
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action you should take, 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 Chiho Environmental Group Limited, you should at once hand this supplemental circular with the accompanying Supplemental Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR

**RE-ELECTION OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this supplemental circular shall have the meaning as set out in the section headed “Definitions” of this supplemental circular.

The Annual General Meeting of Chiho Environmental Group Limited will be held as originally scheduled at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 28 June 2021 at 3:00 p.m. The Supplemental AGM Notice is set out on pages 7 and 8 of this supplemental circular. This supplemental circular should be read in conjunction with the First Circular. The Supplemental Proxy Form for your use at the Annual General Meeting is enclosed with this supplemental circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Supplemental Proxy Form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Saturday, 26 June 2021) or any adjournment thereof. Completion and return of the Supplemental Proxy Form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

References to time and dates in this supplemental circular are to Hong Kong time and dates.

8 June 2021

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 28 June 2021 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Company”	Chiho Environmental Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“controlled corporations”	has the meaning ascribed to it in Part XV of the SFO
“Director(s)”	the director(s) of the Company
“First Circular”	the circular of the Company to its Shareholders dated 27 April 2021
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of the First Circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum of Association”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Nomination Committee”	the nomination committee of the Company
“Original AGM Notice”	the notice of the Annual General Meeting dated 27 April 2021
“Original Proxy Form”	the form of proxy for use at the Annual General Meeting published by the Company on the website of The Stock Exchange on 26 April 2021

DEFINITIONS

“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	the supplemental notice of Annual General Meeting of the Company dated 8 June 2021
“Supplemental Proxy Form”	the supplemental form of proxy for use at the Annual General Meeting published by the Company on the website of The Stock Exchange on 7 June 2021
“%”	percent



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)

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
Prof. Li Zhiguo

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

8 June 2021

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR

**RE-ELECTION OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the First Circular and the Original AGM Notice in relation to the resolutions to be proposed at the Annual General Meeting for consideration and approval. The purpose of this supplemental circular is to give you the Supplemental AGM Notice and to provide you with the information regarding the supplemental proposal to be put forward at the Annual General Meeting in relation to the re-election of an independent non-executive Director.

LETTER FROM THE BOARD

RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 24 May 2021 in relation to, among others, the Board appointed Prof. Li Zhiguo (“**Prof. Li**”) as an independent non-executive director of the Company with effect from 24 May 2021.

In accordance with Article 83(3) of the Articles of Association, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Prof. Li is eligible for re-election at the Annual General Meeting.

The biographical details of Prof. Li are as follows:

Prof. Li Zhiguo aged 44, was appointed as an independent non-executive Director with effect from 24 May 2021. He also serves as a member of each of the remuneration committee, nomination committee and the audit committee of the Company.

Prof. Li graduated with a Bachelor degree in Ferrous Metallurgy from Chongqing University in the PRC in 1999. He further obtained a Master of Metallurgical Automation degree, a Doctor of Computer Software and Theory degree and a Postdoctoral Fellowship in Management Science and Engineering from Chongqing University in the PRC in 2002, 2008 and 2017, respectively.

Prof. Li held senior positions at Shanghai Baosight Software Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600845), from 2008 to 2014, including serving as managing director of the research and development center of the Southwest region, deputy general manager and the secretary of the Southwest region. In October 2014, Prof. Li joined Chongqing Wansuo Enterprise Management Consulting Co., Ltd.* (重慶市玩索企業管理諮詢有限公司) as the chief consultant to provide advice on strategic management. Prof. Li then moved to serve as associate professor at the Chongqing Industry and Commerce University in the PRC since January 2018. He has also been a researcher specialising in strategic management at the Chongqing Technology and Business University Enterprise Management Research Center* (重慶工商大學企業管理研究中心) since January 2019. Prof. Li has intimate knowledge of strategic management and business mechanism in the PRC, and has extensive experience in academic research, government policy research and consultation research.

The Company has entered into an appointment letter with Prof. Li in relation to his appointment as an independent non-executive Director for a fixed term of one year, which is automatically renewable for successive terms of one year upon the expiry of a term. Pursuant to the appointment letter, Prof. Li is entitled to a director’s fee of HK\$250,000 per

* For identification purposes only

LETTER FROM THE BOARD

annum, which is determined with reference to his duties and responsibilities in the Company and the market rate for her position as independent non-executive Director and is subject to annual review by the Board and the Remuneration Committee. Prof. Li is subject to retirement by rotation and election at the annual general meeting of the Company in accordance with the Articles and Association and the Listing Rules.

Prof. Li confirmed his independence in accordance with the factors set out in Rule 3.13 of the Listing Rules; and saved as disclosed in this supplemental circular, he (i) does not hold other positions in the Company or other members of the Group; (ii) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other Director, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (v) has no information to disclose pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

SUPPLEMENTAL AGM NOTICE

Set out on pages 7 and 8 of this supplemental circular is the Supplemental AGM Notice at which an ordinary resolution will be proposed to Shareholders to consider and approve the re-election of an independent non-executive Director.

SUPPLEMENTAL PROXY FORM

The Supplemental Proxy Form is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.chihogroup.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Supplemental Proxy Form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Saturday, 26 June 2021) or any adjournment thereof. Completion and return of the Supplemental Proxy Form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

The Supplemental Proxy Form will not affect the validity of the Original Proxy Form in respect of the resolutions set out in the Original AGM Notice. If you have already validly appointed a proxy to act for you at the Annual General Meeting under the Original Proxy Form but have not completed and returned the Supplemental Proxy Form, your proxy will have the right to vote at his/her discretion with respect to the supplemental resolution set out in the Supplemental AGM Notice. If you do not duly complete and deliver the Original Proxy Form but have duly completed and delivered the Supplemental Proxy Form and

LETTER FROM THE BOARD

validly appointed a proxy to attend and act for you at the Annual General Meeting, your proxy will be entitled to vote at his/her discretion on resolutions set out in the Original Proxy Form.

For particulars of other resolutions proposed at the Annual General Meeting, closure of the register of members of the Company, eligibility for attending the Annual General Meeting, registration procedures for attending the Annual General Meeting, appointment of proxy and other relevant matters, please refer to the Original AGM Notice and the First Circular.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental 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 in this supplemental circular misleading.

RECOMMENDATION

The Directors consider that the re-election of Prof. Li is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the resolutions to be proposed at the Annual General Meeting to give effect to them.

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



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice dated 27 April 2021 in relation to the Annual General Meeting of Chiho Environmental Group Limited (the “**Company**”) to be held at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 28 June 2021 at 3:00 p.m., and the resolutions to be proposed at the AGM for the Shareholders’ approval. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the supplemental circular of the Company dated 8 June 2021.

Details of resolutions 1 to 10 to be considered at the Annual General Meeting are stated in the Original AGM Notice. Apart from the additional resolution set out below, all information contained in the Original AGM Notice remains valid and unchanged.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 28 June 2021 at 3:00 p.m. for the following purposes:

AN ORDINARY RESOLUTION

11. To re-elect Prof. Li Zhiguo as an independent non-executive Director.

By Order of the Board
Chiho Environmental Group Limited
Rafael Heinrich Suchan

Chief Executive Officer and Executive Director

Hong Kong, 8 June 2021

Registered Office:

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Principal Place of Business in Hong Kong:

48 Wang Lok Street
Yuen Long Industrial Estate
Hong Kong

Notes:

- (1) Save for the inclusion of the additional proposed ordinary resolution set out in this Supplemental AGM Notice, there are no other changes to the Original AGM Notice. For details of resolutions 1 to 10 to be considered at the AGM, closure of the register of members of the Company, eligibility for attending the Annual General Meeting, registration procedures for attending the Annual General Meeting, appointment of proxy and other relevant matters, please refer to the Original AGM Notice.
- (2) The Original Proxy Form sent together with the Original AGM Notice does not contain the additional ordinary resolution set out in this Supplemental AGM Notice, a Supplemental Proxy Form has been uploaded on the website of the Stock Exchange on 7 June 2021 and will be despatched to the Shareholders together with this Supplemental AGM Notice.
- (3) Shareholders are advised to read the circular to the Shareholders dated 27 April 2021 and the supplemental circular to the Shareholders date 8 June 2021 which contains information concerning the resolutions to be considered at the Annual General Meeting.
- (4) According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting of the Company must be taken by poll except where the chairman of the meeting, 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 Annual General Meeting will exercise his power under the articles of association of the Company to demand a poll in relation to all proposed resolutions at the Annual General Meeting.
- (5) The Annual General Meeting will be held on Monday, 28 June 2021 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 Monday, 28 June 2021, the Annual General Meeting 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 Tuesday, 29 June 2021.

- (6) References to time and dates in this circular are to Hong Kong time and dates.

As at the date of this supplemental notice, 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
Prof. Li Zhiguo