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

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**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 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, you should at once hand this supplemental circular and the enclosed revised 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.



**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS  
RELATING TO RE-ELECTION OF DIRECTORS  
AT ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular (the “**Circular**”) issued by the Company to the shareholders of the Company (the “**Shareholders**”) dated 28 July 2016 and the notice convening the 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 Wednesday, 31 August 2016 at 3:00 p.m. (the “**AGM**”). A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM. The Revised Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed Revised Proxy Form 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 AGM or any adjournment thereof (as the case may be). Completion and return a valid Revised Proxy Form will not preclude you from attending and voting at the AGM 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.

15 August 2016

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## **RESPONSIBILITY STATEMENT**

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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.

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LETTER FROM THE BOARD

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*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  
(*Company Secretary, General Counsel  
and Head of Development and Investments*)

*Independent non-executive Directors:*  
Mr. WANG Arthur Minshiang  
Mr. TSE Hau Yin, Aloysius  
Mr. HENG Victor Ja Wei

*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

15 August 2016

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS  
RELATING TO RE-ELECTION OF DIRECTORS  
AT ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the circular (the “**Circular**”) issued by the Company to the Shareholders dated 28 July 2016 which contains, among others, information relating to the re-election of Directors at the AGM.

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## LETTER FROM THE BOARD

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The purpose of this supplemental circular is to provide you with (a) the change in the resolution to consider and approve the re-election of retiring Directors, (b) the supplemental notice of AGM and (c) the special arrangement about completion and submission of the Revised Proxy Form (as defined below).

Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Circular.

### RE-ELECTION OF DIRECTORS

Reference is made to the announcement (the “**Announcement**”) of the Company dated 11 August 2016 in relation to, inter alia, the resignation of Mr. WONG Chak Keung (“**Mr. Wong**”) as an independent non-executive Director and the appointment of Mr. HENG Victor Ja Wei (“**Mr. Heng**”) as an independent non-executive Director and the change of composition of board committee with effect from 11 August 2016. Details of the resignation and the appointment have been set out in the Announcement.

Pursuant to bye-law 86(2) of the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as Director to fill a casual vacancy on the Board and any Director so appointed by the 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. Wong, who resigned as Directors with effect from 11 August 2016, will no longer seek for re-election at the AGM. Mr. Heng, who was appointed as Director with effect from 11 August 2016, will hold office until the AGM and shall, being eligible, offer himself for re-election at the AGM.

The biographical details of Mr. Heng are set out in Appendix I to this supplemental circular.

### SUPPLEMENTAL NOTICE OF AGM AND THE REVISED PROXY FORM

The AGM will be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 31 August 2016 at 3:00 p.m. as originally scheduled. A supplemental notice of AGM is set out on pages 7 to 9 of this supplemental circular. The original ordinary resolution no. 2.1.3 in the notice of the AGM sent to the Shareholders on 28 July 2016 (the “**First AGM Notice**”) will be amended to include the additional resolution for re-election of Mr. Heng as a Director. Save as disclosed, all the resolutions proposed in the First AGM Notice will remain unchanged and the Circular and the First AGM Notice remain valid. Please refer to the Circular and the First AGM Notice for the details of other resolutions to be proposed in the AGM and other matters.

As a result of the addition of the Director to retire and offer for re-election at the AGM subsequent to the despatch of the Circular and the accompanying form of proxy (the “**First Proxy Form**”), a new form of proxy (the “**Revised Proxy Form**”) is prepared and is enclosed with this supplemental circular.

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## LETTER FROM THE BOARD

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Special arrangements about completion and submission of the Revised Proxy Form are set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed Revised Proxy Form 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 AGM or any adjournment thereof (as the case may be). Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### RECOMMENDATION

In addition to the recommendations contained in the Circular, in view of Mr. Heng's experience and qualifications, the Board believes that the proposed re-election of Mr. Heng as Director as set out in this supplemental circular is in the best interest of the Company and Shareholders, thus the Board also recommends Mr. Heng to stand for re-election as Director. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant separate resolution to be proposed at the AGM.

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

The following are the particulars of Mr. Heng, the retiring Director proposed to be re-elected at the AGM.

**Mr. HENG Victor Ja Wei**

Mr. Heng, aged 39, has been an independent non-executive Director and a member of the audit committee of the Board since 11 August 2016. Mr. Heng is a managing partner of Morison Heng, Certified Public Accountants. He has over 12 years of experience in accounting and auditing for private and public companies and in financial consultancy. Mr. Heng is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Mr. Heng holds a Master of Science degree in Computing Science from the Imperial College of Science, Technology and Medicine, the University of London and a Bachelor of Engineering degree in Electronic Engineering from the University of Warwick in the United Kingdom.

Mr. Heng is currently an independent non-executive director of China Fire Safety Enterprise Group Limited (stock code: 445), Lee & Man Chemical Company Limited (stock code: 746), Lee & Man Handbags Holding Limited (stock code: 1488) and Matrix Holdings Limited (stock code: 1005), all listed on the Main Board of the Stock Exchange.

There is no service contract entered into between the Company and Mr. Heng. Pursuant to a letter of appointment entered into between the Company and Mr. Heng, Mr. Heng was appointed as an independent non-executive Director for an initial term of one year commencing on 11 August 2016. His appointment may be terminated by either party by serving not less than one month's notice in writing. Furthermore, Mr. Heng is subject to retirement and re-election in accordance with the Company's code on corporate governance practices and the Company's bye-laws. The Director's fee of Mr. Heng is HK\$300,000 per annum which was determined by the Board by reference to his qualifications, experience, level of responsibilities undertaken, the current director's fee of other independent non-executive Directors and prevailing market conditions.

As at 11 August 2016, the latest practicable date, Mr. Heng 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 Securities and Futures Ordinance.

Save as disclosed above, Mr. Heng (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not held any directorship in the last three years in other listed public companies; (iii) does not have any other major appointments and professional qualifications; and (iv) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters or information relating to Mr. Heng 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.

A Shareholder who has not yet lodged the First Proxy Form with the Hong Kong branch share registrar of the Company is required to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy/proxies to attend the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Hong Kong branch share registrar of the Company.

A Shareholder who has already lodged the First Proxy Form with the Hong Kong branch share registrar of the Company should note that:

- (i) if no Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her/its discretion or to abstain from voting on any resolution properly put to the AGM (other than those referred to in the First AGM Notice and First Proxy Form) including the resolution in relation to the re-election of Mr. Heng as a Director;
- (ii) if the Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company 48 hours prior to the time appointed for holding the AGM (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by such Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Hong Kong branch share registrar of the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the appointment of proxy under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by such Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been lodged with the Hong Kong branch share registrar of the Company.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.





## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

**THIS NOTICE** is supplemental to the notice of the annual general meeting (the “**First AGM Notice**”) dated 28 July 2016 and given by Daohe Global Group Limited (the “**Company**”) to convene the annual general meeting of the Company (the “**AGM**”) to be held on Wednesday, 31 August 2016 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong. Details of the proposed resolutions to be considered at the AGM were stated in the First AGM Notice.

Due to the matters as set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 15 August 2016, the following resolution numbered 2.1 as set out in the First AGM Notice shall be revised from:

“2.1 each as a separate resolution, to re-elect the following retiring directors as directors of the Company:

- 2.1.1 Mr. WONG Hing Lin, Dennis
- 2.1.2 Mr. HWANG Han-Lung, Basil
- 2.1.3 Mr. WONG Chak Keung”

to

“2.1 each as a separate resolution, to re-elect the following retiring directors as directors of the Company:

- 2.1.1 Mr. WONG Hing Lin, Dennis
- 2.1.2 Mr. HWANG Han-Lung, Basil
- 2.1.3 Mr. HENG Victor Ja Wei”

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## SUPPLEMENTAL NOTICE OF AGM

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Save as set out above, all resolutions contained in the First AGM Notice will remain to have full force and effect.

By Order of the Board  
**HWANG Han-Lung, Basil**  
*Company Secretary*

Hong Kong, 15 August 2016

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

*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the above meeting may appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf and such proxy need not be a shareholder of the Company. A revised form of proxy (the “**Revised Proxy Form**”) is enclosed with the Supplemental Circular. Please refer to the Appendix II to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
- (2) Please refer to the First AGM Notice for details of the other ordinary resolutions to be proposed at the AGM and other relevant matters.
- (3) In order to be valid, the Revised Proxy Form, 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).
- (4) Completion and return of the Revised Proxy Form 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.
- (5) 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.
- (6) 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 Monday, 29 August 2016 to Wednesday, 31 August 2016, 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 Friday, 26 August 2016.
- (7) **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)).

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## SUPPLEMENTAL NOTICE OF AGM

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- (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.
- (8) 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 (*Company Secretary, 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. HENG Victor Ja Wei.