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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Daohe Global Group Limited (formerly known as Linmark Group Limited 林麥集團有限公司\*), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**Daohe Global Group Limited****道和環球集團有限公司**

(Formerly known as Linmark Group Limited 林麥集團有限公司\*)

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 915)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the 2015 Annual General Meeting of Daohe Global Group Limited (formerly known as Linmark Group Limited) to be held on Thursday, 27 August 2015 at 2:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, 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 or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

\* For identification purpose only

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## **RESPONSIBILITY STATEMENT**

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This 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 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 circular misleading.

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## DEFINITIONS

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

“Annual General Meeting”	the forthcoming annual general meeting of the Company to be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Thursday, 27 August 2015 at 2:00 p.m., notice of which is set out on pages 14 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company adopted pursuant to the written resolution of the then sole shareholder passed on 22 April 2002, as amended from time to time
“CG Code”	Corporate Governance Code contained in Appendix 14 to the Listing Rules
“Close Associate”	has the same meaning as defined in Rule 1.01 of the Listing Rules
“Company”	Daohe Global Group Limited (formerly known as Linmark Group Limited), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Core Connected Person”	has the same meaning as defined in Rule 1.01 of the Listing Rules
“Director(s)”	directors of the Company
“Extension Mandate”	an authorisation to extend the Share Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased under the Repurchase Mandate
“Group”	collectively, the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pre-subdivided Share(s)”	ordinary share(s) of US\$0.02 each in the share capital of the Company prior to the share subdivision of the Company effective on 23 June 2015
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase Subdivided Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.004 each in the share capital of the Company
“Share Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“Share Subdivision”	the subdivision of each Pre-subdivided Share into five (5) subdivided shares which was approved at the special general meeting of the Company held on 22 June 2015 and effective on 23 June 2015
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$” and “cents”	Hong Kong dollars and cents respectively
“US\$”	United States dollars
“%”	per cent.

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## LETTER FROM THE BOARD

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### Daohe Global Group Limited

### 道和環球集團有限公司

(Formerly known as Linmark Group Limited 林麥集團有限公司\*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 915)

*Non-executive Director:*

Mr. ZHOU Xijian (*Chairman*)

*Executive Directors:*

Mr. ZHANG Qi (*Chief Executive Officer*)

Mr. WONG Hing Lin, Dennis

(*President and Chief Financial Officer*)

Mr. HWANG Han-Lung, Basil

(*General Counsel and Head*

*of Development and Investments*)

*Independent non-executive Directors:*

Mr. WANG Arthur Minshiang

Mr. TSE Hau Yin, Aloysius

Mr. Jakob Jacobus Koert TULLENERS

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business in Hong Kong:*

1123, Kowloonbay International

Trade & Exhibition Centre

1 Trademart Drive, Kowloon Bay

Kowloon, Hong Kong

28 July 2015

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE  
SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

#### INTRODUCTION

The primary purposes of this circular are to provide you information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, among other businesses, ordinary resolutions to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 August 2014, the Directors were granted a general mandate to allot, issue and deal with Pre-subdivided Shares and a general mandate to repurchase Pre-subdivided Shares on the Stock Exchange. These mandates will expire at the conclusion of the Annual General Meeting. As at the Latest Practicable Date, a total of 20,000,000 Pre-subdivided Shares (equivalent to 100,000,000 Shares taking into account of the Share Subdivision) have been issued under the existing share issue mandate. At the Annual General Meeting, among other businesses, resolutions will be proposed to grant the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

Subject to the passing of the proposed resolution for the grant of the Share Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Share Issue Mandate to issue up to a maximum of 704,705,279 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the conclusion of the annual general meeting of the Company next following the Annual General Meeting or any earlier date as referred to in resolutions numbered 5 and 6 set out in the notice of the Annual General Meeting.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

#### 1. Retirement by rotation

In accordance with bye-laws 87(1) and 87(2) of the Bye-laws, Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius and Mr. Jakob Jacobus Koert TULLENERS, being independent non-executive Directors, will retire at the Annual General Meeting and being eligible, offer themselves for re-election.

Details of the retiring Directors that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is a notice convening the Annual General Meeting at which, among other businesses, resolutions will be proposed to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors. No Director has a material interest and is required to abstain from voting for the resolutions proposed to be approved at the Annual General Meeting. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

### ACTION TO BE TAKEN

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

### RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the resolutions set out in the notice of the Annual General Meeting.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the Chairman will demand a poll for all the resolutions put to the vote at the Annual General Meeting pursuant to bye-law 66 of the Bye-laws.

After the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange and the Company.



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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular and the notice of the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**ZHOU Xijian**  
*Chairman and non-executive Director*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors at the Annual General Meeting.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was US\$14,094,105.58 comprising 3,523,526,395 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 352,352,639 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date.

### **2. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 April 2015, being the date of its latest audited consolidated financial statements were made up to. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**4. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date were as follows:

	Trading price per Share*	
	Highest HK\$	Lowest HK\$
July 2014	0.089	0.075
August 2014	0.088	0.079
September 2014	0.122	0.083
October 2014	0.108	0.084
November 2014	0.126	0.097
December 2014	0.232	0.136
January 2015	0.260	0.214
February 2015	0.310	0.234
March 2015	0.484	0.240
April 2015	0.514	0.348
May 2015	0.816	0.294
June 2015	1.930	0.800
July 2015 (up to the Latest Practicable Date)	1.930	0.700

\* The lowest and highest prices per Share for the period from July 2014 to June 2015 are adjusted retrospectively to take into account the Share Subdivision which became effective on 23 June 2015.

**5. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Daohe Global Investment Holding Limited, being a controlling Shareholder of the Company, through its four wholly-owned subsidiaries, namely Sino Remittance Holding Limited, Fame City Developments Limited, Oceanic Force Limited and Winning Port International Limited, indirectly held an aggregate of 2,213,738,095 Shares representing approximately 62.83% of the entire issued share capital of the Company. Assuming that there will be no change in the issued share capital of the Company and the above four wholly-owned subsidiaries do not dispose of their Shares nor acquire additional Shares prior to any repurchase of Shares and if the Repurchase Mandate were exercised in full, the percentage shareholding of Daohe Global Investment Holding Limited together with the above four wholly-owned subsidiaries would be increased to approximately 69.81% of the issued share capital of the Company. In such circumstances, Daohe Global Investment Holding Limited together with the above four wholly-owned subsidiaries would not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. In respect of Sino

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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Remittance Holding Limited, it held 1,707,500,000 Shares representing approximately 48.46% of the entire issued share capital of the Company as at the Latest Practicable Date. Assuming that there will be no change in the issued share capital of the Company and the above four wholly-owned subsidiaries do not dispose of their Shares nor acquire additional Shares prior to any repurchase of Shares and if the Repurchase Mandate were exercised in full, the percentage shareholding of Sino Remittance Holding Limited would be increased to approximately 53.84% of the issued share capital of the Company. In such circumstances, Sino Remittance Holding Limited would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, approximately 36.78% of the issued share capital of the Company was held by the public. Assuming that there will be no change in the issued share capital of the Company and the number of Shares held by the public prior to the repurchase of Shares, and if the Repurchase Mandate were exercised in full, the percentage shareholding of the public would not be less than 25% of the issued share capital of the Company. It is however not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the issued share capital of the Company being held by the public.

#### **6. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Pre-subdivided Shares or Shares in the six months immediately preceding the Latest Practicable Date.

#### **7. GENERAL**

None of the Directors or, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective Close Associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell to the Company or its subsidiaries any Shares nor has he/she/it undertaken not to do so in the event that the Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

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## APPENDIX II            DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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The following are the particulars of the three Directors proposed to be re-elected at the Annual General Meeting:

1. **Mr. WANG Arthur Minshiang**, aged 54, has been an independent non-executive Director since 2002. Mr. Wang is also a member and the chairman of the remuneration committee of the Board and a member of the audit committee and nomination committee of the Board. Mr. Wang is the chief executive officer of 698 Capital Limited, a private Asian investment firm. Mr. Wang is also a board and audit committee member of NASDAQ listed Homeinns Hotel Group, one of China's leading hotel chains. Previously, Mr. Wang was a member of the board and chief executive officer of GigaMedia Limited, a NASDAQ listed online entertainment and game provider. Mr. Wang was also previously a co-founder and executive director of KGI Asia Limited, an investment bank and securities brokerage. Mr. Wang has also served on the board of directors of several finance and technology companies in the region and was previously a member of the board and audit committee chair of Softbank Investment International (Strategic) Limited (now known as China Renji Medical Group Limited), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Wang received his Juris Doctorate degree from Yale Law School and practised corporate and securities law in Hong Kong and New York. He also holds a Bachelor of Arts degree from the University of California at Los Angeles in the US.

Save as disclosed, Mr. Wang has not held any directorship in the last three years in other listed public companies and does not have any other major appointments and professional qualifications. Save as disclosed, Mr. Wang does not hold any other position with the Company or any of its subsidiaries.

There is no service contract entered into between the Company and Mr. Wang. Pursuant to the letter of appointment entered into between the Company and Mr. Wang, Mr. Wang has been appointed as an independent non-executive Director for a term of two years from 1 May 2002. His appointment has been renewed for a further two years in 2004, 2006, 2008, 2010, 2012 and 2014 respectively, and may be terminated by Mr. Wang by serving not less than one month's notice in writing. Mr. Wang is subject to retirement and re-election in accordance with the code of corporate governance practices and the Bye-laws. The emolument of Mr. Wang is HK\$342,144 per annum which was determined mainly by reference to the roles and responsibilities, time commitment and contributions of Mr. Wang.

As at the Latest Practicable Date, Mr. Wang is the beneficial owner of 1,300,000 Shares. Save as disclosed, as at the Latest Practicable Date, Mr. Wang did not have, and was not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Wang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

2. **Mr. TSE Hau Yin, Aloysius**, aged 67, has been an independent non-executive Director since 2005. Mr. Tse is also a member and the chairman of the audit committee of the Board and a member of the remuneration committee and nomination committee of the Board. Mr. Tse is a fellow of The Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). Mr. Tse is a past president and the past chairman and a past member of the audit committee of the HKICPA. He joined KPMG in 1976, became a partner in 1984 and retired in March 2003. Mr. Tse was a non-executive chairman of KPMG’s operations in the PRC and a member of the KPMG China advisory board from 1997 to 2000. Mr. Tse is currently an independent non-executive director of CNOOC Limited, China Telecom Corporation Limited, Sinofert Holdings Limited and SJM Holdings Limited, all listed on the Main Board of the Stock Exchange. In March 2013, Mr. Tse was appointed as an independent non-executive director of CCB International (Holdings) Limited, a wholly owned subsidiary of China Construction Bank Corporation, which shares are also listed on the Main Board of the Stock Exchange. In November 2014, Mr. Tse was appointed as an independent non-executive director of China Huarong Asset Management Co., Ltd. 中國華融資產管理股份有限公司. From 2004 to 2014, Mr. Tse was an independent non-executive director of Wing Hang Bank, Limited, which shares were listed on the Main Board of the Stock Exchange until 2014. Mr. Tse is a member of the International Advisory Council of the People’s Municipal Government of Wuhan. Mr. Tse holds a Bachelor of Social Sciences degree from The University of Hong Kong.

Save as disclosed, Mr. Tse has not held any directorship in the last three years in other listed public companies and does not have any other major appointments and professional qualifications. Save as disclosed, Mr. Tse does not hold any other position with the Company or any of its subsidiaries.

There is no service contract entered into between the Company and Mr. Tse. Pursuant to a letter of appointment entered into between the Company and Mr. Tse, Mr. Tse has been appointed as an independent non-executive Director for a term of two years commencing on 18 May 2005. His appointment had been renewed for a further two years in 2007, 2009, 2011, 2013 and 2015 respectively, and may be terminated by Mr. Tse by serving not less than one month’s notice in writing. Mr. Tse is subject to retirement and re-election in accordance with the code of corporate governance practices and the Bye-laws. The emolument of Mr. Tse is HK\$427,680 per annum which was determined mainly by reference to the roles and responsibilities, time commitment and contributions of Mr. Tse.

As at the Latest Practicable Date, Mr. Tse did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Tse does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

3. **Mr. Jakob Jacobus Koert TULLENERS**, aged 68, has been an independent non-executive Director and a member of the audit committee of the Board since 2008. He became the chief executive officer of Freemans Grattan Holdings of Otto Group in 2008. After a successful four years, he retired at the end of 2012 and remains a non-executive director of Freemans PLC and Grattan PLC. From 1994 to 2007, he was managing director of Otto International Asia and was responsible for all of its sourcing offices and trading companies in the Asia Pacific region. Prior to that, he worked his way through different aspects of the garment industry for 22 years in South Africa. Having been managing director for the manufacturing subsidiary of a major retailer in South Africa and a board member of such retailer for four years, he joined a large American apparel manufacturer in Hong Kong in 1992. He holds a Bachelor's degree in Garment Engineering received from a college in Netherlands.

Save as disclosed, Mr. Tulleners has not held any directorship in the last three years in other listed public companies and does not have any other major appointments and professional qualifications. Save as disclosed, Mr. Tulleners does not hold any other position with the Company or any of its subsidiaries.

There is no service contract entered into between the Company and Mr. Tulleners. Pursuant to a letter of appointment entered into between the Company and Mr. Tulleners, Mr. Tulleners has been appointed as an independent non-executive Director for a term of two years from 5 May 2008. His appointment has been renewed for a further two years in 2010, 2012 and 2014 respectively, and may be terminated by Mr. Tulleners by serving not less than one month's notice in writing. Mr. Tulleners is subject to retirement and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws. The emolument of Mr. Tulleners is HK\$285,120 per annum which was determined mainly by reference to the roles and responsibilities, time commitment and contributions of Mr. Tulleners.

As at the Latest Practicable Date, Mr. Tulleners did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Tulleners does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed, there are no other matters or information relating to the above Directors that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### Daohe Global Group Limited

### 道和環球集團有限公司

(Formerly known as Linmark Group Limited 林麥集團有限公司\*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 915)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Daohe Global Group Limited (formerly known as Linmark Group Limited) (“**Company**”) will be held on Thursday, 27 August 2015 at 2:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong to transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 30 April 2015;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
  - 2.1.1 Mr. WANG Arthur Minshiang
  - 2.1.2 Mr. TSE Hau Yin, Aloysius
  - 2.1.3 Mr. Jakob Jacobus Koert TULLENERS
- 2.2 to authorise the directors to fix the directors’ remuneration for the year ending 30 April 2016;
3. to re-appoint Ernst & Young as the auditors of the Company to hold office until conclusion of the next annual general meeting at a fee to be agreed with the directors;
4. to approve the payment of a final dividend of 0.05 HK cent per ordinary share of the Company for the year ended 30 April 2015;

and, as special businesses, to consider and, if thought fit, pass the following resolutions, as ordinary resolutions, with or without modifications:

\* For identification purpose only



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## NOTICE OF THE ANNUAL GENERAL MEETING

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5. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company, to grant rights to subscribe for, or convert into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which may require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to grant rights to subscribe for, or convert into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which may require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company, shall not exceed the aggregate of:
  - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

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and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to the shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares (each a “**Share**”) of US\$0.004 each in the capital of the Company on the Main Board of the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
7. “**THAT** conditional on the passing of resolutions set out in the notice convening this meeting as resolutions numbered 5 and 6, the general mandate granted to the directors of the Company pursuant to the approval granted under the resolution set out in the notice convening this meeting as resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the directors of the Company of the powers of the Company to repurchase such shares pursuant to or in accordance with the authority granted under the resolution set out in the notice convening this meeting as resolution numbered 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board  
**CHEUNG Hoi Yin, Brenda**  
*Company Secretary*

Hong Kong, 28 July 2015

*Head office and principal place of business in Hong Kong:*  
1123, Kowloonbay International Trade & Exhibition Centre  
1 Trademart Drive, Kowloon Bay  
Kowloon, Hong Kong

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*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the above meeting may appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote on his behalf and such proxy need not be a shareholder of the Company. A form of proxy for use at the meeting is enclosed with a circular of the Company dated 28 July 2015.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof (as the case may be) and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares 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 who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) For the purpose of ascertaining the rights of the shareholders of the Company attending and voting at the meeting, the register of members of the Company will be closed from Tuesday, 25 August to Thursday, 27 August 2015, both dates inclusive. In order to be entitled to attend the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 24 August 2015.
- (6) **Typhoon or Black Rainstorm Warning Arrangements**
  - (i) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 12:00 noon on the date of the meeting, the meeting will be postponed and the shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice posted on the respective websites of the Company ([www.daoheglobal.com.hk](http://www.daoheglobal.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).
  - (ii) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 12:00 noon on the date of the meeting and where conditions permit, the meeting will be held as scheduled.
  - (iii) The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, shareholders should decide on their own whether they would attend the meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
- (7) As at the date hereof, the board of directors of the Company comprises one non-executive director, being Mr. ZHOU Xijian (*Chairman*); three executive directors, being Mr. ZHANG Qi (*Chief Executive Officer*), Mr. WONG Hing Lin, Dennis (*President and Chief Financial Officer*) and Mr. HWANG Han-Lung, Basil (*General Counsel and Head of Development and Investments*); and three independent non-executive directors, being Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius and Mr. Jakob Jacobus Koert TULLENERS.