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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)

CONTINUING CONNECTED TRANSACTIONS RENEWED MASTER AGREEMENT FOR LEASING OF PROPERTIES AND REVISION OF ANNUAL CAP

INTRODUCTION

Reference is made to the announcement (“**Announcement**”) of Daohe Global Group Limited (formerly known as Linmark Group Limited) (“**Company**”) dated 28 November 2011 in relation to, among other things, the Master Lease Agreement. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Announcement.

RENEWED MASTER LEASE AGREEMENT

The Board announces that since the Master Lease Agreement expired on 31 March 2015, Tamarind and Wellbuild entered into a renewed master lease agreement (“**Renewed Master Lease Agreement**”) on 31 March 2015. Pursuant to the Renewed Master Lease Agreement, Tamarind Group will lease the Properties from Wellbuild Group for a term of six months commencing on 1 April 2015 and expiring on 30 September 2015 (both days inclusive). Save for the term, the terms of the Renewed Master Lease Agreement are the same as the Master Lease Agreement.

REVISION OF ANNUAL CAP

Following the execution of the Renewed Master Lease Agreement, the total amount payable under the Master Lease Agreement and the Renewed Master Lease Agreement for the year ended 30 April 2015 became HK\$3,960,000.

* For identification purpose only

Since the original aggregate annual cap for the year ended 30 April 2015 (“**Original 2015 Annual Cap**”) (i.e. HK\$3,630,000) which was calculated based on the total amount payable under the Master Lease Agreement for the period from 1 May 2014 to 31 March 2015 as disclosed in the Announcement did not take into account the Renewed Master Lease Agreement, the Directors revised the Original 2015 Annual Cap as follows:

	<i>For the year ended 30 April 2015</i>
Original 2015 Annual Cap set for the Master Lease Agreement (for the period from 1 May 2014 to 31 March 2015)	HK\$3,630,000
Total amount payable under the Master Lease Agreement (for the period from 1 May 2014 to 31 March 2015)	HK\$3,630,000
Total amount payable under the Renewed Master Lease Agreement (for the period from 1 April 2015 to 30 April 2015)	HK\$330,000
Aggregate amount payable (“Revised 2015 Annual Cap”)	HK\$3,960,000

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The renewal of the Master Lease Agreement is for the continuing business needs of the Group. The rental amount payable pursuant to the Renewed Master Lease Agreement was determined with reference to the then prevailing market rental of other comparable premises in the nearby locations and was not above the market rate.

The Directors (including the independent non-executive Directors) consider that the transactions contemplated under the Renewed Master Lease Agreement were entered into in the ordinary and usual course of business of the Group, and the Renewed Master Lease Agreement (together with the Revised 2015 Annual Cap) was entered into on normal commercial terms after arm’s length negotiations between the parties, and the terms of the transactions contemplated under the Renewed Master Lease Agreement (together with the Revised 2015 Annual Cap) are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

Mr. WANG Lu Yen (“**Mr. Wang**”) was the chairman of the Board, chief executive officer of the Group and an executive Director and he resigned from the positions of chairman of the Board and chief executive officer of the Group with effect from 5 February 2015, and resigned as an executive Director with effect from 23 February 2015. He is a connected person of the Company by being an executive Director in the last twelve months from the date of the Renewed Master Lease Agreement.

As Wellbuild is (i) a wholly-owned subsidiary of Roly; and (ii) a controlled corporation and an associate of Mr. Wang who was an executive Director during the period from 1 May 2014 to 23 February 2015 and a director of Wellbuild, Wellbuild and its subsidiaries are regarded as connected persons of the Company. Accordingly, the transactions contemplated under the Renewed Master Lease Agreement constitute continuing connected transactions for the Company under the Listing Rules.

As Mr. Wang resigned from directorship with effect from 23 February 2015, and no Director has a material interest in the transactions contemplated under the Renewed Master Lease Agreement, no Director is required to abstain from voting on the board resolution approving the transactions contemplated under the Renewed Master Lease Agreement.

Pursuant to Rule 14A.54 of the Listing Rules, due to the entering of the Renewed Master Lease Agreement, the Company is required to re-comply with the reporting and announcement requirement under the Listing Rules.

The transactions contemplated under the Renewed Master Lease Agreement constitute continuing connected transactions of the Company and, on a stand-alone basis, are exempt from the reporting, announcement and independent shareholders' approval requirements. Under Rule 14A.81 of the Listing Rules, the transactions contemplated under the Renewed Master Lease Agreement are required to be aggregated with the transactions contemplated under the Master Lease Agreement for the purpose of determining the classification.

Since the applicable percentage ratios of the Listing Rules calculated with reference to the Revised 2015 Annual Cap for the year ended 30 April 2015 is more than 0.1% but less than 5%, the transactions contemplated under the Renewed Master Lease Agreement are only subject to the reporting, annual review and announcement requirements, but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL

The Company is an investment holding company and its subsidiaries are principally engaged in sales of merchandise and provision of procurement and value-added services. Wellbuild Group is principally engaged in investment holding activities and property management.

By Order of the Board
Daohe Global Group Limited
(Formerly known as Linmark Group Limited
林麥集團有限公司*)
ZHOU Xijian
Chairman and non-executive Director

Hong Kong, 13 July 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 (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.