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## **DA MING INTERNATIONAL HOLDINGS LIMITED**

**大明國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock code: 1090)

### **APPOINTMENT OF EXECUTIVE DIRECTORS AND GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME**

#### **APPOINTMENT OF EXECUTIVE DIRECTORS**

The Board is pleased to announce that Dr. Fukui Tsutomu and Mr. Zhang Feng have been appointed as executive directors of the Company with effect from 15 October 2014.

#### **GRANT OF AWARDED SHARES PURSUANT TO THE DA MING SHARE AWARD SCHEME**

On 15 October 2014, the Board resolved to grant 11,740,000 Awarded Shares to 97 Selected Employees pursuant to the Da Ming Share Award Scheme adopted by the Company on 25 August 2011.

Reference is made to the announcement of Da Ming International Holdings Limited (the “**Company**”) dated 25 August 2011 (the “**Announcement**”) relating to the adoption of the Da Ming Share Award Scheme (the “**Scheme**”) by the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

#### **APPOINTMENT OF EXECUTIVE DIRECTORS**

The Board is pleased to announce that Dr. Fukui Tsutomu (“**Dr. Fukui**”) and Mr. Zhang Feng (“**Mr. Zhang**”) have been appointed as executive directors of the Company with effect from 15 October 2014.

### **Dr. Fukui**

Dr. Fukui, aged 54, joined the Group in 2013 and is currently the general manager of Jiangsu Daming Metal Products Co., Ltd.\* (江蘇大明金屬製品有限公司), a wholly-owned subsidiary of the Company. Prior to joining the Group, Dr. Fukui was the managing director of Nippon Yakin Shanghai Co., Ltd. He has extensive experience in the steel industry. Dr. Fukui graduated from Nanjing University with a bachelor degree in Catalytic Chemistry in 1982 and obtained a Doctoral degree in Engineering from Tokyo Institute of Technology in 1991, majoring in Materials Science and Engineering.

Dr. Fukui has entered into a service agreement with the Company for a term of 3 years commencing from the date of his appointment. He is entitled to a director's fee of HK\$25,000 per month for his appointment, which was determined with reference to his duties and responsibilities in the Company and the current prevailing market conditions and practice. He is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the articles of association of the Company.

Dr. Fukui has not held any directorship in other listed companies in the last three years. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date hereof, Dr. Fukui is deemed to be interested in 866,000 Shares under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”). Save as disclosed in the foregoing, Dr. Fukai does not have any interests in the securities of the Company within the meaning of Part XV of the SFO as at the date hereof.

### **Mr. Zhang**

Mr. Zhang, aged 37, joined the Group in 1998. He is currently the chief procurement officer of the Group, the president of Hangzhou Wanzhou Metal Products Co., Ltd.\* (杭州萬洲金屬製品有限公司), a company owned as to 95% by the Company and the general manager of Jiangsu Daming Allybest Trading Co., Ltd.\* (江蘇大明協好貿易有限公司), a wholly-owned subsidiary of the Company.

Mr. Zhang has entered into a service agreement with the Company for a term of 3 years commencing from the date of his appointment. In addition to the Awarded Shares granted to Mr. Zhang as set out under the paragraphs headed “Grant of Awarded Shares pursuant to the Da Ming Share Award Scheme” below, he is entitled to a director's fee of HK\$25,000 per month for his appointment, which was determined with reference to his duties and responsibilities in the Company and the current prevailing market conditions and practice. He is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the articles of association of the Company.

\* For identification purpose only

Mr. Zhang has not held any directorship in other listed companies in the last three years. Mr. Zhang is a cousin of Mr. Zhou Keming (“**Mr. Zhou**”), the chairman and a director and a substantial shareholder of the Company. Save as disclosed in the foregoing, Mr. Zhang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the date hereof, Mr. Zhang (i) is interested in 1,000,000 Shares under Part XV of the SFO, (ii) holds options to subscribe for a total of 300,000 Shares at an exercise price of HK\$2.452 per Share pursuant to the share option scheme adopted by the Company on 9 November 2010; and (iii) has been granted 600,000 Awarded Shares pursuant to and subject to the terms of the Scheme adopted by the Company on 25 August 2011, details of which are set out under the paragraphs headed “Grant of Awarded Shares pursuant to the Da Ming Share Award Scheme” below. Save as disclosed in the foregoing, Mr. Zhang does not have any interests in the securities of the Company within the meaning of Part XV of the SFO as at the date hereof.

Save as disclosed above, each of Dr. Fukui and the Company is not aware of any matter in relation to the appointment of Dr. Fukui, and each of Mr. Zhang and the Company is not aware of any matter in relation to the appointment of Mr. Zhang, that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and any other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend a warm welcome to Dr. Fukui and Mr. Zhang in joining the Board.

#### **GRANT OF AWARDED SHARES PURSUANT TO THE DA MING SHARE AWARD SCHEME**

On 15 October 2014, at the recommendation of the Remuneration Committee of the Company, the Board resolved to grant 11,740,000 Awarded Shares to 97 Selected Employees (the “**Awardees**”) pursuant to the Scheme adopted by the Company on 25 August 2011. Further details of the Awardees are set out below:

	<b>Number of Awarded Shares</b>	<b>Awardees</b>
<b>Connected persons and deemed connected persons</b>	1,500,000	Mr. Tang Zhonghai (“ <b>Mr. Tang</b> ”), an executive Director
	600,000	Mr. Zhang, an executive Director
	660,000	Family member and/or relatives of Ms. Xu Xia (“ <b>Ms. Xu</b> ”) or Mr. Zhou (each a Director and substantial shareholder of the Company)
<b>Other Selected Employees</b>	8,980,000	Selected Employees who are not connected persons of the Company

The grant of Awarded Shares to Mr. Tang and Mr. Zhang will form part of their remuneration under their respective service contracts, and is fully exempt under Rule 14A.95 of the Listing Rules. The grant of Awarded Shares to a family member and relatives of connected persons of the Company is fully exempt under Rule 14A.76(1)(a) of the Listing Rules. Each of Mr. Zhou, Ms. Xu and Mr. Tang abstained from voting on the board resolution approving the grant of Awarded Shares.

The closing price of the Shares of the Company on the Reference Date was HK\$2.95. The Awarded Shares were granted to the Awardees at nil consideration. The Awarded Shares have been purchased and are currently held by the Trustee (the name of which was changed from Equity Trust (HK) Limited to TMF Trustee (HK) Limited on 3 January 2012) in accordance with the Scheme Rules and subject to the terms of the Trust Deed. Subject to the Scheme Rules and save for a Lapse or a Partial Lapse and unless otherwise determined by the Board, the Awarded Shares shall be vested in the following manner (in each case, rounded down to the nearest whole board lot of 2,000 Shares):

- (a) up to 40% of the Awarded Shares shall be vested on 31 October 2014;
- (b) subject to sub-paragraph (a) above, up to 70% of the Awarded Shares shall be vested on 2 November 2015; and
- (c) subject to sub-paragraphs (a) and (b) above, all Awarded Shares shall be vested on 31 October 2016.

By order of the Board of  
**Da Ming International Holdings Limited**  
**Zhou Keming**  
*Chairman*

Hong Kong, 15 October 2014

*As at the date of this announcement, the executive directors are Mr. Zhou Keming, Ms. Xu Xia, Mr. Zou Xiaoping, Mr. Tang Zhonghai, Mr. Kang In Soo, Dr. Fukui Tsutomu and Mr. Zhang Feng; the non-executive director is Mr. Jiang Changhong; and the independent non-executive directors are Prof. Hua Min, Mr. Chen Xuedong, Mr. Cheuk Wa Pang and Mr. Lu Daming.*