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Daohe Global Group Limited

道和環球集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 915)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) 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 Tuesday, 23 May 2017 at 3:00 p.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the execution of the agreement dated 21 February 2017 (as varied and supplemented by an amendment letter dated 19 April 2017) (the “**Share Purchase Agreement**”) entered into among Glory Sino Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company, Leqian Investment Limited, Mike Cai Investment Limited, Mr. Tsang Chun Ho Anthony, SA1 Investments Inc., Lemei Investment Limited, Letu Investment Limited, Leguang Investment Limited, Lehao Investment Limited and Leming Investment Limited (together the “**Vendors**”), Mr. Congwei Zhou, Mr. Shengqi Cai, Mr. Tsang Chun Ho Anthony, Mr. Sung Lee Ming Alfred, Ms. Jinchun Lai, Mr. Youming Zhang, Ms. Xin Zhang, Mr. Qi Feng and Mr. Jinfeng Liu (together the “**Guarantors**”), pursuant to which the Purchaser conditionally agreed to buy and the Vendors conditionally agreed to sell the entire issued share capital of Loozee Holdings Inc. at the aggregate consideration of HK\$800,500,000 which will be satisfied by (i) cash consideration of HK\$100 million less the HK\$20 million deposit already paid by the Company on 20 January 2017; and (ii) allotment and issue of consideration shares (the “**Consideration Shares**”) in an aggregate amount of HK\$700,500,000 by the Company to the Vendors, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the grant of specific mandate to the directors (the “**Directors**”) of the Company to allot and issue 150,000,000 ordinary shares with par value of US\$0.04 each in the share capital of the Company at an issue price of HK\$4.67 per Consideration Share to the Vendors in accordance with the Share Purchase Agreement be and is hereby approved, confirmed and ratified; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company which he/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of the Share Purchase Agreement and the transactions contemplated thereunder and all acts by the Director(s) as aforesaid be and is/are hereby approved, ratified and confirmed.”
2. each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
- 2.1 Mr. ZHANG Jifeng
- 2.2 Mr. LAU Shu Yan
- 2.3 Mr. ZHANG Huijun

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

Hong Kong, 28 April 2017

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

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 form of proxy for use at the meeting is enclosed with a circular of the Company dated 28 April 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 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 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 Thursday, 18 May 2017 to Tuesday, 23 May 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 Wednesday, 17 May 2017.
- (6) 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) and the Stock Exchange (www.hkexnews.hk).
 - (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 a.m. 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.
- (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.