
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Daohe Global Group Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM (as defined herein) to be held on Tuesday, 7 December 2021 at 2:30 p.m. at 6/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Hong Kong is set out on pages 8 to 9 of this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM 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 SGM 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.

MEASURES TAKEN IN LIGHT OF THE COVID-19

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the COVID-19 at the SGM, including:

- compulsory temperature checking and health declaration form signing (which may also be used for the purposes of contact tracing if required)
- compulsory wearing of surgical face mask throughout the SGM and inside the SGM venue
- prohibiting attendance at the SGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance
- prohibiting attendance at the SGM if the attendee has been to the affected countries and/or other countries during time periods as may be required or recommended by any government agencies from time to time or in the preceding 21 days prior to the SGM or who is subject to mandatory quarantine order imposed by the Hong Kong Government
- no serving of refreshments at the SGM

Any person who does not comply with the precautionary measures may be denied entry into the SGM venue. The Company reminds the Shareholders that they may appoint the chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

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

5 November 2021

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PRECAUTIONARY MEASURES FOR THE SGM

In view of the evolving COVID-19 situation, the Company reserves the right to take the following precautionary measures as may be appropriate at the SGM:

- All attendees will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing if required) before entering the SGM venue.
- All attendees must wear a surgical face mask throughout the SGM and inside the SGM venue.
- Any person who has a fever will not be permitted to attend the SGM. Persons exhibiting flu-like symptoms may also be refused admittance at the Company's discretion.
- Any person, who has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong Government at <https://www.chp.gov.hk/en/features/102742.html>) during time periods as may be required or recommended by any government agencies from time to time or in the preceding 21 days prior to the SGM or who is subject to mandatory quarantine order imposed by the Hong Kong Government, will not be permitted to attend the SGM.
- No refreshments will be served at the SGM.

The Shareholders who feel unwell or have been placed on leave of absence on the date of the SGM are advised not to attend the SGM.

The Shareholders who prefer not to attend or are restricted from attending the SGM, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the proxy form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to the Shareholders and others attending the SGM and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19.

The SGM will commence sharply at 2:30 p.m., and the Shareholders are encouraged to arrive at the SGM venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors (as constituted from time to time)
“Bye-laws”	the bye-laws of the Company adopted pursuant to the written resolution of the then sole Shareholder passed on 22 April 2002, as amended from time to time
“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)
“Director(s)”	director(s) of the Company
“E&Y”	Ernst & Young
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Government”	the Government of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Appointment of New Auditor”	the proposed appointment of RSM as the new auditor of the Company, subject to the approval of the Shareholders at the SGM
“RSM”	RSM Hong Kong
“SGM”	the special general meeting of the Company to be held on Tuesday, 7 December 2021 at 2:30 p.m. at 6/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of one and one third US cents each in the share capital of the Company, or if there has been a subdivision, consolidation, reduction, reclassification of or reconstruction of or any other alternation to the share capital of the Company, shares forming part of the share capital of the Company
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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)

Non-executive Director:

Mr. ZHOU Xijian (*Chairman*)

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

5 November 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF SGM**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the SGM and to give you notice of the SGM. The resolution to be proposed at the SGM will be for the purpose of approving the change of auditor of the Company.

PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 28 October 2021 whereby the Board announced that E&Y resigned as the auditor of the Company with effect from 28 October 2021 as the Company and E&Y could not reach an agreement on the audit fee for the financial year ending 31 December 2021. E&Y has confirmed in its resignation letter that there

LETTER FROM THE BOARD

are no circumstances in connection with its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirmed that there are no disagreements or unsolved matters concerning the resignation of E&Y that need to be brought to the attention of the Shareholders. The Board has also confirmed that E&Y has not commenced any audit work on the consolidated financial statement of the Group for the financial year ending 31 December 2021.

According to Code Provision C3.3(a) of Appendix 14 to the Listing Rules and the terms of reference of the Audit Committee published on 14 December 2018, the Audit Committee is primarily responsible for performing, among others, the following duties:

- (i) making recommendations to the Board on the appointment, reappointment and removal of the external auditors;
- (ii) approving the remuneration and terms of engagement of the external auditors; and
- (iii) raising questions of the resignation of the external auditors (if any).

In respect of E&Y's resignation and the Proposed Appointment of New Auditor, the Audit Committee has considered:

1. the reasons for E&Y's resignation as Company's auditor and the possible impacts on auditing of Group's consolidated financial statements for the year ending 31 December 2021;
2. the fee quotation obtained from RSM; and
3. the credentials of RSM, including its qualifications, experience and manpower.

On the basis of the above assessment and after taking into consideration, inter alia, RSM's fee quotation, its qualifications, experience and manpower, the Audit Committee is of the view that RSM has demonstrated it is capable of providing quality service to the Company and its quotation is also relatively competitive. As such, the Audit Committee resolved to recommend the Board the appointment of RSM as the new auditor of the Company to fill the casual vacancy following the resignation of E&Y and to hold office until the conclusion of the next annual general meeting of the Company.

Pursuant to Bye-law 159 of the Bye-laws, the appointment of auditor of the Company is subject to approval by the Shareholders at a special general meeting. The Board proposes to seek the approval of the Shareholders by way of an ordinary resolution at the SGM and the Proposed Appointment of New Auditor shall come into effect upon the passing of such ordinary resolution of the Shareholders at the SGM.

LETTER FROM THE BOARD

SGM

Set out on pages 8 to 9 of this circular is the notice convening the SGM at which a resolution will be proposed to approve the Proposed Appointment of New Auditor. 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 resolution proposed to be approved at the SGM. A form of proxy for use at the SGM is enclosed with this circular.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the SGM will demand a poll for the resolution put to the vote at the SGM pursuant to Bye-law 66 of the Bye-laws.

After the SGM, 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 SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM 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 SGM 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 Thursday, 2 December 2021 to Tuesday, 7 December 2021 (both days inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the SGM. No transfer of Shares will be registered during this period. In order to be eligible to attend and vote at the SGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 December 2021.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Proposed Appointment of New Auditor is in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the relevant resolution set out in the notice of the SGM.

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.

Yours faithfully,
For and on behalf of the Board
ZHOU Xijian
Chairman and Non-executive Director

NOTICE OF SGM



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Daohe Global Group Limited (the “**Company**”) will be held on Tuesday, 7 December 2021 at 2:30 p.m. at 6/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Hong Kong for the purpose of considering and, if thought fit, pass the following resolution, with or without modifications:

ORDINARY RESOLUTION

“**THAT** RSM Hong Kong be and is hereby appointed as the new auditor of the Company to fill the vacancy following the resignation of Ernst & Young and to hold office until the conclusion of the next annual general meeting of the Company and the directors of the Company or a duly authorised committee thereof be and are hereby authorised to fix its remuneration.”

By Order of the Board

Daohe Global Group Limited

ZHOU Xijian

Chairman and Non-executive Director

Hong Kong, 5 November 2021

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

NOTICE OF SGM

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the special general meeting (or any adjournment thereof) (the “**Meeting**”) may appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote on his behalf and such proxy need not be a shareholder of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Standard Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof (as the case may be) and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) For the purpose of ascertaining the rights of the shareholders of the Company attending and voting at the Meeting, the register of members of the Company will be closed from Thursday, 2 December 2021 to Tuesday, 7 December 2021, both dates inclusive. In order to be entitled to attend the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 1 December 2021.
- (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 branch share registrar by telephone on (852) 2980 1333 for arrangements of the Meeting.
- (7) As at the date of this notice, the Non-executive Director of the Company is Mr. ZHOU Xijian, the Executive Directors are Mr. WONG Hing Lin, Dennis and Mr. LONG Liping, and the Independent Non-executive Directors are Mr. WANG Arthur Minshiang, Mr. LAU Shu Yan and Mr. ZHANG Huijun.