
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 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 OF THE ANNUAL GENERAL MEETING**(1) RE-ELECTION OF RETIRING DIRECTOR;****AND****(2) 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.

This supplemental circular should be read together with the Circular and the Notice. A supplemental notice regarding the Annual General Meeting to be held physically as originally scheduled at Unit 1001, 10/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 27 June 2024 at 3:00 p.m. is set out on pages N1 to N2 of this supplemental circular. The Supplemental Proxy Form for use at the Annual General Meeting is also enclosed. The Supplemental Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited (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 the holding of the Annual General Meeting (i.e. at or before 3:00 p.m. on Tuesday, 25 June 2024 (Hong Kong time)) 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 and in such event, the Supplemental Proxy Form shall be deemed to be revoked.

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

4 June 2024

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DEFINITIONS

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

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|---------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Unit 1001, 10/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 27 June 2024 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 |
| “Circular” | the circular of the Annual General Meeting of the Company dated 30 April 2024 |
| “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 |
| “Directors” | the directors of the Company |
| “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” | 30 May 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Nomination Committee” | the nomination committee of the Board |

DEFINITIONS

| | |
|----------------------------|---|
| “Notice” | the notice of the Annual General Meeting dated 30 April 2024 |
| “Original Proxy Form” | the form of proxy which was sent to the Shareholders together with the Circular |
| “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 |
| “Supplementary Proxy Form” | the supplemental proxy form sent to the Shareholders together with 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. Qin Yongming (*Chairman*)

Mr. Miao Yu

Mr. Yao Jietian

Mr. Wang Li

Mr. Liu Yongxin

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Prof. Li Zhiguo

Mr. Szeto Yuk Ting

Principal Place of Business

in Hong Kong:

48 Wang Lok Street

Yuen Long Industrial Estate

Hong Kong

4 June 2024

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING
(1) RE-ELECTION OF RETIRING DIRECTOR;
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

References are made to the Circular, the Notice and the announcements of the Company dated 24 May 2024 and 30 May 2024, respectively in relation to, among others, the resignation of Prof. Yan Guowan (“**Prof. Yan**”) as an independent non-executive Director with effect from 24 May 2024 and the re-election of the retiring director at the Annual General Meeting. This supplemental circular should be read together with the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide further information regarding the re-election of the retiring Director at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTOR

Subsequent to the despatch of the Circular and the Notice, as disclosed in the announcement of the Company dated 24 May 2024, Prof. Yan resigned as an independent non-executive Director with effect from 24 May 2024.

As a result of the resignation of Prof. Yan as an independent non-executive Director, the ordinary resolution no. 2c as set out in the Circular, the Notice and the Original Proxy Form in respect of the re-election of Prof. Yan as an independent non-executive Director is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the Annual General Meeting.

In accordance with Article 108(a) of the Articles of Association, 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, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Any Director appointed by the Board pursuant to Article 112 of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Following the resignation of Prof. Yan as an independent non-executive Director on 24 May 2024, Mr. Wang Li (“**Mr. Wang**”), an executive Director, shall retire by rotation as a Director at the Annual General Meeting according to Article 108(a) of the Articles of Association, and being eligible, has offered himself for re-election as a Director at the Annual General Meeting. Recommendations to the Board for the proposal for re-election of Mr. Wang as an executive Director were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company. Biographical details of Mr. Wang are set out in Appendix I to this supplemental circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SUPPLEMENTAL PROXY FORM

The Annual General Meeting will be held physically as originally scheduled at Unit 1001, 10/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 27 June 2024 at 3:00 p.m.

As the Notice and the Original Proxy Form sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Wang as an executive Director as set out in this supplemental circular, a supplemental notice of Annual General Meeting and the Supplemental Proxy Form are enclosed with this supplemental circular to include such proposed resolution.

The Supplemental Proxy Form is also published on the websites 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 the holding of the Annual General Meeting (i.e. at or before 3:00 p.m. on Tuesday, 25 June 2024 (Hong Kong time)) 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 and in such event, the Supplemental Proxy Form shall be deemed to be revoked.

The Supplemental Proxy Form will not affect the validity of any Original Proxy Form duly completed and delivered by you in respect of the resolutions set out in the Notice. If you have completed and delivered the Original Proxy Form and validly appointed a proxy to attend and act for you at the Annual General Meeting but do not complete and deliver the Supplemental Proxy Form, your proxy will be entitled to vote at his/her discretion on the resolution set out in the supplemental notice of the Annual General Meeting dated 4 June 2024. If you do not complete and deliver the Original Proxy Form but have completed and delivered the Supplemental Proxy Form and validly appointed a proxy to attend and act for you at the Annual General Meeting, unless otherwise instructed, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the Notice.

LETTER FROM THE BOARD

As the ordinary resolution no. 2c in respect of the re-election of Prof. Yang as set out in the Circular, the Notice and the Original Proxy Form (the “**Proposal**”) is no longer applicable, it will not be put forward for consideration and approval by the Shareholders at the Annual General Meeting. An additional resolution in respect of the re-election of Mr. Wang as set out in this supplemental circular will be proposed at the Annual General Meeting. Save for the above, all other information and matters as set out in the Circular, the Notice and the Original Proxy Form previously sent to the Shareholders remain unchanged. Except that the Proposal shall be not counted in the votes, the Original Proxy Form will remain effective provided that it is duly completed, executed and delivered by the Shareholders pursuant to the terms thereof.

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 proposed resolution set out in this supplemental circular for the re-election of the retiring Director is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the abovementioned resolution to be proposed at the Annual General Meeting.

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

The following are the particulars of the retiring Director (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Mr. Wang Li (“Mr. Wang”), aged 36, has been an executive director of the Company since June 2022. Mr. Wang is currently the managing director of the Investment and Alternative Asset Management Department of Haitong International Securities Group Limited. Mr. Wang has resigned as an executive director of Millennium Pacific Group Holdings Limited, whose shares are listed on GEM of the Stock Exchange (stock code: 8147) with effect from 10 May 2023. 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.

Mr. Wang holds a master’s degree from Rutgers, the State University of New Jersey, majoring in quantitative finance.

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. 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, to the best knowledge of the Company, 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.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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 of annual general meeting (the “**Original Notice**”) dated 30 April 2024 which sets out details of the annual general meeting (the “**Annual General Meeting**”) of Chiho Environmental Group Limited (the “**Company**”) to be held physically at Unit 1001, 10/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 27 June 2024 at 3:00 p.m. and the resolutions to be proposed at the Annual General Meeting for the Shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held physically as originally scheduled at Unit 1001, 10/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 27 June 2024 at 3:00 p.m. to consider and, if thought fit, pass the following resolution as ordinary resolution of the Company, in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTION

2e To re-elect Mr. Wang Li as an executive Director.

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

Hong Kong, 4 June 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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:

- (i) A supplemental form of proxy (the “**Supplemental Proxy Form**”) in respect of the resolution no. 2e is enclosed with the supplemental circular of the Company dated 4 June 2024 (the “**Supplemental Circular**”). Please refer to the section headed “SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SUPPLEMENTAL PROXY FORM” on pages 5 of the Supplemental Circular for the arrangements on completion and submission of the Supplemental Proxy Form.
- (ii) In respect of ordinary resolution no. 2e above, Mr. Wang Li shall retire from office by rotation and, being eligible, has offered himself for re-election as a director of the Company. Biographical details of Mr. Wang Li are set out in Appendix I to the Supplemental Circular.
- (iii) In order to be valid, the form of proxy (the “**Original Proxy Form**”) enclosed with the circular dated of the Company 30 April 2024 and/or the Supplemental Proxy Form 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 together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 3:00 p.m. on Tuesday, 25 June 2024 (Hong Kong time)) or any adjournment thereof. The completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) should you so wish and in such event, the Original Proxy Form and/or the Supplemental Proxy Form shall be deemed to be revoked.
- (iv) Please refer to the Original Notice for details other resolutions to be proposed at the Annual General Meeting, eligibility for attending the Annual General Meeting, proxy, registration procedures, closure of register of members, and other relevant matters in relation to the Annual General Meeting.