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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.

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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**

A notice convening the AGM (as defined herein) to be held on Friday, 6 June 2025 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 Investor Services 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.

15 April 2025

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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, 6 June 2025 at 3:00 p.m. at 6/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Hong Kong
“Board”	the board of Directors (as constituted from time to time)
“Board Diversity Policy”	a board diversity policy setting out the approach to achieve diversity of the Board adopted by the Company on 30 August 2013 and 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 meaning ascribed thereto under 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 meaning ascribed thereto under 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
“ESG Committee”	the environmental, social and governance committee of the Board
“Executive Committee”	the executive committee of the Board

DEFINITIONS

“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”	7 April 2025, 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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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

DEFINITIONS

“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“HK\$” and “cents”	Hong Kong dollars and cents respectively
“US\$” and “cents”	United States dollars and cents respectively
“%”	per cent.

LETTER FROM THE BOARD



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

Ms. LUO Juan

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

15 April 2025

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.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 7 June 2024, 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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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. The Company did not have any treasury shares as at the Latest Practicable Date.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the conclusion of the 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. WONG Hing Lin, Dennis (“**Mr. Wong**”), an executive Director, and Mr. WANG Arthur Minshiang (“**Mr. Wang**”), an independent non-executive Director, will retire by rotation at the AGM and shall be eligible for re-election at the AGM.

LETTER FROM THE BOARD

Mr. Wong will offer himself for re-election at the AGM. As Mr. Wang will focus on other business commitments, he will not offer himself for re-election and will retire as an independent non-executive Director at the AGM. Save as disclosed, there are no any other matters that need to be brought to the attention of the Shareholders in relation to Mr. Wang's retirement as an independent non-executive Director.

In accordance with Bye-law 83(2) of the Bye-laws, Ms. LUO Juan ("**Ms. Luo**") who was appointed as an independent non-executive Director by the Board on 30 December 2024, will hold office until the AGM and being eligible, offer herself for re-election at the AGM.

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. Ms. Luo, who is a member of the Nomination Committee, had abstained from voting at the Nomination Committee meeting when her own nomination was being considered.

Ms. Luo was appointed as an independent non-executive Director with effect from 30 December 2024. She has over 30 years of experience in the banking industry. The Nomination Committee had considered Ms. Luo's extensive experience and her working profile as set out in Appendix II to this circular, and was satisfied that she has the required character, integrity and experience to fulfil her role as an independent non-executive Director.

The Board considers that the re-election of Mr. Wong and Ms. Luo as Directors is in the best interest of the Company and the Shareholders as a whole. Mr. Wong and Ms. Luo 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.

LETTER FROM THE BOARD

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.

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 Investor Services 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, 3 June 2025 to Friday, 6 June 2025 (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 Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 June 2025.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed re-election of the 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.

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

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 (excluding treasury shares, if any) 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 2024, 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 and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

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 and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

5. CONFIRMATIONS

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution to approve the Repurchase Mandate (if so approved) 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. The Company also confirms that following settlement of any such repurchase, it intends to cancel the repurchased Shares.

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.

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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2024	0.108	0.075
May 2024	0.102	0.070
June 2024	0.085	0.070
July 2024	0.075	0.054
August 2024	0.068	0.053
September 2024	0.055	0.041
October 2024	0.125	0.048
November 2024	0.076	0.060
December 2024	0.124	0.068
January 2025	0.220	0.098
February 2025	0.255	0.113
March 2025	0.135	0.103
April 2025 (up to the Latest Practicable Date)	0.118	0.091

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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

1. Mr. WONG Hing Lin, Dennis

Mr. Wong, aged 55, was appointed as an executive Director on 1 September 2010 and was appointed as the chief executive officer of the Company on 1 January 2019. He is the chairman of the Executive Committee and the ESG Committee and holds directorship of certain subsidiaries of the Group. Mr. Wong has been the president of the Group since 5 February 2015. He was the chief financial officer of the Group from January 2006 to January 2017.

Prior to that, Mr. Wong was the head of corporate development department of a Greater China based supply chain management solutions provider and consumer products distributor, primarily responsible for business development, mergers and acquisitions and investor relations activities. Previously, Mr. Wong had worked at several major international financial institutions where he gained extensive experience in finance, investments and banking. Mr. Wong holds a Master of Business Administration degree in finance from Boston University in the United States, and a Bachelor of Science degree from The University of British Columbia in Canada.

The service agreement between the Company and Mr. Wong is for an initial term of three years commencing on 1 September 2010 which has continued thereafter. During the tenure, the appointment may be terminated by either party by giving to the other not less than six months' notice in writing. Furthermore, Mr. Wong is subject to retirement by rotation and re-election in accordance with the code on corporate governance practices of the Company and the Bye-laws.

Under the service agreement, as amended, the base salary of Mr. Wong is HK\$7,020,000 per annum and Mr. Wong is also entitled to participate in a profit-based bonus scheme and a share option scheme to be determined at the discretion of the Board or a committee thereof established for such purpose. The remuneration package of Mr. Wong was determined by the Remuneration Committee with reference to the roles and responsibilities, qualifications, experience, prevailing market rate, the Company's performance and his performance.

As at the Latest Practicable Date, Mr. Wong is the beneficial owner of 3,750,000 Shares. Save as disclosed above, as at the Latest Practicable Date, Mr. Wong did not have, and was not deemed to have, any interests in any other Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (1) did not hold any other position with the Company or any of its subsidiaries; (2) had not held any directorship in the last three years in other 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.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

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

Mr. Wong was also the director of the following companies which were deregistered/struck off and the relevant details are as follows:

Name of the relevant company	Place of incorporation/ establishment	Principal activity of the relevant company	Date of deregistration/ striking off
Blue Ocean (China) Holding Limited	Hong Kong	Investment holding	5 November 2021
Daohe Capital Limited	Hong Kong	Investment holding	31 December 2021
eServices Limited	Hong Kong	Provision of procurement services	26 March 2021
Merchandise Creative Limited	Hong Kong	Provision of procurement services	19 February 2021
Westman (Singapore) Private Limited	Singapore	Trading of merchandise and provision of procurement services	5 July 2021
Westown Limited	Hong Kong	Procurement agent	27 May 2022
Benchmark Profits Limited	British Virgin Islands	Investment holding	1 July 2023
IGCS Limited	Hong Kong	Provision of social compliance services	29 November 2024
Golden Rules Enterprises Limited	Hong Kong	Investment holding	27 December 2024

Save as disclosed, there are no other matters or information relating to Mr. Wong 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. Ms. LUO Juan

Ms. Luo, aged 51, was appointed as an independent non-executive Director with effect from 30 December 2024. Ms. Luo is a member of the Nomination Committee.

Ms. Luo has served over 30 years in Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司) (“**ICBC**”). Ms. Luo joined ICBC Haining Branch since September 1993 and was promoted to the branch representative in February 1999. From August 2018, she served as the deputy general manager of corporate business market department. In January 2021, Ms. Luo assumed the role of general manager of institutional business department. Most recently, she took on the responsibilities of a second-level manager from April 2022 to November 2023. Ms. Luo completed a professional course of finance from Zhejiang Radio and Television University* (浙江廣播電視大學) (currently known as Zhejiang Open University* (浙江開放大學)) in March 2003. Ms. Luo obtained her bachelor’s degree in law from Dongbei University of Finance and Economics (東北財經大學) in July 2006.

There is no service contract entered into between the Company and Ms. Luo. Pursuant to a letter of appointment entered into between the Company and Ms. Luo, Ms. Luo has been appointed as an independent non-executive Director for an initial term of two years commenced on 30 December 2024. Her appointment may be terminated by either party by serving not less than one month’s notice in writing. Furthermore, Ms. Luo 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 Ms. Luo is HK\$264,000 per annum which was determined by the Board with reference to her qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

As at the Latest Practicable Date, Ms. Luo did not have, and was not deemed to have, any interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed, as at the Latest Practicable Date, Ms. Luo (1) did not hold any other position with the Company or any of its subsidiaries; (2) had not held any directorship in the last three years in other 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.

Save as disclosed, there are no other matters or information relating to Ms. Luo 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 purposes only*

NOTICE OF AGM



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, 6 June 2025 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 2024;
- 2.1 each as a separate resolution, to re-elect the following retiring directors as Directors:
 - 2.1.1 Mr. WONG Hing Lin, Dennis as an executive Director; and
 - 2.1.2 Ms. LUO Juan 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 2025;
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 Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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

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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;

- (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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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;

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- (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 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 (excluding treasury shares, if any) 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;

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- (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 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 (excluding treasury shares, if any) 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, 15 April 2025

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 Investor Services 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, 3 June 2025 to Friday, 6 June 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 2 June 2025.
- (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 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, Mr. ZHANG Huijun and Ms. LUO Juan.