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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)

GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME

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

On 5 May 2015, the Board resolved to grant 840,000 Awarded Shares to 30 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.

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

On 5 May 2015, at the recommendation of the Remuneration Committee of the Company, the Board resolved to grant 840,000 Awarded Shares to 30 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:

	Number of Awarded Shares	Awardees
Connected person and deemed connected persons	50,000	Dr. Fukui Tsutomu (“ Dr. Fukui ”), an executive Director
	50,000	Mr. Kang In Soo (“ Mr. Kang ”), an executive Director

	Number of Awarded Shares	Awardees
	30,000	A family member/ relative of Ms. Xu Xia (“ Ms. Xu ”) and Mr. Zhou Keming (“ Mr. Zhou ”) (each a Director and substantial shareholder of the Company)
Other Selected Employees	710,000	Selected Employees who are not connected persons of the Company

The grant of Awarded Shares to Dr. Fukui and Mr. Kang will form part of their remuneration under their respective service contracts, and is therefore fully exempt from the reporting, announcement and independent shareholders’ approval requirements under Rules 14A.73(6) and 14A.95 of the Listing Rules. The grant of Awarded Shares to the family member/ relative of the relevant connected persons of the Company is fully exempt under Rule 14A.76(1)(a) of the Listing Rules. Each of Dr. Fukui, Mr. Kang, Mr. Zhou and Ms. Xu 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\$3.38. 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 on 20 May 2015.

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

Hong Kong, 5 May 2015

As at the date of this announcement, the executive Directors are Mr. Zhou Keming (Chairman and Chief Executive Officer), 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 Mr. Chen Xuedong, Mr. Cheuk Wa Pang, Prof. Hua Min and Mr. Lu Daming.