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(Incorporated in Bermuda with limited liability)
(Stock Code: 915)

# (1) CHANGE OF BOARD MEMBERS AND ITS COMMITTEES' MEMBERS, AND RESIGNATION OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

- (2) CHANGE IN THE HOLDING OF A FINANCIAL OFFICE
- (3) APPOINTMENT OF GROUP FINANCIAL CONTROLLER
  - (4) APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

## CHANGE OF BOARD MEMBERS AND ITS COMMITTEES' MEMBERS, AND RESIGNATION OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Mr. HWANG Hau-zen, Basil has resigned as an executive director of the Company, general counsel and head of development and investments of the Group, a member of the executive committee of the Board and company secretary of the Company. Mr. HWANG Hau-zen, Basil has also ceased to act as an authorised representative of the Company.

Mr. HENG Victor Ja Wei has resigned as an independent non-executive director of the Company and a member of the audit committee of the Board.

Mr. ZHANG Jifeng has been appointed as an executive director of the Company and a member of the executive committee of the Board.

Mr. LAU Shu Yan has been appointed as an independent non-executive director of the Company and the chairman of the audit committee of the Board.

Mr. ZHANG Huijun has been appointed as an independent non-executive director of the Company, a member of each of the audit committee, the remuneration committee and the nomination committee of the Board.

#### CHANGE IN THE HOLDING OF A FINANCIAL OFFICE

Mr. WONG Hing Lin, Dennis, executive director, president and chief financial officer of the Company, has ceased to be the chief financial officer of the Company. He has remained as an executive director and president of the Company.

#### APPOINTMENT OF GROUP FINANCIAL CONTROLLER

Mr. WONG Lim Yam has taken over the responsibilities of Mr. WONG Hing Lin, Dennis as the head of finance at the Company level with title of group financial controller.

### APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Mr. WONG Lim Yam has been appointed as the company secretary and an authorised representative of the Company.

All of the above changes take effect from 11 January 2017.

The board (the "Board") of directors (the "Directors") of Daohe Global Group Limited (the "Company") hereby announces the following changes with effect from 11 January 2017:

## 1. CHANGE OF BOARD MEMBERS AND ITS COMMITTEES' MEMBERS, AND RESIGNATION OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

#### Resignation of Directors/Company Secretary/Authorised Representative

(i) Mr. HWANG Hau-zen, Basil

Mr. HWANG Hau-zen, Basil ("Mr. Hwang") has tendered his resignation as an executive director of the Company ("Executive Director"), general counsel and head of development and investments of the Group, a member of the executive committee of the Board (the "Executive Committee") and the company secretary of the Company in order to devote more time to his other business commitments. Mr. Hwang has also ceased to act as an authorised representative of the Company under the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Mr. Hwang has confirmed to the Board that he has no disagreement with the Board and that there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

#### (ii) Mr. HENG Victor Ja Wei

Mr. HENG Victor Ja Wei ("Mr. Heng") has resigned as an independent non-executive director of the Company ("INED") and a member of the audit committee of the Board (the "Audit Committee") due to his other business commitments.

Mr. Heng has confirmed to the Board that he has no disagreement with the Board and that there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude and sincere appreciation to Mr. Hwang and Mr. Heng for the professionalism, diligence and valuable contributions that they have made to the Company during their tenure of services.

#### **Appointment of Directors**

#### (i) Mr. ZHANG Jifeng

Mr. ZHANG Jifeng ("Mr. Zhang Jifeng") has been appointed as an Executive Director and a member of the Executive Committee.

The biographical details of Mr. Zhang Jifeng are set out as follows:

Mr. Zhang Jifeng, aged 47, is currently the fund manager of 中恒e影視文化基金 (Zhongheng e-Film Culture Fund\*). He is specialised in planning and operation of film and TV investment and industrial town for film and TV culture. He graduated from 上海新聞廣播電視學校 (Shanghai News Broadcasting Television School\*), specialising in news editing.

Prior to Mr. Zhang Jifeng's appointment with 中恒e影視文化基金 (Zhongheng e-Film Culture Fund\*), he had been the general manager of 北京澳金園置業發展有限 公司 (Beijing Aojinyuan Real Estate & Development Pty. Ltd.\*). Formerly, he was the deputy general manager of 易居中國有限公司 (E-House (China) Holdings Limited\*), general manager of its Shenyang branch, deputy general manager of its Beijing branch and deputy general manager of its Northern China branch; the deputy general manager of 上海房屋銷售有限公司 (Shanghai Real Estate Sales Co., Limited\*), the predecessor of 易居中國有限公司 (E-House (China) Holdings Limited\*); the strategic consultant of 上海市靜安區南京西路商業功能推動委員會 (commercialization promotional committee of West Nanjing Road, Jing'an District in Shanghai); senior strategic manager of Shanghai branch of Midland Realty; strategic manager of Shanghai branch of 香港利達行房地產顧問有限公司 (Lee Tat Property Consultant Limited\*); and member of 上海市內銷商品房首批按揭試點管 理方法工作小組 (Working Group for Pilot Management of First Tranche of Domestic Commodity Housing in Shanghai City\*) (the representative of 上海市房 屋交易展覽市場 (Shanghai Housing Trade and Exhibition Market\*)).

Mr. Zhang Jifeng has over 20 years of experience in circulation, sales and operation of real estate. In 1993, he participated in the work of 上海內銷商品抵押貸款購房(按揭)試點管理辦法起草小組 (drafting committee of Pilot Management Measures on Purchase of Property with Secured Loans (Mortgage) with Domestic

Commodity in Shanghai\*), which marked the beginning of the real estate financial business. He has more extensive experience in management and operation of listed real estate businesses specialising in services. He has working experience in development and operation of comprehensive industrial chain of film culture.

The Company entered into a service agreement with Mr. Zhang Jifeng for an initial term of three years commencing on 11 January 2017. During the tenure, the appointment may be terminated by either party by serving not less than one month's notice in writing. Furthermore, Mr. Zhang Jifeng is subject to retirement by rotation and re-election in accordance with the Company's code on corporate governance practice and the Company's bye-laws. He will hold office until the next following general meeting of the Company and shall then be eligible for re-election at such general meeting.

Under the service agreement, the base salary of Mr. Zhang Jifeng shall be HK\$720,000 per annum and Mr. Zhang Jifeng 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. Zhang Jifeng was determined by the remuneration committee of the Board (the "Remuneration Committee") mainly by reference to Mr. Zhang Jifeng's qualifications, experience, level of responsibilities undertaken and prevailing market conditions.

#### (ii) Mr. LAU Shu Yan

Mr. LAU Shu Yan ("Mr. Lau") has been appointed as an INED and the chairman of the Audit Committee.

The biographical details of Mr. Lau are set out as follows:

Mr. Lau, aged 34, is currently a partner of an audit firm. He had previously worked in an international accounting firm and has over 10 years of experience in finance, auditing and accounting fields. Mr. Lau is currently an independent non-executive director of Union Asia Enterprise Holdings Limited (stock code: 8173) and 深圳市 明華澳漢科技股份有限公司 (Shenzhen Mingwah Aohan High Technology Corporation Limited\*) (stock code: 8301), the securities of both companies are listed on the Stock Exchange. He is also an independent non-executive director, chairman of the audit committee and member of the remuneration committee of Perfectech International Holdings Limited (stock code: 765), the securities of which are listed on the Stock Exchange. Mr. Lau graduated from University of Newcastle upon Tyne, United Kingdom with a Bachelor of Arts degree majoring in accounting and financial analysis. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Mr. Lau was formerly an independent non-executive director of Evershine Group Holdings Limited (formerly known as TLT Lottotainment Group Limited) from 11 July 2012 to 16 January 2014, the securities of which are listed on the Stock Exchange (stock code: 8022).

There is no service contract entered into between the Company and Mr. Lau. Pursuant to a letter of appointment entered into between the Company and Mr. Lau, Mr. Lau will be appointed as an INED for an initial term of two years commencing on 11 January 2017. His appointment may be terminated by either party by serving not less than one month's notice in writing. Furthermore, Mr. Lau is subject to retirement by rotation and re-election in accordance with the Company's code on corporate governance practices and the Company's bye-laws. He will hold office until the next following general meeting of the Company and shall then be eligible for re-election at such general meeting.

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

#### (iii) Mr. ZHANG Huijun

Mr. ZHANG Huijun ("Mr. Zhang Huijun") has been appointed as an INED, a member of each of the Audit Committee, the Remuneration Committee and the nomination committee of the Board.

The biographical details of Mr. Zhang Huijun are set out as follows:

Mr. Zhang Huijun, aged 60, is currently a vice-chairman of each of China Film Association, Beijing Film Specialist Association and 北京影視藝術家協會 (Beijing Film and TV Artist Association\*), 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 中國電影高新技術研究院 (China Research Institute of Film Technology\*), 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 國家教育部高等學校素質教育工作委員會 (Committee of Quality Education in Higher Education Institutions under the Ministry of Education\*), 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 Huijun 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 graduation with flying colours.

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

Mr. Zhang Huijun was accredited the 優秀指導教師獎 (Outstanding Tutor Award\*) at the 99全國大學生藝術節 (Arts Festival for University Students Across China 1999\*) 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 意大利仁惠之星勳章(三級勳章) (Commendatore dell'Ordine della Stella della Solidarieta Italiana (3rd Class)) by the president of the Italian Republic in recognition of his positive contribution to the promotion of cultural exchange and friendly cooperation between China and Italy. Being the awardee of 中國文化產業人才培養特殊貢獻大獎 (Award of Special Contribution to the Nurture of Talents for Cultural Industries of China\*) by the organizing committee of Forum on International Cultural Industries (China), Mr. Zhang Huijun has been engaged as a life member of the judging committee of Macau International Movie Festival.

Being a famous cinematographer, director, producer in China, as well as a "fifth generation" leading figure of China's movie industry, Mr. Zhang Huijun 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 Huijun 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 the Company and Mr. Zhang Huijun. Pursuant to a letter of appointment entered into between the Company and Mr. Zhang Huijun, Mr. Zhang Huijun will be appointed as an INED for an initial term of two years commencing on 11 January 2017. His appointment may be terminated by either party by serving not less than one month's notice in writing. Furthermore, Mr. Zhang Huijun is subject to retirement by rotation and re-election in accordance with the Company's code on corporate governance practices and the Company's bye-laws. He will hold office until the next following general meeting of the Company and shall then be eligible for re-election at such general meeting.

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

As at the date of this announcement, each of Mr. Zhang Jifeng, Mr. Lau and Mr. Zhang Huijun does not have, and is not deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, as at the date of this announcement, each of Mr. Zhang Jifeng, Mr. Lau and Mr. Zhang Huijun does not hold any other position with the Company or any of its subsidiaries; has not held any directorship in the last three years in other listed public companies; does not have any other major appointments and professional qualifications; and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Furthermore, save as disclosed above, there are no other matters or information relating to the above appointments that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Following the appointment of Mr. Lau and Mr. Zhang Huijun, the number of INEDs and the Audit Committee members has restored to the minimum number of three, the vacancy for the chairmanship of the Audit Committee has been filled up and the number of INEDs on the Remuneration Committee and Nomination Committee represented a majority of these committees as required by the Listing Rules.

The Board would like to express its warmest welcome to Mr. Zhang Jifeng, Mr. Lau and Mr. Zhang Huijun.

#### 2. CHANGE IN THE HOLDING OF A FINANCIAL OFFICE

Mr. WONG Hing Lin, Dennis ("Mr. Wong Hing Lin, Dennis"), Executive Director, president and chief financial officer of the Company, has ceased to be the chief financial officer of the Company in order to devote more time for his commitment on the overall operation and business development of the Company's supply chain management business. He has remained as an Executive Director and president of the Company.

#### 3. APPOINTMENT OF GROUP FINANCIAL CONTROLLER

Mr. WONG Lim Yam ("Mr. Wong Lim Yam") has taken over the responsibilities of Mr. Wong Hing Lin, Dennis as the head of finance at the Company level with title of group financial controller. Please refer to the section headed "Appointment of Company Secretary and Authorised Representative" below for biographical details of Mr. Wong Lim Yam.

### 4. APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Mr. Wong Lim Yam has been appointed as the company secretary of the Company and authorised representative of the Company under the Listing Rules in replacement of Mr. Hwang.

Mr. Wong Lim Yam has more than 14 years of experience in the fields of auditing and accounting and has experience in handling secretarial and compliance related matters. Mr. Wong Lim Yam graduated from Oxford Brookes University with a Bachelor of Science degree majoring in applied accounting. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants.

The Board would like to take this opportunity to welcome Mr. Wong Lim Yam on his new appointments.

\* For identification purpose only

By Order of the Board

Daohe Global Group Limited

ZHOU Xijian

Chairman and non-executive Director

Hong Kong, 11 January 2017

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 Mr. ZHANG Jifeng; and three independent non-executive Directors, being Mr. WANG Arthur Minshiang, Mr. LAU Shu Yan and Mr. ZHANG Huijun.