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**Daohe Global Group Limited**

**道和環球集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 915)**

## **SUPPLEMENTAL AGREEMENT RELATING TO SHARE TRANSACTION**

Reference is made to the announcement of the Company dated 26 October 2015 in relation to, the execution of the Framework Agreement between the Vendors and the Purchaser on 26 October 2015 (the “**Announcement**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as set out in the Announcement.

On 3 November 2015 (after trading hours), the Purchaser entered into a supplemental agreement to the Framework Agreement with the Vendors (the “**Supplemental Agreement**”). Pursuant to the Supplemental Agreement, the parties agreed to amend certain terms to the Framework Agreement as follows:

- (i) the Vendors shall procure the key personnel of the Target Company (the “**Key Personnel**”) to remain in office to support the ongoing management, operations and development of the Target Company for two years from the date of the Supplemental Agreement;
- (ii) the Vendors shall procure other office(s) held by the Key Personnel (if any) will not affect the ongoing operations of the Target Company; be in conflict with the interests of the Target Company or otherwise harm the interests of the Target Company;
- (iii) the Vendors undertake that (a) the asset portfolio managed by the Target Company will amount to RMB200 million or above in each of 2016 and 2017; or (b) the net profit (after tax) will amount to RMB1.4 million or more in each of 2016 and 2017;

- (iv) in the event that the Target Company is unable to meet the operating targets set out in (iii) above, the parties shall jointly appoint an independent valuer to assess the value of the Target Company. If the value of the Target Company is less than RMB10 million, then the parties shall adjust the Consideration on terms to be agreed by both parties; and
- (v) in the event that the Target Company is unable to meet the operating targets set out in (iii) above only due to the factors controlled by the Purchaser or its associated companies, the Vendors and the Key Personnel shall not be liable for such failure.

Save for the above, all other terms and conditions of the Framework Agreement (as supplemented by the Supplemental Agreement) shall remain unchanged and continue in full force and effect.

By Order of the Board  
**Daohe Global Group Limited**  
**ZHOU Xijian**  
*Chairman and non-executive Director*

Hong Kong, 3 November 2015

*As at the date of this announcement, the Board 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 (Company Secretary, General Counsel and Head of Development and Investments); and four independent non-executive Directors, being Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius, Mr. Jakob Jacobus Koert TULLENERS and Mr. WONG Chak Keung.*