

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 2018 AGM (as defined herein) to be held on Thursday, 31 May 2018 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 14 to 19 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.

23 April 2018

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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 Thursday, 31 May 2018 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)”	director(s) 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”	13 April 2018, 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)
“Share(s)”	ordinary share(s) of one and one third US cents 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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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. YU Lei (*Chief Executive Officer*)

Mr. WONG Hing Lin, Dennis (*President*)

Mr. HO Chi Kin (*Chief Financial Officer*)

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

23 April 2018

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.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 30 August 2017, 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 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 301,918,540 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date.

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-law 86(2) of the Bye-laws, Mr. YU Lei and Mr. HO Chi Kin who were appointed as Executive Directors on 1 January 2018 and 13 February 2018 respectively, shall hold office until the AGM and being eligible, will offer themselves for re-election at the AGM.

In accordance with Bye-laws 87(1) and 87(2) of the Bye-laws, Mr. WONG Hing Lin, Dennis and Mr. LAU Shu Yan, being an Executive Director and an Independent Non-executive Director, will retire by rotation at the AGM, and 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.

LETTER FROM THE BOARD

AGM

Set out on pages 14 to 19 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 of the AGM 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, the issued share capital of the Company was US\$20,127,902.68 comprising 1,509,592,701 Shares.

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 150,959,270 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date.

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 31 December 2017, being the date of its latest audited consolidated financial statements were made up to. 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\$
April 2017	2.14	1.80
May 2017	2.43	2.00
June 2017	3.33	2.38
July 2017	4.10	2.91
August 2017 <i>(Note 1)</i>	4.52	2.45
September 2017	2.75	2.16
October 2017	2.96	2.35
November 2017	2.49	2.00
December 2017	2.25	1.93
January 2018	2.20	1.02
February 2018	1.08	0.67
March 2018	0.88	0.63
April 2018 (up to the Latest Practicable Date)	0.74	0.60

(Note 1: Share subdivision was effective on 10 August 2017, details please refer to the circular dated 24 July 2017.)

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, 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 664,121,427 Shares representing approximately 43.99% of the 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 512,250,000 Shares representing approximately 33.93% of the issued share capital of the Company as at the Latest Practicable Date. 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 43.56% 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 four Directors proposed to be re-elected at the AGM:

1. Mr. YU Lei

Mr. YU Lei, aged 44, was appointed as an Executive Director and the Chief Executive Officer of the Company on 1 January 2018. Mr. Yu is the Chairman of the Executive Committee of the Board and holds directorship of certain subsidiaries of the Group. Mr. Yu has over 10 years of management experience. He has been a director of 北京派合文化傳播股份有限公司 (Beijing Pai PR Communications Co., Ltd.*) since January 2016, the shares of which are quoted on the National Equities Exchange and Quotations in the People's Republic of China (stock code: 839457). Mr. Yu holds a Master of Business Administration degree from Sun Yat-sen University.

The Company entered into a service agreement dated 29 December 2017 with Mr. Yu for an initial term of three years commencing on 1 January 2018. During the tenure, the appointment may be terminated by either party giving the other not less than one month's notice in writing. Furthermore, Mr. Yu is subject to retirement by rotation and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws. Under the service agreement, the base salary of Mr. Yu is HK\$1,560,000 per annum and Mr. Yu 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. The remuneration package of Mr. Yu was determined by the Remuneration Committee of the Board with reference to Mr. Yu's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

As at the Latest Practicable Date, Mr. Yu is the beneficial owner of 4,932,000 Shares. Save as disclosed above, as at the Latest Practicable Date, Mr. Yu 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, as at the Latest Practicable Date, Mr. Yu 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 does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

* For identification purpose only

2. Mr. WONG Hing Lin, Dennis

Mr. WONG Hing Lin, Dennis, aged 48, was appointed as an Executive Director of the Company on 1 September 2010. He is a member of the Executive Committee and holds directorship of certain subsidiaries of the Group. Mr. Wong has been the President of the Group since 5 February 2015. He was the Chief Financial Officer of the Group from January 2006 to January 2017. Prior to that, Mr. Wong was the head of corporate development department of a Greater China based supply chain management solutions provider and consumer products distributor, primarily responsible for business development, mergers and acquisitions and investor relations activities. Previously, Mr. Wong had worked at several major international financial institutions where he gained extensive experience in finance, investments and banking. Mr. Wong holds a Master of Business Administration degree in finance from Boston University in the US, and a Bachelor of Science degree from The University of British Columbia in Canada.

The service agreement between the Company and Mr. Wong is for an initial term of three years commencing on 1 September 2010 which has continued thereafter. During the tenure, the appointment may be terminated by either party by giving to the other not less than six months' notice in writing. Furthermore, Mr. Wong is subject to retirement by rotation and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws. Under the service agreement, as amended, the base salary of Mr. Wong is HK\$4,784,000 per annum and Mr. Wong 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. The remuneration package of Mr. Wong was determined by the Remuneration Committee with reference to the roles and responsibilities, performance and contributions of Mr. Wong.

As at the Latest Practicable Date, Mr. Wong is the beneficial owner of 3,750,000 Shares. Save as disclosed above, as at the Latest Practicable Date, Mr. Wong 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, as at the Latest Practicable Date, Mr. Wong 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 does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Wong was a director of Linmark Electronics Limited ("**Linmark Electronics**"), a company incorporated in the United Kingdom ("**UK**") and previously a 60% subsidiary of the Company, and resigned as its director on 28 July 2009. Linmark Electronics was put in administration on 28 July 2009 and converted into creditors' voluntary liquidation on 25 January 2010 pursuant to the Insolvency Act 1986 of the UK. Linmark Electronics was dissolved on 21 October 2014.

3. Mr. HO Chi Kin

Mr. HO Chi Kin, aged 49, was appointed as an Executive Director and a member of the Executive Committee of the Company on 13 February 2018. Mr. Ho was also appointed as the Chief Financial Officer of the Company on 1 January 2018. He holds directorship of certain subsidiaries of the Group. Mr. Ho has over 20 years of extensive experience in wealth management services in the United States of America, Hong Kong and mainland China, providing independent financial consulting services for high-end customers, focusing on corporate restructuring, mergers and acquisitions and assisting domestic clients with managing assets in their overseas listings. Mr. Ho began his career as an accountant at Tang & Wong CPAs in Hawaii in 1993. From the year 2000 to 2005, he was a partner of CCP C.P.A. Limited where he handled a variety of portfolios in auditing and assurance service in the fields of properties, manufacturing, construction, trading and retailing business, hotels and financial institutions. From the year 2005 to 2016, Mr. Ho was a founder and managing director of TAKA International Corporation, which is a professional firm for provision of corporate restructuring, company secretarial and accounting services in mainland China. Mr. Ho holds a Master of Business Administration degree from Hawaii Pacific University and a Bachelor of Business Administration degree from the University of Hawaii. Mr. Ho is a qualified accountant and a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants.

The Company entered into a service agreement dated 13 February 2018 with Mr. Ho for an initial term of three years commencing on 13 February 2018. During the tenure, the appointment may be terminated by either party giving the other not less than one month's notice in writing. Furthermore, Mr. Ho is subject to retirement by rotation and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws. Under the service agreement, the base salary of Mr. Ho is HK\$1,200,000 per annum and Mr. Ho 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. The remuneration package of Mr. Ho was determined by the Remuneration Committee with reference to Mr. Ho's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

As at the Latest Practicable Date, Mr. Ho 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 SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ho 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 does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

4. Mr. LAU Shu Yan

Mr. LAU Shu Yan, aged 36, was appointed as an Independent Non-executive Director of the Company and the Chairman of the Audit Committee of the Board on 11 January 2017.

Mr. Lau is currently a partner of an audit firm. He had previously worked in an international accounting firm and has over 10 years of experience in finance, auditing and accounting fields. Mr. Lau is currently an independent non-executive director of Union Asia Enterprise Holdings Limited (stock code: 8173) and 深圳市明華澳漢科技股份有限公司 (Shenzhen Mingwah Aohan High Technology Corporation Limited*) (stock code: 8301), the securities of both companies are listed on the Stock Exchange. He is also an independent non-executive director, chairman of the audit committee and member of the remuneration committee of Perfectech International Holdings Limited (stock code: 765), the securities of which are listed on the Stock Exchange. Mr. Lau graduated from University of Newcastle upon Tyne, United Kingdom with a Bachelor of Arts degree majoring in accounting and financial analysis. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Mr. Lau was formerly an independent non-executive director of Evershine Group Holdings Limited (formerly known as TLT Lottotainment Group Limited) (stock code: 8022) from 11 July 2012 to 16 January 2014, the securities of which are listed on the Stock Exchange.

There is no service contract entered into between the Company and Mr. Lau. Pursuant to a letter of appointment entered into between the Company and Mr. Lau, Mr. Lau has been appointed as an Independent Non-executive Director for an initial term of two years commencing on 11 January 2017. His appointment may be terminated by either party by serving not less than one month's notice in writing. Furthermore, Mr. Lau is subject to retirement by rotation and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws.

The director's fee of Mr. Lau is HK\$240,000 per annum which was determined by the Board with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

As at the Latest Practicable Date, Mr. Lau 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 SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau 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 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.

* *For identification purpose only*



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 (the “**Company**”) will be held on Thursday, 31 May 2018 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 of the Company and the reports of the directors and auditor for the eight months ended 31 December 2017;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
 - 2.1.1 Mr. YU Lei
 - 2.1.2 Mr. WONG Hing Lin, Dennis
 - 2.1.3 Mr. HO Chi Kin
 - 2.1.4 Mr. LAU Shu Yan
- 2.2 to authorise the directors to fix the directors’ remuneration for the year ending 31 December 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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**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; 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),

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 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).”

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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 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, 23 April 2018

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 May 2018 to Thursday, 24 May 2018, 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 May 2018.
- (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 Non-executive Director of the Company is Mr. ZHOU Xijian; the Executive Directors are Mr. YU Lei, Mr. WONG Hing Lin, Dennis, and Mr. HO Chi Kin; and the Independent Non-executive Directors are Mr. WANG Arthur Minshiang, Mr. LAU Shu Yan and Mr. ZHANG Huijun.