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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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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)**

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

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A notice convening the AGM (as defined herein) to be held on Friday, 7 June 2024 at 3:00 p.m. at 6/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Hong Kong is set out on pages 16 to 20 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

19 April 2024

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## DEFINITIONS

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*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, 7 June 2024 at 3:00 p.m. at 6/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, 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 amended and restated bye-laws of the Company adopted at the annual general meeting held on 16 June 2022, as amended from time to time
“close associate(s)”	has the same meaning as defined in Rule 1.01 of the Listing Rules
“Code”	the Corporate Governance Code as set out in Part 2 of Appendix C1 to 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 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

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## DEFINITIONS

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“Extension Mandate”	an authorisation to extend the Share Issue Mandate by an amount representing the total number of 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”	12 April 2024, 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 up to 10% of the total number of issued Shares 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
“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 up to 20% of the total number of issued Shares 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

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## DEFINITIONS

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“HK\$” and “cents”

Hong Kong dollars and cents respectively

“US\$” and “cents”

United States dollars and cents respectively

“%”

per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. WONG Hing Lin, Dennis

*(Chief Executive Officer and President)*

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:*

6/F., YHC Tower

1 Sheung Yuet Road

Kowloon Bay

Hong Kong

19 April 2024

*To the Shareholders*

Dear Sir or Madam,

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

**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.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 2 June 2023, 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 total number of issued Shares on the date of passing the relevant ordinary resolution at the AGM; and under the Repurchase Mandate, the Company will be allowed to repurchase Shares up to a maximum of 150,959,270 Shares, being 10% of the total number of issued Shares as at the date of passing the relevant ordinary resolution at the AGM, and under the Extension Mandate, the Company will be allowed to extend the Share Issue Mandate by including the number of Shares repurchased by the Company under the Repurchase Mandate.

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 to 6 set out in the notice of the AGM.

In accordance with the Listing Rules, the Company is required to give 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 84(1) and 84(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. LONG Liping (“**Mr. Long**”), an executive Director and Mr. ZHANG Huijun (“**Mr. Zhang**”), an independent non-executive Director, will retire by rotation at the AGM, and being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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The re-appointment of Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for the Shareholders' approval at the AGM. The Nomination Committee has also 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.

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. Zhang is a member of the Nomination Committee and has abstained from voting at the Nomination Committee meeting when his own nomination was being considered.

The Board considers that the re-election of Mr. Long and Mr. Zhang as Directors is in the best interest of the Company and the Shareholders as a whole. Mr. Long and Mr. Zhang have abstained from the discussion and voting at the Board meeting regarding their 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 Directors to be re-elected that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **AGM**

Set out on pages 16 to 20 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.

### **VOTING BY POLL**

All the resolutions to be proposed at the AGM set out in the notice of the AGM will be voted by way of a poll 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.



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## LETTER FROM THE BOARD

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### **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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024 (both days inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the AGM. No transfer of Shares will be registered during this period. In order to be eligible to attend and vote at the AGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company, Tricor Standard Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 June 2024.

### **RECOMMENDATION**

The Directors consider that the proposed 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.

### **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.

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## LETTER FROM THE BOARD

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### 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  
**WONG Hing Lin, Dennis**  
*Executive Director and Chief Executive Officer*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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 total number of issued Shares 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 2023, 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.    DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of the information, knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company or any of its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or any of its subsidiaries nor have any of them undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

## **5. CONFIRMATION**

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

The Company confirms that neither the explanatory statement nor the proposed share repurchase has any unusual features.

## **6. 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.

## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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.

### 7. 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.

### 8. 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 twelve months before the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2023	0.140	0.110
May 2023	0.136	0.105
June 2023	0.133	0.079
July 2023	0.091	0.066
August 2023	0.082	0.053
September 2023	0.074	0.056
October 2023	0.073	0.055
November 2023	0.084	0.066
December 2023	0.078	0.067
January 2024	0.072	0.063
February 2024	0.129	0.066
March 2024	0.130	0.072
April 2024 (up to the Latest Practicable Date)	0.108	0.076

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## APPENDIX II     DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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

### 1.    **Mr. LONG Liping (“Mr. Long”)**

**Mr. Long**, aged 49, was appointed as an executive Director on 16 April 2019. Mr. Long is a member of the Executive Committee.

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 president (finance) of Zhong Xing Yong He Investments Co. Ltd.\* (中興永和投資有限公司), vice chairman of the Medical and Health Committee of China Hong Kong Economic Trading International Association and a vice chairman of Hunan Chamber Commerce Jiangsu Province. Prior to that, Mr. Long was a member of the Chinese People’s Political Consultative Conference of Nanjing Lishui District and a vice president (risk control) of Daohe Group Co., Ltd\* (道和集團有限公司), an audit director and a vice president (finance) 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 which has continued thereafter. During Mr. Long’s tenure, his appointment may be terminated by either party by serving not less than one month’s notice in writing. Furthermore, Mr. Long 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. Long shall be HK\$396,000 per annum commencing from 1 January 2024 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.

\* *For identification purposes only*

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## APPENDIX II      DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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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.

Save as disclosed, there are no other matters or information relating to Mr. Long 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.

### 2.    **Mr. ZHANG Huijun (“Mr. Zhang”)**

**Mr. Zhang**, aged 67, was appointed as an independent non-executive Director 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), 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.

\* *For identification purposes only*

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## APPENDIX II      DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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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 more than 10 years and the director of Beijing Film Academy for more than 15 years.

Mr. Zhang was accredited the Outstanding Tutor Award\* (優秀指導教師獎) at the 99 Arts Festival for University Students Across China 1999\* (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 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 organising 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. His appointment has been renewed for a further term of two years in 2019, 2021 and 2023 respectively. 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, as amended, of Mr. Zhang is HK\$264,000 per annum commencing from 1 January 2024 which was determined by the Board by reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

\* For identification purposes only



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**APPENDIX II      DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION**

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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.

Save as disclosed, there are no other matters or information relating to Mr. Zhang 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.

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## NOTICE OF AGM

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Daohe Global Group Limited (the “**Company**”) will be held on Friday, 7 June 2024 at 3:00 p.m. at 6/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, 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 of the Company (the “**Director(s)**”) and auditor for the year ended 31 December 2023;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as Directors:
  - 2.1.1 Mr. LONG Liping as an executive Director; and
  - 2.1.2 Mr. ZHANG Huijun as an independent non-executive Director;
- 2.2 to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending 31 December 2024;
3. to re-appoint RSM Hong Kong 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 Listing Rules, the exercise by the Directors 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 of the Company) 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;

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors 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 of the Company) 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 total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors 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 total number of shares of the Company in issue on the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued shares of the Company 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

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- (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 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 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 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 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 of the Company 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 total number 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 total number of issued shares 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

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(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 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 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 total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate such number of shares 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 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 number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

By Order of the Board  
**Daohe Global Group Limited**  
**WONG Hing Lin, Dennis**  
*Executive Director and Chief Executive Officer*

Hong Kong, 19 April 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business in Hong Kong:*  
6/F., YHC Tower  
1 Sheung Yuet Road  
Kowloon Bay  
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 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 4 June 2024 to Friday, 7 June 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 3 June 2024.
- (6) In the event that a typhoon signal no. 8 or above is hoisted or “extreme conditions” caused by a super typhoon 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](http://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 executive Directors are Mr. WONG Hing Lin, Dennis and Mr. LONG Liping, and the independent non-executive Directors are Mr. WANG Arthur Minshiang, Mr. LAU Shu Yan and Mr. ZHANG Huijun.