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If you are in any doubt as to any aspect of this circular or as to action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other appropriate independent professional advisers.

If you have sold or otherwise transferred all your shares in Daohe Global Group Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**PROPOSED SHARE SUBDIVISION
AND
NOTICE OF SGM**

A notice convening the SGM (as defined herein) to be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 9 August 2017 at 3:00 p.m. is set out on pages SGM-1 to SGM-2 of this circular.

Whether or not you are able to attend the SGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 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 SGM 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 SGM or any adjournment thereof (as the case may be) should you so wish.

24 July 2017

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DEFINITIONS

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

“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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Daohe Global 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
“Director(s)”	the director(s) of the Company
“Existing Share Certificate(s)”	existing form of certificate(s) of Shares in purple
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 July 2017, being the latest practicable date prior to the issue of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Share Certificate(s)”	form of certificate(s) of Subdivided Shares in green
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be held on Wednesday, 9 August 2017 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong to consider and, if thought fit, approve the Share Subdivision
“Share(s)”	ordinary share(s) of US\$0.04 each in the share capital of the Company immediately before the Share Subdivision becoming effective

DEFINITIONS

“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Share Options”	the outstanding share options granted under the share option scheme of the Company adopted on 29 August 2011 by the Company
“Share Subdivision”	the proposed subdivision of each Share into three (3) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	subdivided ordinary share(s) of one and one third U.S. cents each in the share capital of the Company upon the Share Subdivision becoming effective
“US\$”	United States dollar(s), the lawful currency of the United States of America
“U.S.”	the United States of America

EXPECTED TIMETABLE

The expected timetable relating to the Share Subdivision and the associated trading arrangement are as follows:

2017
(Hong Kong time)

Latest time for lodging transfers of Shares for
entitlements to attend and vote at the SGM 4:30 p.m. on Thursday, 3 August

Closure of register of members of the Company..... Friday, 4 August to
Wednesday, 9 August
(both dates inclusive)

Latest time for lodging the form of proxy for the SGM
(not less than 48 hours prior to the time of the SGM) 3:00 p.m. on Monday, 7 August

SGM 3:00 p.m. on Wednesday, 9 August

Publication of poll results of the SGM..... Wednesday, 9 August

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the sub-section headed “Proposed Share Subdivision — Conditions of the Share Subdivision” under the section headed “Letter from the Board” of this circular.

Effective date of the Share Subdivision..... Thursday, 10 August

First day of free exchange of Existing Share Certificates
for New Share Certificates for Subdivided Shares Thursday, 10 August

Dealing in the Subdivided Shares commences..... 9:00 a.m. on Thursday, 10 August

Original counter for trading in the existing Shares
in board lots of 1,000 Shares (in the form of
Existing Share Certificates) temporarily closes..... 9:00 a.m. on Thursday, 10 August

Temporary counter for trading in the Subdivided Shares
in board lots of 3,000 Subdivided Shares
(in the form of Existing Share Certificates) opens..... 9:00 a.m. on Thursday, 10 August

Original counter for trading in the Subdivided Shares
in board lots of 1,000 Subdivided Shares
(in the form of New Share Certificates) re-opens..... 9:00 a.m. on Thursday, 24 August

Parallel trading in the existing Shares and
the Subdivided Shares (in form of
Existing Share Certificates and
New Share Certificates) commences..... 9:00 a.m. on Thursday, 24 August

EXPECTED TIMETABLE

2017
(Hong Kong time)

Temporary counter for trading in the Subdivided Shares
in board lots of 3,000 Subdivided Shares
(in the form of Existing Share Certificates) closes... 4:00 p.m. on Wednesday, 13 September

Parallel trading in the existing Shares and
the Subdivided Shares (in the form of
Existing Share Certificates and
New Share Certificates) ends..... 4:00 p.m. on Wednesday, 13 September

Last day for free exchange of Existing Share Certificates
for New Share Certificates..... Friday, 15 September

The Company will make further announcement(s) if there are any changes in the expected timetable for implementation of the Share Subdivision and the associated trading arrangement as mentioned in this circular.

LETTER FROM THE BOARD



道和環球
DAOHE GLOBAL

Daohe Global Group Limited

道和環球集團有限公司

(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*)

Mr. ZHANG Jifeng

Independent non-executive Directors:

Mr. WANG Arthur Minshiang

Mr. LAU Shu Yan

Mr. ZHANG Huijun

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Suites 1908–12, 19/F

Shui On Centre

6–8 Harbour Road

Wanchai, Hong Kong

24 July 2017

To the Shareholders,

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION
AND
NOTICE OF SGM**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the Share Subdivision, the trading arrangements in respect of the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates and the notice of SGM.

PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each of the existing issued and unissued Shares of US\$0.04 each into three (3) Subdivided Shares of one and one third U.S. cents each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Subdivision” below.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the authorised share capital of the Company was US\$40,000,000 divided into 1,000,000,000 Shares, of which 503,197,567 Shares were in issue and fully paid or credited as fully paid. Assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision is set out as follows:

	As at the Latest Practicable Date and before completion of the Share Subdivision	Immediately after completion of the Share Subdivision
Par value of each Share	US\$0.04	One and one third U.S. cents
Number of authorised Shares	1,000,000,000	3,000,000,000
Authorised share capital	US\$40,000,000	US\$40,000,000
Number of Shares in issue	503,197,567	1,509,592,701
Issued share capital	US\$20,127,902.68	US\$20,127,902.68

The Subdivided Shares will rank *pari passu* in all respects and the Share Subdivision will not result in any changes in the relative rights of the Shareholders and will not have any material adverse impact on the financial position of the Group.

As at the Latest Practicable Date, the Company had 2,500,000 outstanding Share Options. Save for the aforesaid, the Company did not have any outstanding options, warrants, derivatives, convertible rights or other similar rights which are convertible or exchangeable into Shares.

There will be no change to the existing board lot size for trading in the Shares upon the Share Subdivision becoming effective.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Subdivision;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the Listing Rules and the laws of Bermuda (if any) to effect the Share Subdivision.

LETTER FROM THE BOARD

Application for listing of the Subdivided Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Subdivided Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

REASONS FOR THE SHARE SUBDIVISION

The Board considers that the Share Subdivision is in the interests of the Company and its Shareholders as a whole after taking into account the following:

- (i) The Company estimated the expenses (including professional fees and printing charges) for the Share Subdivision to be approximately HK\$300,000 (equivalent to approximately US\$38,000). This accounts for approximately 0.18% of total general and administrative expenses of the Group of approximately US\$20.9 million for the year ended 30 April 2017, which the Directors consider minimal. In addition, the Share Subdivision will not result in existing Shareholders holding odd lots or fractional shares of the Company. Coupled with other reasons set out below, the Directors consider the estimated expenses for the Share Subdivision to be justifiable.

Other than the above, the implementation of the Share Subdivision will not have any impact on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors consider that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

- (ii) The share consolidation (the “**Share Consolidation**”) on the basis that every ten (10) existing shares be consolidated into one (1) consolidated Share and the change in board lot size were announced by the Company in August 2016, which was more than 10 months ago and was completed in more than 9 months ago. The Directors consider that a balance needs to be struck between minimising repeated or offsetting

LETTER FROM THE BOARD

corporate actions and the Company's needs to quickly respond to prevailing market conditions by exercising appropriate corporate actions in a timely manner, in particular the prevailing high Share price level, as further explained below.

As such, the Directors consider that any share consolidation or share subdivision conducted by the Company has been kept at a reasonable level and the costs have been minimised given that the Share Subdivision will not result in creation of any odd lots.

- (iii) As disclosed in the circular of the Company dated 8 September 2016 in relation to the Share Consolidation (the "**Share Consolidation Circular**"), it was expected that the adjusted share price of the Company upon completion of the Share Consolidation would reduce excessive volatility of share trading, as when the share price is too low, it would be prone to speculative trading by the market and would not be conducive to building an institutional investor base for the Company to support its on-going and long term financing activities and business expansion.

On 25 August 2016, being the date of announcement of the Share Consolidation, the closing share price of the Company was HK\$0.395. On 5 September 2016, being the latest practicable date (the "**LPD**") for the purpose of the Share Consolidation Circular, the closing share price of the Company was HK\$0.242. Based on the closing share price of the Company as at the LPD and assuming the Share Consolidation had completed, the adjusted share price of the Company would have been HK\$2.42 (the "**Adjusted Consolidated Price**"). The Directors considered that such share price level would reduce excessive volatility of share trading and assist the Company in building an institutional investor base to support its on-going and long term financing activities and business expansion.

Based on the average closing price of the Shares of approximately HK\$6.76 for the period from 1 December 2016 to the Latest Practicable Date and assuming the Share Subdivision had completed, the adjusted Share price would have been approximately HK\$2.25 (the "**Adjusted Subdivided Price**"). Although the Share Subdivision will result in lower share prices, the resultant price level (i.e. HK\$2.25, the Adjusted Subdivided Price) is expected to remain similar to that after the Share Consolidation becoming effective (i.e. HK\$2.42, the Adjusted Consolidated Price). As a result, the Directors consider that the lower trading prices resulting from the Share Subdivision would not give rise to excessive volatility of share trading and would not hinder the Company from building an institutional investor base to support its on-going and long term financing activities and business expansion. In other words, the Directors consider that the Share Subdivision would not have an effect of offsetting the intention of the Share Consolidation.

- (iv) During the period from 1 December 2016 to the Latest Practicable Date, the average closing price of the Shares was approximately HK\$6.76 and the closing price of the Shares was HK\$9.40 as at the Latest Practicable Date. Given that the Shares have

LETTER FROM THE BOARD

been traded substantially higher than the Adjusted Consolidated Price of HK\$2.42 for most of the time during the last seven months, the Directors consider that there was a reasonable period of high trading prices to justify the Share Subdivision.

- (v) The Directors have considered various available methods, including (a) reducing the board lot size alone; or (b) share subdivision alone.

In assessing the above two proposals, the Directors consider that (a) reducing the nominal value of each Share would better allow the Company to respond more quickly to the then market condition later on when there is a need for raising capital and therefore minimise the need to carry out any additional corporate action later; and (b) a reduction in value of a board lot of the shares of the Company would enhance the trading liquidity and therefore attract more investors and widen the Shareholders' base.

The Directors consider that the Share Subdivision will achieve both objectives as stated in points (a) and (b) above whereas a reduction in the board lot size alone will not achieve the flexibility as stated in point (a) above although it will result in a decrease in value of a board lot of the Shares.

- (vi) The Group has on-going capital and funding needs for its existing businesses, in particular its gamified mobile social networking platform acquired in 2017 (the “**Acquisition**”), where significant amount of fund is required for research and development expenses and advertising and market promotion expenses. The Directors consider that the Share Subdivision would facilitate any fund raising activities in the future given that lower share trading prices and therefore lower board lot values as a result of the Share Subdivision would enhance the liquidity in trading of the Subdivided Shares and therefore attract more investors and widen the Shareholders' base.

As disclosed in the circular of the Company dated 28 April 2017 in relation to the Acquisition, the Company may, from time to time, consider various fund raising exercises, whether in the form of equity and/or debt financings, in case it requires additional funds to support the development of its business and/or for working capital, including but not limited to open offer, rights issue and/or placing of new Shares to independent individuals, corporate and/or institutional and professional investors, depending on the then prevailing market conditions. The Directors confirm that, as at the Latest Practicable Date, the Company had on-going discussions and negotiations with certain institutional investors for possible fund raising activities and the parties had not yet agreed on the terms and conditions. The Directors consider that lower trading prices of the Shares resulting from the Share Subdivision would be more appealing to individual and institutional investors which will facilitate the Company and the investors to reach a consensus on any possible fund raising activities.

LETTER FROM THE BOARD

ODD LOT ARRANGEMENT

As it is expected that no odd lot of the Shares will be created as a result of the Share Subdivision, no odd lot arrangement to match the sales and purchase of odd lots will be made.

FREE EXCHANGE OF SHARE CERTIFICATES

Upon the Share Subdivision becoming effective, the Existing Share Certificates will be exchanged free of charge for the New Share Certificates for Subdivided Shares between 9:00 a.m. and 4:30 p.m. on any business day from Thursday, 10 August 2017 to Friday, 15 September 2017 (both dates inclusive) at the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Thereafter, Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each Existing Share Certificate cancelled or New Share Certificate issued, whichever number of share certificates involved is higher. It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates for exchange. The New Share Certificates will be green in color so as to distinguish them from the Existing Share Certificates which are purple in color.

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Wednesday, 13 September 2017 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for three (3) Subdivided Shares.

SGM

Notice of SGM to be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 9 August 2017 at 3:00 p.m. is set out on pages SGM-1 to SGM-2 of this circular. At the SGM, an ordinary resolution will be proposed to approve the Share Subdivision. A proxy form for use at the SGM is enclosed herein. Whether or not you are able to attend the SGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 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 SGM or any adjournment thereof (as the case may be). Completion and return the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish.

LISTING RULES REQUIREMENTS

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the Chairman will demand a poll for the resolution put to the vote at the SGM pursuant to the bye-law 66 of the Bye-laws.

LETTER FROM THE BOARD

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

RECOMMENDATION

The Board considers that the Share Subdivision is in the interests of the Company and its Shareholders as a whole and therefore recommends that the Shareholders vote in favor of the resolution to be proposed at the SGM.

RESPONSIBILITY STATEMENT

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.

GENERAL

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

NOTICE OF SGM



道和環球
DAOHE GLOBAL

Daohe Global Group Limited

道和環球集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 915)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of the shareholders of Daohe Global Group Limited (the “**Company**”) will be held at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 9 August 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of par value US\$0.04 each be and is hereby subdivided into three (3) shares of par value one and one third U.S. cents each (the “**Subdivided Shares**”) with effect from the business day immediately following the date on which this resolution is passed (the “**Share Subdivision**”) and that any director (the “**Director**”) of the Company be and is authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director in his absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in, for completion of the Share Subdivision including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision, and that any matters that have been done on or before the date of this resolution in connection with the transactions contemplated under this resolution be and are hereby ratified, confirmed and approved.”

By order of the Board

Daohe Global Group Limited

ZHOU Xijian

Chairman and non-executive Director

Hong Kong, 24 July 2017

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

NOTICE OF SGM

Head office and principal place of business in Hong Kong:

Suites 1908–12, 19/F
Shui On Centre
6–8 Harbour Road
Wanchai, Hong Kong

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the special general meeting (or any adjournment thereof (the “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 form of proxy for use at the Meeting is enclosed with a circular of the Company dated 24 July 2017.
- (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 branch share registrar of the Company in Hong Kong, 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 instrument appointing 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 Friday, 4 August 2017 to Wednesday, 9 August 2017, 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 branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 3 August 2017.
- (6) In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force on the day of the Meeting, shareholders are suggested to visit the Company’s website at www.daoheglobal.com.hk or to contact the branch share registrar of the Company in Hong Kong, Tricor Standard Limited by telephone on (852) 2980 1333 for arrangements of the Meeting.
- (7) As at the date of hereof, 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 Mr. ZHANG Jifeng; and three independent non-executive Directors, being Mr. WANG Arthur Minshiang, Mr. LAU Shu Yan and Mr. ZHANG Huijun.