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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 AMENDMENTS TO THE BYE-LAWS AND PROPOSED ADOPTION OF NEW BYE-LAWS

The board (the “**Board**”) of directors (the “**Director(s)**”) Daohe Global Group Limited (the “**Company**”) hereby announces that, in order to further improve the corporate governance of the Company and to bring the existing bye-laws of the Company (the “**Bye-laws**”) in line with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) on shareholder protection for overseas issuers (Appendix 3 to the Listing Rules) which came into effect on 1 January 2022, as well as to incorporate certain housekeeping amendments, the Board proposes to make certain amendments to the existing Bye-laws (the “**Proposed Amendments**”) and adopt a new set of new Bye-laws (the “**New Bye-laws**”) in substitution of the existing Bye-laws, which are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

Major changes brought about by the Proposed Amendments are set out below:

- (1) to provide that the Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where the Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (2) to clarify that subject to the Listing Rules and any other competent regulatory authority, the Company may give financial assistance to acquire its own shares;
- (3) to allow all general meetings (including an annual general meeting and any adjourned or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;

- (4) to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
- (5) to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the meeting in relation thereto;
- (6) to provide that votes (other than on a show of hands) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;
- (7) to provide that the Shareholders may inspect during business hours any register maintained in Hong Kong without any charge;
- (8) to provide that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting after his appointment and shall then be eligible for re-election;
- (9) to change the requirement that an annual general meeting shall be held in each financial, rather than calendar year and the maximum time that may elapse between such annual general meetings;
- (10) to specify that general meetings requisitioned by the Shareholders holding not less than one-tenth of the paid up capital shall be held as a physical meeting;
- (11) to provide that an extraordinary resolution (two-thirds majority) is required, rather than a special resolution of the Shareholders to remove the Company's auditors;
- (12) to clarify that an auditor of the Company which has been appointed by the Board to fill in a casual vacancy, may act until such vacancy continues and its remuneration for the time being may be fixed by the Board; and
- (13) to make other consequential and house-keeping amendments to better align with the wordings in the applicable laws of Bermuda and the Listing Rules.

A circular containing, among other things, the details of the Proposed Amendments, the New Bye-laws, notice of the AGM and the relevant proxy form will be despatched to the shareholders of the Company in due course.

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

Hong Kong, 14 April 2022

As at the date of this announcement, 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.