporate Services Group (Hong Kong) Limited (方圓企業服務集團(香港)有限公司), a corporate service provider. Ms. So obtained a master’s degree in Chinese and Comparative Law from the City University of Hong Kong in 2004 and a master’s degree in business administration from the University of Leicester (long distance learning course) in 1999. Ms. So was admitted as an associate of The Chartered Governance Institute in the United Kingdom in 1997 and an associate of The Hong Kong Institute of Chartered Secretaries in 1997.

By Order of the Board
Chiho Environmental Group Limited
Rafael Heinrich Suchan
Chief Executive Officer and Executive Director

Hong Kong, 5 March 2021

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Tu Jianhua
Mr. Rafael Heinrich Suchan (*Chief Executive Officer*)
Mr. Martin Simon (*Chief Financial Officer*)
Mr. Miao Yu

Independent Non-executive Directors: Dr. Loke Yu
Mr. Ko Frankie Andrew

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.