

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

A notice convening the AGM (as defined herein) to be held on Friday, 31 May 2019 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 15 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.

26 April 2019

CONTENTS

	<i>Page</i>
RESPONSIBILITY STATEMENT	1
DEFINITIONS	2
LETTER FROM THE BOARD	
Introduction	4
General mandates to issue and repurchase Shares	5
Re-election of Directors	5
AGM	6
Action to be taken	7
Recommendation	7
Voting by poll	7
Additional information	7
APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	8
APPENDIX II — DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION	11
NOTICE OF AGM	15

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 Friday, 31 May 2019 at 3:00 p.m. at Showroom 1A, 1123, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors (as constituted from time to time)
“Board Diversity Policy”	a board diversity policy that setting out the approach to achieve diversity of the Board adopted by the Company on 30 August 2013 and was revised on 14 December 2018
“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
“Director Nomination Policy”	a director nomination policy adopted by the Company on 14 December 2018 that setting out the procedures and criteria to be used by the Company in relation to the selection, appointment and re-appointment of Directors to ensure that the Board maintains an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives to the requirements of the Company’s business
“Executive Committee”	the executive committee of the Board
“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

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2019, 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
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“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
“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. WONG Hing Lin, Dennis

(Chief Executive Officer and President)

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

Mr. LONG Liping

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

26 April 2019

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with 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 31 May 2018, 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 on the date of passing the relevant ordinary resolution at the AGM.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions numbered 4 and 5 set out in the notice of the AGM.

In accordance with 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, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Accordingly, Mr. ZHOU Xijian (“**Mr. Zhou**”) and Mr. ZHANG Huijun (“**Mr. Zhang**”), being a Non-executive Director and an Independent Non-executive Director, will retire by rotation at the AGM, and being eligible, offer themselves for re-election at the AGM.

In accordance with Bye-law 86(2) of the Bye-laws, Mr. LONG Liping (“**Mr. Long**”) who was appointed as an Executive Director on 16 April 2019, will hold office until the AGM and being eligible, offer himself for re-election at the AGM.

The Nomination Committee has reviewed and assessed the structure, size, composition and balance of skills, knowledge, experience and diversity of perspectives of the Board. The Nomination Committee has formed the view that all the Independent Non-executive Directors have met the independence guidelines set out in Rule 3.13 of the Listing Rules and have provided their respective annual confirmations of independence to the Company.

LETTER FROM THE BOARD

The nominations were made in accordance with the Director Nomination Policy and the objective criteria with due regard for the benefits of diversity as set out under the Board Diversity Policy. Mr. Zhou, Chairman of the Board, who provides leadership for the Board on corporate and strategic planning, ensures its effectiveness in all aspects and encourages all Directors to have active contributions to the Board's affairs. Mr. Zhang, who was identified by the Company and its Nomination Committee through referral to serve as the Company's Independent Non-executive Director, remains independent and is able to exercise independent judgement. Mr. Zhang also brings constructive and informed comments on issues relating to the Company's affairs. With Mr. Zhang's broad ranging career experience in the arts and film industry, the Board is of the view that Mr. Zhang is able to contribute to the diversity of the Board in terms of his professional experience. The Nomination Committee had taken into account the respective contributions of Mr. Zhou and Mr. Zhang to the Board and their commitments to their roles and was satisfied that each of Mr. Zhou and Mr. Zhang has the required character, integrity, experience and knowledge of the Group's businesses, which continue to be of significant benefit to the Company. Mr. Zhou and Mr. Zhang are members of the Nomination Committee and have abstained from voting at the Nomination Committee meeting when his own nomination was being considered.

Mr. Long was appointed as an Executive Director with effect from 16 April 2019. He has over 10 years of experience in management, risk control management, auditing and accounting fields. The Nomination Committee had considered Mr. Long's extensive experience in the fields of risk control, auditing and accounting management and his working profile in a wide range of businesses as set out in Appendix II to this circular, and was satisfied that he has the required character, integrity and experience to fulfil his role as an Executive Director.

The Board considers that the re-election of Mr. Zhou, Mr. Zhang and Mr. Long as Directors is in the best interest of the Company and Shareholders as a whole. Mr. Zhou and Mr. Zhang have abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Resolutions relating to the re-election of Directors will be proposed under item 2 of the notice of the AGM. Shareholders will be invited to vote on each resolution proposed for a candidate.

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

AGM

Set out on pages 15 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. To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders 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.

LETTER FROM THE BOARD

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, an announcement regarding 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 2018, 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 per Share 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 HK\$	Lowest HK\$
April 2018	0.740	0.540
May 2018	0.650	0.470
June 2018	0.720	0.290
July 2018	0.375	0.250
August 2018	0.345	0.275
September 2018	0.305	0.270
October 2018	0.285	0.231
November 2018	0.340	0.238
December 2018	0.300	0.240
January 2019	0.240	0.191
February 2019	0.325	0.220
March 2019	0.290	0.200
April 2019 (up to the Latest Practicable Date)	0.320	0.216

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 43.88% 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 44, was appointed as a Non-executive Director of the Company and the Chairman of the Board on 5 February 2015. Mr. Zhou is the Chairman of the Nomination Committee and a member of the Remuneration Committee.

Mr. Zhou has over 20 years of business experience. He is the president of Guangdong Daohe Investment Industrial Group Co., Ltd.* (廣東道和投資產業集團有限公司) (“**Guangdong Daohe Group**”). Guangdong Daohe Group is a multi-industry company which engages in a wide range of businesses including but not limited to liquor, drinking water, film and television, catering and internet technology. On 6 September 2017, Mr. Zhou has been appointed as a director and the chairman of Qingdao Huaren Pharmaceutical Co., Ltd (stock code: 300110) which is listed on the Shenzhen Stock Exchange. Mr. Zhou has also been the chairman of Beijing Pai PR Communications Co., Ltd.* (北京派合文化傳播股份有限公司) 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. 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 is entitled to a director’s fee of HK\$100,000 per month and he is 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. Mr. Zhou is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company pursuant to the Bye-laws.

As at the Latest Practicable Date, Mr. Zhou was deemed to be interested in 664,121,427 Shares under the SFO. The 664,121,427 Shares comprise (a) 512,250,000 Shares held by Sino Remittance, (b) 92,042,892 Shares held by Oceanic Force, (c) 59,690,535 Shares held by Fame City, and (d) 138,000 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. Save as disclosed, as at the Latest Practicable Date, Mr. Zhou did not have any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Zhou is a director and shareholder of Daohe Global Investment, a controlling Shareholder of the Company.

* For identification purpose only

Save as disclosed above, Mr. Zhou (1) did not hold any other position with the Company or any of its subsidiaries, (2) did not hold other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (3) did not have any other major appointments and professional qualifications and, (4) did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

2. Mr. ZHANG Huijun

Mr. ZHANG Huijun, aged 62, was appointed as an Independent Non-executive Director of the Company on 11 January 2017. Mr. Zhang is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Mr. Zhang is currently a vice-chairman of each of China Film Association, Beijing Film Specialist Association and Beijing Film and TV Artist Association* (北京影視藝術家協會), deputy director of China Council for the Promotion of Art Education, a tutor and professor of the Academy of Chinese Culture under Peking University, director of China Research Institute of Film Technology* (中國電影高新技術研究院), vice chairman and standing member of the council of China Society of Motion Picture and Television Engineers, member of each of the Academic Degree Committee of the State Council and National Art Professional Master Degree Education Steering Committee under the Ministry of Education. He is also a member of Committee of Quality Education in Higher Education Institutions under the Ministry of Education* (國家教育部高等學校素質教育工作委員會), head of the higher education division under the Education Committee of China Photographers Association, principal specialist of Beijing Film and Television Art Research Centre, vice-president of China Advertising Association of Commerce and a specialist enjoying special government subsidies granted by the State Council. Mr. Zhang is also a tutor to doctoral students and a professor of Beijing Film Academy in which he was enrolled in 1978 (Class 78) as a student under the department of photography and graduated with a Bachelor of Arts (cinematography) degree in July 1982. In the same year, he assumed a teaching post at his alma mater shortly after graduating with flying colours.

Mr. Zhang was a member of the national committee of the 10th and 11th Chinese People's Political Consultative Conference ("CPPCC"), a member of the 10th and 11th CPPCC Subcommittee of Education, Science, Culture, Health and Sports, as well as a specially invited supervisor of the Ministry of Public Security. He has acted as the deputy director of Beijing Film Academy for 8 years and the director of Beijing Film Academy for 14 years.

Mr. Zhang was accredited the Outstanding Tutor Award* (優秀指導教師獎) at the Arts Festival for University Students Across China 1999* (99全國大學生藝術節) co-hosted by the Ministry of Education, Ministry of Culture, Central Committee of the Communist Youth League of China, State Administration of Radio, Film and Television and the Beijing Municipal Government. He was conferred Commendatore dell'Ordine della Stella della Solidarieta Italiana (3rd Class) (義大利仁惠之星勳章(三級勳章)) by the President of the Italian Republic in recognition of his positive contribution to the

* For identification purpose only

promotion of cultural exchange and friendly cooperation between the PRC and Italy. Being the awardee of Award of Special Contribution to the Nurture of Talents for Cultural Industries of China* (中國文化產業人才培養特殊貢獻大獎) by the organizing committee of Forum on International Cultural Industries (China), Mr. Zhang has been engaged as a life member of the judging committee of Macau International Movie Festival.

Being a famous cinematographer, director, producer in the PRC, as well as a “fifth generation” leading figure of the PRC’s movie industry, Mr. Zhang has involved himself in the production of over 20 movies, making enormous artistic achievement and winning numerous prestigious awards at home and abroad. Besides, Mr. Zhang has presented over 300 TV productions, including drama series and other genres, in the capacity of director, cinematographer, organizer and producer. He has written, compiled and undertaken over 20 academic papers. He has undertaken research projects of state and provincial level covering the aspects of science, education and technology as a project leader or principal participant.

There is no service contract entered into between Mr. Zhang and the Company. Pursuant to a letter of appointment entered into between Mr. Zhang and the Company, Mr. Zhang has been appointed as an Independent Non-executive Director for an initial term of two years commencing on 11 January 2017 and has been renewed for a further term of two years to 11 January 2021. During the tenure, the appointment may be terminated by either party by serving not less than one month’s notice in writing. Mr. Zhang is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company pursuant to the Bye-laws.

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

Save as disclosed, as at the Latest Practicable Date, Mr. Zhang (1) did not have any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO, (2) did not hold any other position with the Company or any of its subsidiaries, (3) did not hold other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (4) did not have any other major appointments and professional qualifications and, (5) did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

3. Mr. LONG Liping

Mr. LONG Liping, aged 44, was appointed as an Executive Director and a member of the Executive Committee on 16 April 2019.

Mr. Long has over 10 years of experience in management, risk control management, auditing and accounting fields. Mr. Long is currently a visiting professor of Hohai University, a vice president (finance) of Nanjing JoyMain Science and Technology

* *For identification purpose only*

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Development Co. Ltd.* (南京中脈科技發展有限公司), and vice chairman of the Medical and Health Committee of China Hong Kong Economic Trading International Association. He is a member of the Chinese People's Political Consultative Conference of Nanjing Lishui District and a vice chairman of Hunan Chamber Commerce Jiangsu Province. Prior to that, Mr. Long was a vice president (risk control) of Guangdong Daohe Investment Industrial Group Co., Ltd.* (廣東道和投資產業集團有限公司), an audit director of Nanjing JoyMain Science and Technology Development Co. Ltd.* (南京中脈科技發展有限公司), and a certified public accountant of Zhongxingcai Guanghua Certified Public Accountants. Mr. Long is a member of the Chinese Institute of Certified Public Accountants. He holds a Master of Agricultural Promotion degree from Huazhong Agricultural University.

The Company entered into a service agreement dated 16 April 2019 with Mr. Long for an initial term of 3 years, commencing on 16 April 2019. During Mr. Long's tenure, his appointment may be terminated by either party by serving not less than one month's notice in writing. In accordance with the Bye-laws, Mr. Long will hold office until the next following general meeting of the Company and shall then be eligible for re-election at such general meeting.

Under the service agreement, the base salary of Mr. Long shall be HK\$360,000 per annum and Mr. Long is also entitled to participate in the share option scheme of the Company and in any profit-based bonus scheme as may be established by the Company and his entitlement thereunder shall be determined at the absolute discretion of the Board. The remuneration package of Mr. Long as an Executive Director and a member of the Executive Committee was determined by the Remuneration Committee with reference to his roles and responsibilities, qualifications, experience, prevailing market rates, the Company's performance and his performance.

Save as disclosed, as at the Latest Practicable Date, Mr. Long (1) did not have any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO, (2) did not hold any other position with the Company or any of its subsidiaries, (3) did not hold other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (4) did not have any other major appointments and professional qualifications and, (5) did 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 Friday, 31 May 2019 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 year ended 31 December 2018;
- 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 Huijun
 - 2.1.3 Mr. LONG Liping
- 2.2 to authorise the directors to fix the directors’ remuneration for the year ending 31 December 2019;
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;

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

NOTICE OF AGM

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 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;

NOTICE OF AGM

- (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).”

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;

NOTICE OF AGM

- (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.”
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, 26 April 2019

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

NOTICE OF AGM

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 Tuesday, 28 May 2019 to Friday, 31 May 2019, 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 Monday, 27 May 2019.
- (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. WONG Hing Lin, Dennis, Mr. HO Chi Kin and Mr. LONG Liping, and the Independent Non-executive Directors are Mr. WANG Arthur Minshiang, Mr. LAU Shu Yan and Mr. ZHANG Huijun.