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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in Da Ming International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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 the transferee.

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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)

### **PROPOSED GENERAL MANDATES TO BUY BACK AND ISSUE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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This circular is despatched together with the annual report of Da Ming International Holdings Limited which comprises, among other things, the directors' report, the auditor's report and the consolidated financial statements of Da Ming International Holdings Limited for the year ended 31 December 2014.

A notice convening the Annual General Meeting of Da Ming International Holdings Limited to be held at Salon 4, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 10:45 a.m. on Tuesday, 2 June 2015 is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof.

Completion and returning of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

28 April 2015

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 2 June 2015 at 10:45 a.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Da Ming International Holdings Limited (大明國際控股有限公司), a limited liability company incorporated in the Cayman Islands on 14 February 2007, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Directors”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 April 2015, being the latest practicable date for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to buy back Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of a nominal value of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holders of Shares
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Zhou Keming (*Chairman*)

Ms. Xu Xia

Mr. Zou Xiaoping

Mr. Tang Zhonghai

Mr. Kang In Soo

Dr. Fukui Tsutomu

Mr. Zhang Feng

*Non-executive Director:*

Mr. Jiang Changhong

*Independent non-executive Directors:*

Prof. Hua Min

Mr. Chen Xuedong

Mr. Cheuk Wa Pang

Mr. Lu Daming

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and principal place*

*of business in the PRC:*

No. 1518, Tongjiang Road

Wuxi, Jiangsu

The People's Republic of China

*Principal place of business*

*in Hong Kong:*

Unit 1007, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

28 April 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO BUY BACK AND ISSUE SHARES,  
RE-ELECTION OF DIRECTORS**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This circular provides you with information relating to the proposals for the grant of the Share Buy-back Mandate and the Share Issue Mandate, the re-election of Directors and the Annual General Meeting.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO BUY BACK AND ISSUE SHARES

Pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 23 May 2014, general mandates were granted to the Directors to exercise the power of the Company to allot and issue further Shares and to repurchase Shares. Such mandates will lapse upon the conclusion of the Annual General Meeting (unless previously revoked or varied by ordinary resolutions of the Shareholders). At the Annual General Meeting, ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates to:

- (i) purchase/buy back Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting; and
- (ii) allot, issue and deal with new Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting and to extend the general mandate to allot and issue further Shares with a nominal amount up to the aggregate nominal amount of the Shares which may have been purchased/bought back by the Company (if any) pursuant to the mandate referred to in (i) above.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Share Buy-back Mandate is set out in the Appendix to this circular.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board of Directors currently consists of twelve Directors, namely Mr. Zhou Keming, Ms. Xu Xia, Mr. Zou Xiaoping, Mr. Tang Zhonghai, Mr. Kang In Soo, Dr. Fukui Tsutomu, Mr. Zhang Feng, Mr. Jiang Changhong, Prof. Hua Min, Mr. Chen Xuedong, Mr. Cheuk Wa Pang and Mr. Lu Daming.

In accordance with Article 84 of the Articles, Ms. Xu Xia, Mr. Kang In Soo, Prof. Hua Min and Mr. Chen Xuedong will retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election.

In accordance with Article 83.(3) of the Company's Articles of Association, Mr. Lu Daming, Dr. Fukui Tsutomu and Mr. Zhang Feng, were appointed as additional directors of the Company by the Board on 21 August 2014, 15 October 2014 and 15 October 2014, respectively, shall hold office until the date of the next following annual general meeting of the Company and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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Pursuant to the Listing Rules, details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

**Ms. Xu Xia**, aged 40, was appointed as an executive director on 14 February 2007. She is one of the founders and assist and advise on business operation and administration of the Group. Ms. Xu has extensive sales and business development experience in the steel industry. She graduated from China Textile University (currently known as Donghua University) in 1995 with a diploma in Trading Operation.

Ms. Xu entered into a director's service agreement with the Company for a term of three years. Her appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles and is subject to termination by either party giving not less than three months' written notice. She is entitled to a director's fee of HK\$300,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Please refer to Note 29 to the consolidated financial statements of the Company's 2014 annual report for detailed emoluments received by Ms. Xu in the year 2014.

As at the Latest Practicable Date, Ms. Xu was interested in 737,559,000 Shares within the meaning of Part XV of the SFO. Ms. Xu is a controlling shareholder of the Company. Saved as disclosed herein, Ms. Xu had no other interests in Shares within the meaning of Part XV of the SFO.

Ms. Xu is the wife of Mr. Zhou Keming, the chairman and a director and a substantial shareholder of the Company. Except for her relationship with Mr. Zhou, Ms. Xu does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Over the past three years, Ms. Xu has not been a director in other listed companies.

**Mr. Kang In Soo**, aged 56, was appointed as an executive director on 22 March 2012. Mr. Kang is currently the general manager of Tianjin Taigang Daming Metal Product Co., Ltd. ("Tianjin Taigang Daming"), which is held as to 91% by the Group. He was the vice president of the sales department of Zhangjiagang Pohang Stainless Steel Co., Ltd., one of the Group's key suppliers and an independent third party, from April 2008 to August 2010 and the manager of its sales department from April 2002 to March 2008. Mr. Kang worked in various departments of POSCO from January 1984 to March 2002. Mr. Kang has extensive experience in the stainless steel industry. He graduated from Han Yang University of Korea majoring in Science of Public Administration in February 1981.

Mr. Kang entered into a director's service agreement with the Company for a term of one year. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and is subject to termination by either party giving not less than three months' written notice. He is entitled to a directors' fee of HK\$300,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Please refer to Note 29 to the consolidated financial statements of the Company's 2014 annual report for detailed emoluments received by Mr. Kang in the year 2014.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Mr. Kang had options to subscribe for 400,000 Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Kang had no other interests in Shares within the meaning of part XV of the SFO.

Mr. Kang does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Over the past three years, Mr. Kang has not been a director in other listed companies.

**Professor Hua Min**, aged 64, was appointed as an independent non-executive director on 20 March 2007. He is a professor and doctoral candidates adviser and has taught and conducted research in world economics, China economics and finance at Fudan University since 1990. Currently he is the chairman of the Institute of World Economy of Fudan University and chief of the Academic Committee of School of Economics of Fudan University. He has extensive experience in economics. Prof. Hua graduated from Fudan University with a Bachelor degree in Political Economics in 1982 and obtained a Doctoral degree in Economics from Fudan University in 1993. Since 2004, Prof. Hua has also been an independent non-executive director and a member of the audit committee of Shanghai International Shanghai Growth Investment Limited (stock code: 770), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Prof. Hua entered into a director's service agreement with the Company for a term of three years. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and is subject to termination by either party giving not less than three months' written notice. He is entitled to a directors' fee of HK\$300,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Please refer to Note 29 to the consolidated financial statements of the Company's 2014 annual report for detailed emoluments received by Prof. Hua in the year 2014.

As at the Latest Practicable Date, Prof. Hua had no interest in Shares within the meaning of Part XV of the SFO. Prof. Hua does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Save as disclosed above, over the past three years, Prof. Hua has not been a director in other listed companies.

**Mr. Chen Xuedong**, aged 50, was appointed as an independent non-executive director on 3 July 2010. He is currently the head of research department and the head of research institute of Hefei General Machinery Research Institute and has been serving as the party secretary of the same institute since 2009. Mr. Chen has attained the qualification of professor level senior engineer in 1999 and was qualified as a researcher in 2002. Since 2003, Mr. Chen has served as head of National Safety Engineering Technology Research Centre for Pressure Vessels and Pipelines. Mr. Chen graduated from Zhejiang University with a Bachelor degree in Chemical Engineering in 1986. He then obtained a Master degree and Doctoral degree in Chemical Engineering at Zhejiang University in 1995 and 2004, respectively. Mr. Chen has extensive experience in engineering.



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## LETTER FROM THE BOARD

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Mr. Chen entered into a director's service agreement with the Company for a term of three years. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and is subject to termination by either party giving not less than three months' written notice. He is entitled to a directors' fee of HK\$300,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Please refer to Note 29 to the consolidated financial statements of the Company's 2014 annual report for detailed emoluments received by Mr. Chen in the year 2014.

As at the Latest Practicable Date, Mr. Chen had no interest in Shares within the meaning of Part XV of the SFO. Mr. Chen does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Over the past three years, Mr. Chen has not been a director in other listed companies.

**Mr. Lu Daming**, aged 61, was appointed as an independent non-executive Director on 21 August 2014. He was the dean of Hoisting and Conveying Machinery Design Institute Beijing. He obtained his qualification as a research level senior engineer from the People's Republic of China Machinery Industry Department in 1996. He is also a state registered facility supervising engineer and a state registered consulting engineer (investment) of the People's Republic of China.

Mr. Lu entered into a director's service agreement with the Company for a term of three years. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and is subject to termination by either party giving not less than three months' written notice. He is entitled to a directors' fee of HK\$300,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Please refer to Note 29 to the consolidated financial statements of the Company's 2014 annual report for detailed emoluments received by Mr. Lu in the year 2014.

As at the Latest Practicable Date, Mr. Lu had no interest in Shares within the meaning of Part XV of the SFO. Mr. Lu does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Save as disclosed above, over the past three years, Mr. Lu has not been a director in other listed companies.

**Dr. Fukui Tsutomu**, aged 54, was appointed as an executive director on 15 October 2014. Dr. Fukui is currently a director and the general manager of Jiangsu Daming Metal Products Co., Ltd., 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.

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## LETTER FROM THE BOARD

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Dr. Fukui entered into a director's service agreement with the Company for a term of three years. His appointment is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles and is subject to termination by either party giving not less than three months' written notice. He is entitled to a directors' fee of HK\$300,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Please refer to Note 29 to the consolidated financial statements of the Company's 2014 annual report for detailed emoluments received by Dr. Fukui in the year 2014.

As at the Latest Practicable Date, Dr. Fukui was interested in 866,000 Shares and had options to subscribe for 500,000 Shares within the meaning of Part XV of the SFO. Saved as disclosed herein, Dr. Fukui had no other interests in Shares within the meaning of part XV of the SFO.

Dr. Fukui does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Over the past three years, Dr. Fukui has not been a director in other listed companies.

**Mr. Zhang Feng**, aged 38, was appointed as an executive director on 15 October 2014. Mr. Zhang is currently the marketing director of the Group, the president of Hangzhou Wanzhou Metal Products Co., Ltd., a company owned as to 95% by the Company and the general manager of Jiangsu Daming Allybest Trading Co., Ltd., a wholly-owned subsidiary of the Company.

Mr. Zhang entered into a director's service agreement with the Company for a term of three years. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles and is subject to termination by either party giving not less than three months' written notice. He is entitled to a director's fee of HK\$300,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year and subject to review by the Board from time to time). Such emoluments are determined with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Please refer to Note 29 to the consolidated financial statements of the Company's 2014 annual report for detailed emoluments received by Mr. Zhang in the year 2014.

As at the Latest Practicable Date, Mr. Zhang was interested in 1,240,000 Shares, had options to subscribe for 400,000 Shares and interested in 360,000 awarded Shares within the meaning of Part XV of the SFO. Saved as disclosed herein, Mr. Zhang had no other interests in Shares within the meaning of Part XV of the SFO.

Mr. Zhang is a cousin of Mr. Zhou Keming, the chairman and a director and a substantial shareholder of the Company. Except for his relationship with Mr. Zhou, Mr. Zhang does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Over the past three years, Mr. Zhang has not been a director in other listed companies.

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## LETTER FROM THE BOARD

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In relation to the re-election of the above Directors, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other matters, the granting of the Share Buy-back Mandate and the Share Issue Mandate and the re-election of Directors.

The notice convening the Annual General Meeting is set out on pages 13 to 16 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and returning of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a general meeting shall be decided by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

### RECOMMENDATION

The Directors believe that the proposals for the grant of the Share Buy-back Mandate, the Share Issue Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement herein misleading.

Yours faithfully,  
For and on behalf of the Board  
**Da Ming International Holdings Limited**  
**Zhou Keming**  
*Chairman*

*This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting to the Directors of the Share Buy-back Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$103,750,000 comprising 1,037,500,000 Shares.

Subject to the passing of the relevant ordinary resolutions at the Annual General Meeting and assuming that no further Shares are issued and repurchased by the Company, the Directors will be authorised to buy back up to 103,750,000 Shares pursuant to the Share Buy-back Mandate.

## **2. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to buy back the Shares in the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets or its earnings per Share or both and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles and all applicable laws. It is envisaged that the funds required for any buy-backs would be derived from the distributable profits of the Company.

The Share Buy-back Mandate, if exercised in full, may have a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the Company's most recent published audited accounts. The Directors, however, do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

## **4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates currently intends to sell the Shares to the Company under the Share Buy-back mandate in the event that it is granted by the Shareholders at the Annual General Meeting.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or that he has undertaken not to sell any Shares held by him to the Company, in the event that the Share Buy-back Mandate is granted by the Shareholders at the Annual General Meeting.

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## **5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles so far as the same may be applicable.

## **6. EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to buy back the Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, Mr. Zhou Keming and Ms. Xu Xia, are the controlling shareholders of the Company through their interest in Ally Good Group Limited, are interested in 737,559,000 Shares, representing approximately 71.09% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the shareholding interest of Mr. Zhou Keming and Ms. Xu Xia in the Company would be increased to approximately 78.99% of the issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to buy back Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25%.

**7. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Hong Kong Stock Exchange as quoted in the Hong Kong Stock Exchange's daily quotations sheets in each of the previous twelve months prior to the Latest Practicable Date are as follows:

	<b>Price Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>		
April	2.05	1.45
May	2.44	1.86
June	2.43	2.11
July	3.00	2.24
August	3.29	2.63
September	3.24	2.63
October	3.05	2.45
November	2.68	2.18
December	2.60	2.12
<b>2015</b>		
January	2.40	2.12
February	2.50	2.12
March	2.49	2.13
April (up to and including the Latest Practicable Date)	3.20	2.25

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of the shareholders of Da Ming International Holdings Limited (the “**Company**”) will be held at Salon 4, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2015 at 10:45 a.m. for the following purposes:

#### ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditor for the year ended 31 December 2014.
2. To declare a final dividend for the year ended 31 December 2014.
3. To re-elect Directors and authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as the Auditor and authorise the Board of Directors to fix their remuneration.

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

5. “**THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of the Shares which may be bought back pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (“**Resolution 5**”) and the said approval shall be limited accordingly; and

- (c) for the purpose of this Resolution 5:

“**Relevant Period**” means the period from the passing of this Resolution 5 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 5 by the passing of an ordinary resolution by the shareholders in general meeting.”

6. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with new Shares and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution (“**Resolution 6**”) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 6, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of the Shares or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution 6, and the said approval shall be limited accordingly;



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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this Resolution 6:

**“Relevant Period”** means the period from the passing of this Resolution 6 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 6 by the passing of an ordinary resolution by the shareholders in general meeting.

**“Rights Issue”** means an offer of shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. **“THAT** subject to the passing of Resolutions 5 and 6, the general mandate referred to in Resolution 6 above be and is hereby extended by the addition of an amount representing the aggregate nominal amount of Shares bought back by the Company pursuant to the general mandate referred to in Resolution 5 above, provided that such amount shall not exceed ten per cent (10%) of the issued share capital of the Company at the date of passing this Resolution 7.”

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

Hong Kong, 28 April 2015

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) The register of members of the Company will be closed from 29 May 2015 to 2 June 2015 (both days inclusive), during which period no transfer of Shares can be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 28 May 2015.
- (2) Any member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. All proxies, together with powers of attorney or other authorities, if any, under which they are signed or notarially certified copies thereof, must be deposited with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and returning of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof should she/he so wishes.
- (3) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the other in which the names of the joint holders stand on the register of the relevant joint holding.
- (4) With reference to Resolution 2 above, the Directors have resolved to recommend the payment of a final dividend of HKD0.020 per Share. Subject to the approval of the Shareholders at the Annual General Meeting, the final dividend will be paid to the Shareholders whose names appear on the register of members of the Company at the close of business on 10 June 2015. The register of members of the Company will be closed from 8 June 2015 to 10 June 2015 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 5 June 2015. The final dividend will be payable on 19 June 2015.
- (5) With reference to Resolution 3 above, Mr. Lu Daming, Dr. Fukui Tsutomu and Mr. Zhang Feng will hold office till the Annual General Meeting and, being eligible, offer themselves for re-election; Ms. Xu Xia, Mr. Kang In Soo, Prof. Hua Min and Mr. Chen Xuedong will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above-mentioned Directors are set out in the circular of the Company dated 28 April 2015.
- (6) With reference to Resolutions 5, 6 and 7 above, the Directors wish to state that they have no immediate plans to buy-back any existing Shares or to issue any new Shares or warrants pursuant to the relevant mandate.
- (7) A circular containing further information regarding, inter alia, the proposed resolutions in respect of the general mandates to buy back Shares and to issue new Shares and the re-election of the retiring Directors, will be delivered to the shareholders of the Company together with the Company's annual report for the year ended 31 December 2014.

*As at the date of this notice, the executive Directors are Mr. Zhou Keming, Ms. Xu Xia, Mr. Zou Xiaoping, Mr. Tang Zhonghai and 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 and Mr. Cheuk Wa Pang and Mr. Lu Daming.*