

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, 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.

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

A notice convening the 2017 AGM (as defined herein) to be held on Wednesday, 30 August 2017 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong is set out on pages 13 to 18 of this circular. Whether or not you are able to attend the AGM 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 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 AGM 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 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.

28 July 2017

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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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Wednesday, 30 August 2017 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong
“Board”	the board of Directors (as constituted from time to time)
“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
“Close Associate(s)”	has the same meaning as defined in Rule 1.01 of the Listing Rules
“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 (Stock Code: 915)
“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”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase 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

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened on 9 August 2017 for the purpose of approving the proposed Share Subdivision, details of which were disclosed in the announcement and the circular of the Company dated 17 July 2017 and 24 July 2017 respectively
“Share(s)”	ordinary share(s) of US\$0.04 each in the share capital of the Company, or if there has been a subdivision, consolidation, reduction, reclassification of or reconstruction of or any other alternation to the share capital of the Company, shares forming part of 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
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Shares of US\$0.04 each into three (3) Subdivided Shares of one and one third US cents each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	the ordinary share(s) of par value of one and one third US cents each in the share capital of the Company upon completion of the Share Subdivision
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$” and “cents”	Hong Kong dollars and cents respectively
“US\$” and “cents”	United States dollars and cents respectively
“%”	per cent.

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

28 July 2017

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The primary purposes of this circular are to provide you information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM 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.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 31 August 2016, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to repurchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the AGM. As at the Latest Practicable Date, no Shares have been issued under the existing share

LETTER FROM THE BOARD

issue mandate and no Shares have been repurchased pursuant to the existing repurchase mandate. At the AGM, 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 AGM, the Company will be allowed under the Share Issue Mandate to issue up to a maximum of 100,639,513 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date, or a maximum of 301,918,540 Subdivided Shares, being 20% of the issued share capital of the Company if the Share Subdivision becomes effective, subject to Shareholders' approval at the SGM.

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 AGM or any earlier date as referred to in resolutions numbered 4 and 5 set out in the notice of the AGM.

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

In accordance with bye-laws 87(1) and 87(2) of the Bye-laws, Mr. ZHOU Xijian, Mr. ZHANG Qi and Mr. WANG Arthur Minshiang being the non-executive Director, executive Director and independent non-executive Director respectively, will retire at the AGM.

All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

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

Mr. WANG Arthur Minshiang, being an independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. WANG has served as an independent non-executive Director for more than 9 years. During his years of appointment, Mr. WANG has demonstrated his abilities to provide an independent view to the Company's matters respectively. Notwithstanding his years of service as independent non-executive director, the Board is of the view that Mr. WANG is able to continue to fulfill his roles as required and thus recommends him for re-election at the AGM by way of a separate resolution. Further, the Company is of the view that Mr. WANG meets the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

LETTER FROM THE BOARD

AGM

Set out on pages 13 to 18 of this circular is a notice convening the AGM 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 AGM. A form of proxy for use at the AGM is enclosed with this circular.

ACTION TO BE TAKEN

Whether or not you are able to attend the AGM 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 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 holding the AGM 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 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.

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 AGM.

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 AGM pursuant to bye-law 66 of the Bye-laws.

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

ADDITIONAL INFORMATION

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

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

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 AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date or if the Share Subdivision becomes effective, subject to Shareholders' approval at the SGM, the issued share capital of the Company was US\$20,127,902.68 comprising 503,197,567 Shares, or 1,509,592,701 Subdivided Shares respectively.

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 AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 50,319,756 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date, or a maximum of 150,959,270 Subdivided Shares, being 10% of the issued share capital of the Company if the Share Subdivision becomes effective, subject to Shareholders' approval at the SGM.

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 2017, 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	Lowest
	HK\$	HK\$
July 2016	6.50	5.50
August 2016	5.90	2.16
September 2016 <i>(Note 1)</i>	4.65	2.14
October 2016	3.43	2.79
November 2016	3.11	2.38
December 2016	6.29	2.21
January 2017	8.00	4.20
February 2017	7.50	5.84
March 2017	7.34	5.60
April 2017	6.42	5.40
May 2017	7.30	6.00
June 2017	10.00	7.15
July 2017 (up to the Latest Practicable Date)	12.30	8.74

(Note 1: Share consolidation was effective on 27 September 2016, details please refer to the circular dated 8 September 2016.)

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 or if the Share Subdivision becomes effective, subject to Shareholders' approval at the SGM, Daohe Global Investment Holding Limited ("**Daohe Global Investment**"), being a controlling Shareholder of the Company, through its four wholly-owned subsidiaries, namely Sino Remittance Holding Limited ("**Sino Remittance**"), Fame City Developments Limited ("**Fame City**"), Oceanic Force Limited ("**Oceanic Force**") and Winning Port International Limited ("**Winning Port**"), indirectly held an aggregate of 221,373,809 Shares or 664,121,427 Subdivided Share respectively representing approximately 43.99% of the entire issued share capital of the Company. Assuming that there will be no other 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 together with the above four wholly-owned

subsidiaries would be increased to approximately 48.88% of the issued share capital of the Company. In such circumstances, Daohe Global Investment together with the above four wholly-owned subsidiaries would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In respect of Sino Remittance, it held 170,750,000 Shares or 512,250,000 Subdivided Shares respectively representing approximately 33.93% of the entire issued share capital of the Company as at the Latest Practicable Date or if the Share Subdivision becomes effective, subject to Shareholders' approval at the SGM. Assuming that there will be no other 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 would be increased to approximately 37.70% of the issued share capital of the Company. In such circumstances, Sino Remittance would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, approximately 43.88% 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 was 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, or that would give rise to an obligation on the part of Daohe Global Investment (together with the above four wholly-owned subsidiaries) or Sino Remittance to make a mandatory offer under Rule 26 of the Takeovers Code.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the 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 AGM 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.

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

1. Mr. ZHOU Xijian

Mr. ZHOU Xijian, aged 42, was appointed as a non-executive Director of the Company and the chairman of the Board on 5 February 2015. Mr. ZHOU has over 20 years of business experience. He is the president of 廣東道和投資產業集團有限公司 (Guangdong Daohe Investment Industrial Group Co., Ltd*) (“**Guangdong Daohe Group**”). Guangdong Daohe Group is a multi-industry company which is engaged in a wide range of businesses including but not limited to liquor, drinking water, film and television, catering and internet technology. Mr. ZHOU completed a postgraduate programme in Management and business administration from the Business School of Nanjing Normal University in 2011.

Pursuant to a letter of appointment dated 5 February 2015 entered into between the Company and Mr. ZHOU, he was appointed as a non-executive Director and chairman for a term of three years commencing on 5 February 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than six months’ notice in writing. Mr. ZHOU was entitled to a director’s fee of HK\$360,000 per annum, and the director’s fee has been revised to HK\$100,000 per month with effect from 1 May 2017. Mr. ZHOU is also entitled to participate in a profit-based bonus scheme and a share option scheme to be determined at the discretion of the Board or a committee thereof established for such purpose.

As at the Latest Practicable Date or if the Share Subdivision becomes effective, subject to the Shareholders’ approval at the SGM, Mr. ZHOU was deemed to be interested in 221,373,809 Shares or 664,121,427 Subdivided Shares respectively under the SFO. The 221,373,809 Shares or 664,121,427 Subdivided Shares comprise (a) 170,750,000 Shares or 512,250,000 Subdivided Shares held by Sino Remittance, (b) 30,680,964 Shares or 92,042,892 Subdivided Shares held by Oceanic Force, (c) 19,896,845 Shares or 59,690,535 Subdivided Shares held by Fame City, and (d) 46,000 Shares or 138,000 Subdivided Shares held by Winning Port. Each of Sino Remittance, Oceanic Force, Fame City and Winning Port is wholly-owned by Daohe Global Investment, which is in turn 80%-owned by Mr. ZHOU and 20%-owned by Mr. ZHANG Qi. Save as disclosed, as at the Latest Practicable Date, Mr. ZHOU 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. ZHOU and Mr. ZHANG Qi are directors and shareholders of Daohe Global Investment, a controlling Shareholder of the Company.

Save as disclosed above, Mr. ZHOU does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last three years in other listed public companies, does not have any other major appointments and professional qualifications and, does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

* For identification purpose only

2. Mr. ZHANG Qi

Mr. ZHANG Qi, aged 43, was appointed as an executive Director of the Company and the chief executive officer of the Group on 5 February 2015. Mr. ZHANG has over 17 years of business experience, and is currently the chief executive of our affiliated company Guangdong Daohe Investment Industrial Group Co., Ltd (“**Guangdong Daohe Group**”). Guangdong Daohe Group invests in various business realms including catering industry, culture and sport industry, general aviation, film and entertainment industry, new energy market, mobile internet and E-Commerce, simultaneously Guangdong Daohe Group also focuses on investing in diverse industries including health care, health service, health tourism, amusement and recreation. Mr. ZHANG completed a postgraduate programme in Management and business administration from Business School of Nanjing Normal University in 2011.

The Company entered into a service agreement dated 5 February 2015 with Mr. ZHANG for an initial term of three years commencing on 5 February 2015 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than six months’ notice in writing. Under the service agreement, the base salary of Mr. ZHANG shall be HK\$360,000 per annum and his base salary has been revised to HK\$100,000 per month with effect from 1 May 2017. Mr. ZHANG is also entitled to participate in a profit-based bonus scheme and a share option scheme to be determined at the discretion of the Board or a committee thereof established for such purpose.

As at the Latest Practicable Date, Mr. ZHANG holds 20% interest in Daohe Global Investment, a controlling Shareholder of the Company. Save as disclosed, as at the Latest Practicable Date, Mr. ZHANG 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. ZHANG and Mr. ZHOU Xijian are directors and shareholders of Daohe Global Investment, a controlling Shareholder of the Company. He also holds directorship in certain subsidiaries of the Group.

Save as disclosed above, Mr. ZHANG does not hold any other position with the Company or any of its subsidiaries, has not held any directorship in the last three years in other listed public companies, does not have any other major appointments and professional qualifications and does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

3. Mr. WANG Arthur Minshiang

Mr. WANG Arthur Minshiang, aged 56, has been an independent non-executive Director of the Company since 22 April 2002. Mr. WANG is a managing director of 698 Capital Limited, a private Asian investment firm. Previously, Mr. WANG was also a board and audit committee member of NASDAQ listed Homeinns Hotel Group, one of China's leading hotel chains. 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.

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, he 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, 2014 and 2016 respectively, and may be terminated by either party giving the other 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 and the director's fee has been increased to HK\$357,024 per annum with effect from 1 August 2016. which was determined mainly by reference to the roles and responsibilities, time commitment and contributions of Mr. WANG.

As at the Latest Practicable Date or if the Share Subdivision becomes effective, subject to the Shareholders' approval at the SGM, Mr. WANG is the beneficial owner of 130,000 Shares or 390,000 Subdivided Shares respectively. 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.

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



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Daohe Global Group Limited (“**Company**”) will be held on Wednesday, 30 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 transact the following ordinary businesses:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 30 April 2017;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
 - 2.1.1 Mr. ZHOU Xijian
 - 2.1.2 Mr. ZHANG Qi
 - 2.1.3 Mr. WANG Arthur Minshiang (who has served as an independent non-executive director of the Company for more than 9 years)
- 2.2 to authorise the directors to fix the directors’ remuneration for the year ending 30 April 2018;
3. to re-appoint Ernst & Young as the auditor of the Company to hold office until conclusion of the next annual general meeting at a fee to be agreed with the directors;

NOTICE OF AGM

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

4. **“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

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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 (subject to adjustment in the case of any subdivision and consolidation of Shares after 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 (subject to adjustment in the case of any subdivision and consolidation of Shares after passing of this resolution)),

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

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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).”

5. **“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 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;
- (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 (subject to adjustment in the case of any subdivision and consolidation of Shares after passing of this resolutions) 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.”

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6. “**THAT** conditional on the passing of resolutions set out in the notice convening this meeting as resolutions numbered 4 and 5, 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 4 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 5, 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
Daohe Global Group Limited
ZHOU Xijian
Chairman and non-executive Director

Hong Kong, 28 July 2017

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

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Notes:

- (1) A shareholder of the Company entitled to attend and vote at the Annual General Meeting (or any adjournment thereof) (the “**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.
- (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 Friday, 18 August 2017 to Wednesday, 23 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 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 Thursday, 17 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 Company’s share registrar by telephone on (852) 2980 1333 for arrangements of the Meeting.
- (7) As at the date of this notice, 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.