
THIS SUPPLEMENTAL 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 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 Chiho Environmental Group Limited (the “Company”), you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser, the 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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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 TO THE CIRCULAR TO SHAREHOLDERS DATED 13 JUNE 2022 – RE-ELECTION OF AN ADDITIONAL RETIRING DIRECTOR AT THE ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular to the shareholders of the Company dated 13 June 2022. The AGM of the Company will be held as originally scheduled at 23/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 21 July 2022 at 10:00 a.m. The Supplemental AGM Notice is set out on pages 9 to 11 of this supplemental circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying new form of proxy (the “Second Proxy Form”) in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, 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 later than 10:00 a.m. on Tuesday, 19 July 2022 or not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument(s) appointing a proxy shall be deemed to be revoked.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 21 July 2022 at 10:00 a.m.
“Announcement”	the announcement of the Company dated 10 June 2022 in relation to the appointment of Mr. Wang Li as an executive Director
“Articles of Association”	the articles of association of the Company, as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Circular”	the circular of the Company dated 13 June 2022 in respect of the matters to be considered at the AGM
“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
“Director(s)”	the director(s) of the Company
“First Proxy Form”	the proxy form which has been sent to the Shareholders together with the Circular
“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 People’s Republic of China
“Latest Practicable Date”	20 June 2022, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original AGM Notice”	the notice of the Annual General Meeting dated 13 June 2022
“Second Proxy Form”	the new form of proxy accompanying this supplemental circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	the supplemental notice of Annual General Meeting of the Company, as set out on pages 9 to 11 of this supplemental circular

LETTER FROM THE BOARD



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. Li Linhui (*Chairman*)
Mr. Miao Yu
Mr. Yao Jietian
Mr. Wang Li

Registered Office:

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

Independent Non-Executive Directors:

Prof. Li Zhiguo
Prof. Yan Guowan
Mr. Szeto Yuk Ting

Principal Place of Business
in Hong Kong:
48 Wang Lok Street
Yuen Long Industrial Estate
Hong Kong

24 June 2022

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 13 JUNE 2022
– RE-ELECTION OF AN ADDITIONAL
RETIRING DIRECTOR AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Circular and the Original AGM Notice in relation to the resolutions to be proposed at the Annual General Meeting for consideration and approval. This supplemental circular should be read together with the Circular which contains, among others, the general mandates to issue and repurchase shares and the proposed re-election of retiring Directors.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of an additional retiring Director at the AGM.

RE-ELECTION OF AN ADDITIONAL RETIRING EXECUTIVE DIRECTOR

As at the Latest Practicable Date, the Board consists of eight Directors, namely Mr. Tu Jianhua, Mr. Li Linhui, Mr. Miao Yu, Mr. Yao Jietian, Mr. Wang Li, Prof. Li Zhiguo, Prof. Yan Guowan and Mr. Szeto Yuk Ting.

Subsequent to the latest practicable date prior to the printing of the Circular and as disclosed in the Announcement, Mr. Wang Li has been appointed as an executive Director with effect from 10 June 2022. Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board, either to fill a casual vacancy on the Board or as an additional to the existing Board, shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Wang Li shall retire from office as a Director at the AGM and being eligible, offers himself for re-election.

As a result, there are now five retiring Directors standing for re-election as Directors at the AGM.

Biographical details of Mr. Wang Li are set out in the Appendix I to this supplemental circular.

SUPPLEMENTAL AGM NOTICE

Set out on pages 9 to 11 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 executive Director.

SECOND PROXY FORM

Since the First Proxy Form does not contain the proposed resolution for the re-election of Mr. Wang Li as an executive Director as set out in this supplemental circular, the Second Proxy Form has been prepared and is enclosed with this supplemental circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying Second Proxy Form in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, 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 later than 10:00 a.m. on Tuesday, 19 July 2022 or not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangements in relation to the completion and submission of the Second Proxy Form:

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge the Second Proxy Form if he/she/it wishes to appoint a proxy/proxies to attend, speak and vote at the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar and transfer office in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should note that:

- (i) If no Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her/it. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her/its discretion or to abstain from voting on any resolution properly put to the AGM, including the resolution in relation to the re-election of Mr. Wang Li as an executive Director as set out in this supplemental circular, except for those resolutions to which the Shareholder has indicated his/her/its voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong before 10:00 a.m. on Tuesday, 19 July 2022 or 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her/it. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong after 10:00 a.m. on Tuesday, 19 July 2022 or less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof, or if lodged before 10:00 a.m. on Tuesday, 19 July 2022 or 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar and transfer office in Hong Kong. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar and transfer office in Hong Kong before 10:00 a.m. on Tuesday, 19 July 2022 or 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof.

LETTER FROM THE BOARD

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish and in such event, the instrument(s) appointing a proxy shall be deemed to be revoked.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the AGM, you should seek authorisation to do so from your intermediary/nominee directly.

VOTING AT ANNUAL GENERAL MEETING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting 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 voted on by a show of hands. As such, all the resolutions set out in the notice of AGM and any resolution properly put to the AGM, including the resolution in relation to the re-election of Mr. Wang Li as an executive Director as set out in this supplemental circular, will be voted by poll.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 18 July 2022 to Thursday, 21 July 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 July 2022.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the re-election of Mr. Wang Li as an executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

By Order of the Board
Chiho Environmental Group Limited
Li Linhui
Chairman

The biographical details of the additional Director who will retire and, being eligible, offer himself for re-election at the AGM pursuant to the Articles of Association are set out below:

EXECUTIVE DIRECTOR

Mr. Wang Li (“Mr. Wang”)

Mr. Wang, aged 34, holds a master’s degree from Rutgers, the State University of New Jersey, majoring in quantitative finance. Mr. Wang is currently the managing director of the Investment and Alternative Asset Management Department of Haitong International Securities Group Limited (the shares of which are listed on the Stock Exchange, stock code: 665). He is also currently an executive director of Millennium Pacific Group Holdings Limited (the shares of which are listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8147). Mr. Wang has extensive experience in asset management, corporate finance and merger and acquisition, corporate actions of listed company and derivatives trading, and has participated in a number of deals relating to such areas.

The Company has entered into a letter of appointment with Mr. Wang for his appointment for an initial term of one year commencing from 10 June 2022, subject to termination in certain circumstances as stipulated in the letter of appointment and retirement and the re-election provisions in accordance with the Articles of Association of the Company. Mr. Wang shall hold office until the next general meeting of the Company, where he shall be eligible for re-election, and thereafter subject to retirement by rotation at least once every three years and will be eligible for re-election at each annual general meeting of the Company in accordance with the Company’s Articles of Association. Under the letter of appointment, Mr. Wang is entitled to an annual director’s fee of HK\$1 which has been determined by the Board pursuant to the recommendation made by the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) did not hold other positions in the Company or other members of the Group, (ii) did 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) did 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) did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and (v) had 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.

**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 (i) the announcement of Chiho Environmental Group Limited (the “**Company**”) dated 29 April 2022 in relation to, among other matters, the expected publication date of the audited annual results of the Group for the year ended 31 December 2021 (the “**Audited Annual Results**”); (ii) the announcement dated 12 May 2022 in relation to the further delay in publication of the Audited Annual Results and despatch of the annual report for the year ended 31 December 2021 (the “**Annual Report**”) to a date on or before 13 June 2022 (the “**Further Extension**”); (iii) the further announcement dated 13 June 2022 on the Audited Annual Results and the Annual Report; (iv) the notice dated 13 June 2022 in relation to the Annual General Meeting of the Company to be held at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 21 July 2022 at 10:00 a.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 24 June 2022.

Pursuant to Rule 13.46(2)(b) of the Listing Rules, the Company is required to lay the annual financial statements before its members at the AGM within the period of six months after the end of the financial year (i.e. 31 December 2021).

In light of the fact that (i) the Further Extension was approved by the Stock Exchange on 12 May 2022; (ii) the Company has published the Audited Annual Results and Annual Report on 13 June 2022; (iii) the Annual Report is required to be sent to the Shareholders at the same time as the notice of the AGM under Article 149 of the Articles of Association; and (iv) the AGM shall be called by the notice of not less than 21 clear days and not less than 20 clear business days under Article 59 of the Articles of Association, therefore the Company will not be able to hold the AGM within the period of six months after the end of 31 December 2021 as required under Rule 13.46(2) (b) of the Listing Rules. As such, the Company has applied to the Stock Exchange for, and the Stock Exchange has agreed to grant, a waiver from strict compliance with Rule 13.46(2)(b) of the Listing Rules to postpone the date of the AGM to 21 July 2022.

As advised by the legal counsels of the Company as to the laws and regulations of the Cayman Islands, the Company is in compliance with the Articles of Association and the laws and regulations of the Cayman Islands to convene and hold the AGM on a date which is after 30 June 2022, provided that the AGM is held on a date which is no later than 15 months after the holding of the last preceding annual general meeting of the Company held on 29 June 2021 pursuant to Article 56 of the Articles of Association.

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 Thursday, 21 July 2022 at 10:00 a.m. for the following purpose:

AN ORDINARY RESOLUTION

11. To re-elect Mr. Wang Li as an executive Director and authorise the Board to fix his remuneration.

By Order of the Board
Chiho Environmental Group Limited
Li Linhui
Chairman

Hong Kong, 24 June 2022

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) 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 First Proxy Form sent together with the Original AGM Notice does not contain the additional ordinary resolution set out in this Supplemental AGM Notice, a Second Proxy Form has been uploaded on the website of the Stock Exchange on 24 June 2022 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 13 June 2022 and the supplemental circular to the Shareholders dated 24 June 2022 which contain 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 voted 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 Thursday, 21 July 2022 at 10:00 a.m. 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 8:00 a.m. on Thursday, 21 July 2022, 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 Friday, 22 July 2022.

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