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**MEMORANDUM OF UNDERSTANDING  
IN RELATION TO  
POSSIBLE ACQUISITION AND  
CONNECTED TRANSACTION**

This announcement is made by Daohe Global Group Limited (the “**Company**”) pursuant to the disclosure obligations under the Inside Information Provisions (as defined in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) of Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”) and Rule 13.09(2)(a) of the Listing Rules.

**THE MOU**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that on 2 December 2015 (after trading hours), Daohe Capital Limited, a direct wholly-owned subsidiary of the Company as purchaser (the “**Purchaser**”) entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Hong Kong Wing Yue Financial Group Holdings Limited as vendor (the “**Vendor**”), in relation to the possible acquisition of the entire issued share capital of Hong Kong Wing Yue Asset Management Limited (the “**Target Company**”) (the “**Possible Acquisition**”).

The Target Company is a company incorporated in Hong Kong with limited liability and is a licensed corporation licensed by the Hong Kong Securities and Futures Commission (the “**HKSFC**”) to provide regulated financial services within the scope of its licences under the SFO, specifically Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management).

## CONSIDERATION

The aggregate consideration for the Possible Acquisition is HK\$14.5 million plus the net asset value of the Target Company as of the date of completion of the formal agreement, subject to further agreement in the formal agreement to be entered by the parties.

Upon the signing of the MOU, the Purchaser will pay HK\$50,000 to an escrow agent as deposit (the “**Initial Deposit**”).

## DUE DILIGENCE REVIEW AND EXCLUSIVITY

Under the MOU, the Purchaser is given exclusivity in negotiations on the Possible Acquisition and has the right to conduct a business, financial and legal due diligence review (the “**DD Review**”) on the Target Company during the 90-day period from the signing of the MOU or such other longer period as the parties may mutually agree (the “**Exclusivity Period**”).

## CONDITIONS PRECEDENT

Should formal agreement be entered into by the parties to the MOU in respect of the Possible Acquisition, completion of such agreement will be conditional upon the following, without limitation:

- (i) the approval of the HKSFCA for the Purchaser or its designated persons to become a substantial shareholder of the Target Company (the “**SFC Approval**”);
- (ii) the approval of the boards of directors of the Purchaser and the Company in respect of entering into and consummating the Possible Acquisition; and
- (iii) all approvals of the Stock Exchange as may be required under the Listing Rules.

In the event that the Purchaser is unable to obtain the SFC Approval on or before the date falling 12 months after the signing date of the formal agreement or such other date as the parties may mutually agree in writing (the “**Long Stop Date**”), the formal agreement shall lapse, provided that the Purchaser may opt for one resubmission of the application to HKSFCA on or before the Long Stop Date, in which case, the parties will agree to a corresponding extension of the Long Stop Date.

The Vendor shall ensure that four responsible officers of the Target Company shall remain as responsible officers following completion of the formal agreement and for a period of at least 12 months thereafter.

The MOU may or may not lead to the entering into of any definitive formal agreement(s) for the Possible Acquisition.

Mr. ZHOU Xijian, a non-executive Director and chairman of the Company, is the sole shareholder and sole director of the Vendor. The Vendor is therefore an associate of Mr. ZHOU Xijian and a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The Possible Acquisition, if it proceeds, will constitute a connected transaction for

the Company under Chapter 14A of the Listing Rules. The Company will make further announcement(s) as and when appropriate and comply with all other applicable requirements under the Listing Rules.

**As the Possible Acquisition may or may not be materialised, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 2 December 2015

*As at the date of this announcement, the Board comprises one non-executive Director, being Mr. ZHOU Xijian (Chairman); three executive Directors, being Mr. ZHANG Qi (Chief Executive Officer), Mr. WONG Hing Lin, Dennis (President and Chief Financial Officer) and Mr. HWANG Han-Lung, Basil (Company Secretary, General Counsel and Head of Development and Investments); and four independent non-executive Directors, being Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius, Mr. Jakob Jacobus Koert TULLENERS and Mr. WONG Chak Keung.*