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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 Conference room B106, Jiangsu Daming Industrial Technology Group Limited, No.1518 Tongjiang Road, Wuxi, Jiangsu, The People’s Republic of China on Tuesday, 10 June 2025 at 3:30 p.m. for the following purposes:

### **ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2024.
- 2(A). To re-elect directors:
  - (a) To re-elect Ms. Xu Xia as a director;
  - (b) To re-elect Mr. Zhang Feng as a director;
  - (c) To re-elect Mr. Liang Zongren as a director;
  - (d) To re-elect Mr. Chen Ning as a director;
  - (e) To re-elect Mr. Lu Jian as a director;
  - (f) To re-elect Mr. Lu Gang as a director; and
  - (g) To re-elect Mr. Wang Liuqi as a director.

2(B). To authorise the board of directors (“**Board**”) to fix the remuneration of the directors.

3. To re-appoint PricewaterhouseCoopers as the auditor and authorise the Board to fix their remuneration.

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

4. “**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;
- (b) the total number of Shares which may be bought back pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing this resolution (“**Resolution 4**”) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 4:

“**Relevant Period**” means the period from the passing of this Resolution 4 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 4 by the passing of an ordinary resolution by the shareholders in general meeting.”

5. **“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 (including any sale or transfer of treasury 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 5”**) 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 total number of Shares 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 5, 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 twenty per cent (20%) of the total number of Shares (excluding treasury shares, if any) in issue at the date of passing this Resolution 5, and the said approval shall be limited accordingly;
- (d) 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;
- (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.

“**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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. “**THAT** subject to the passing of Resolutions 4 and 5, the general mandate referred to in Resolution 5 above be and is hereby extended by the addition of the number of Shares bought back by the Company pursuant to the general mandate referred to in Resolution 4 above, provided that such number shall not exceed ten per cent (10%) of the total number of Shares (excluding treasury shares, if any) in issue at the date of passing this Resolution 6.”

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

Hong Kong, 25 April 2025

*Notes:*

- (1) The register of members of the Company will be closed from Thursday, 5 June 2025 to Tuesday, 10 June 2025 (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 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 4 June 2025.
- (2) Any member entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting. 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, by 3:30 p.m. on Sunday, 8 June 2025 (Hong Kong time), being 48 hours before the time appointed for the Annual General Meeting. 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 holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (4) With reference to Resolution 2(A) above, Ms. Xu Xia, Mr. Zhang Feng, Mr. Liang Zongren, Mr. Chen Ning, Mr. Lu Jian, Mr. Lu Gang and Mr. Wang Liuqi 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 25 April 2025.
- (5) With reference to Resolutions 4, 5 and 6 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.
- (6) 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 Directors, will be delivered to the shareholders of the Company together with the Company's annual report for the year ended 31 December 2024.

*As at the date of this notice, the executive Directors are Mr. Zhou Keming (Chairman), Ms. Xu Xia, Mr. Zou Xiaoping, Mr. Zhang Feng, Mr. Liang Zongren and Mr. Chen Ning; the non-executive Directors are Mr. Lu Jian and Mr. Lu Gang; and the independent non-executive Directors are Mr. Cheuk Wa Pang, Mr. Hu Xuefa, Prof. Chen Xin and Mr. Wang Liuqi.*