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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)

**(1) PROPOSED GENERAL MANDATES TO BUY BACK AND ISSUE SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) 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 2025.

A notice convening the Annual General Meeting of Da Ming International Holdings Limited to be held at Conference room B106, Jiangsu Daming Industrial Technology Group Limited, No.1518 Tongjiang Road, Wuxi, Jiangsu, The People's Republic of China at 3:30 p.m. on Tuesday, 9 June 2026 is set out on pages 13 to 17 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.

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
INTRODUCTION .....	3
GENERAL MANDATES TO BUY BACK AND ISSUE SHARES .....	4
RE-ELECTION OF DIRECTORS .....	4
ANNUAL GENERAL MEETING .....	8
RECOMMENDATION .....	9
RESPONSIBILITY STATEMENT .....	9
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	13

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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, 9 June 2026 at 3:30 p.m. or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company adopted pursuant to special resolution passed on 11 June 2024, which is currently in force
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“core 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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 April 2026, 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

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## DEFINITIONS

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“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 not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“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 (including any sale or transfer of treasury shares, if any) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“treasury shares”	has the meaning ascribed to it under Listing Rules
“%”	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. Liang Zongren

*Non-executive Directors:*

Mr. Lu Jian

Mr. Lu Gang

*Independent non-executive Directors:*

Mr. Cheuk Wa Pang

Mr. Hu Xuefa

Prof. Chen Xin

Mr. Wang Liuqi

*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:*

Suite 1007, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

30 April 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO BUY BACK AND ISSUE SHARES;**

**(2) RE-ELECTION OF DIRECTORS;**

**AND**

**(3) 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 10 June 2025, general mandates were granted to the Directors to exercise the power of the Company to allot and issue further Shares and to buy back 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 not exceeding 10% of the total issued Shares (excluding treasury shares, if any) as at the date of the Annual General Meeting; and
- (ii) allot, issue and deal with new Shares (including any sale or transfer of treasury shares) not exceeding 20% of the total issued Shares (excluding treasury shares) as at the date of the Annual General Meeting and to extend the general mandate to allot and issue further Shares up to the aggregate number of 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 I to this circular.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board of Directors currently consists of ten Directors, namely Mr. Zhou Keming, Ms. Xu Xia, Mr. Zou Xiaoping, Mr. Liang Zongren, Mr. Lu Jian, Mr. Lu Gang, Mr. Cheuk Wa Pang, Mr. Hu Xuefa, Prof. Chen Xin and Mr. Wang Liuqi.

In accordance with Article 84 of the Articles of Association of the Company, Mr. Zhou Keming, Mr. Zou Xiaoping, Mr. Cheuk Wa Pang and Mr. Hu Xuefa will retire from office by rotation at the Annual General Meeting and being eligible, offer themselves for re-election.

#### **Mr. Zhou Keming, Last elected on 11 June 2024**

Aged 56, was appointed as an executive Director on 14 February 2007. He is also the chairman of the Board of the Company. Mr. Zhou is one of the founders of the Group and is responsible for the Group's overall business strategy. He has extensive experience in the steel industry. Mr. Zhou was qualified as a senior economist in 2007 by the Appraisal Committee for Senior Economic Technical Qualification of Jiangsu. Mr. Zhou currently serves as a director and legal representative of certain subsidiaries of the Company.

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## LETTER FROM THE BOARD

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Mr. Zhou 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 of Association of the Company and is subject to termination by either party giving not less than three months' written notice. Under the service agreement and its subsequent amendment, he is entitled to a director's remuneration of HK\$180,000 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 39 to the consolidated financial statements of the Company's 2025 annual report for detailed emoluments received by Mr. Zhou in the year 2025.

As at the Latest Practicable Date, Mr. Zhou was interested in 738,551,000 Shares within the meaning of Part XV of the SFO. Mr. Zhou is a controlling shareholder of the Company. Saved as disclosed herein, Mr. Zhou had no other interests in Shares within the meaning of Part XV of the SFO.

Mr. Zhou is the husband of Ms. Xu Xia ("Ms. Xu"), is an executive Director of the Company. Except for his relationship with Ms. Xu, Mr. Zhou does not have any relationship with any Directors, senior management or substantial or controlling shareholder of the Company. Over the past three years, Mr. Zhou has not been a director in other listed companies.

### **Mr. Zou Xiaoping, Last elected on 11 June 2024**

Aged 61, was appointed as an executive Director on 9 March 2007 and appointed as a vice-chairman of the Board of the Company on 18 April 2018. Mr. Zou is a member of the nomination committee and the remuneration committee of the Company and the supervisor of Taiyuan Taigang Daming Metal Technology Co., Ltd., being a non-wholly owned subsidiary of the Company. He joined the Group in 2002 and is responsible for the Group's overall management, administration and operation. Prior to joining the Group, Mr. Zou worked at Local Tax Bureau, Qianzhou Town, Xishan District from 1986 to 2002 on taxation matters and was granted a certificate for having undergone the in-service taxation training offered to the civil servants in 2000, when serving as the assistant to the head of the Bureau. Mr. Zou has extensive experience in taxation and corporate management. He graduated from Correspondence Institute of the Party School of the Central Committee of the Chinese Communist Party with a Bachelor of Laws degree in 2004 and obtained a Master of Business Administration degree from Asia International Open University (Macau) (currently known as City University of Macau) in 2005.

Mr. Zou 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 of Association of the Company and is subject to termination by either party giving not less than three months' written notice. Under the service agreement and its subsequent amendment, he is entitled to a director's remuneration of HK\$180,000 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 39 to the consolidated financial statements of the Company's 2025 annual report for detailed emoluments received by Mr. Zou in the year 2025.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Mr. Zou was interested in 5,060,000 Shares within the meaning of Part XV of the SFO. Saved as disclosed herein, Mr. Zou had no other interests in Shares within the meaning of Part XV of the SFO. Mr. Zou does not have any relationship with any Directors, senior management or substantial or controlling shareholder of the Company. Over the past three years, Mr. Zou has not been a director in other listed companies.

### **Mr. Cheuk Wa Pang, Last elected on 11 June 2024**

Aged 61, was appointed as an independent non-executive Director since 20 March 2007. He is currently the chairman of each of the audit committee, nomination committee and remuneration committee of the Company. Mr. Cheuk is currently the chief financial officer and the qualified accountant of Lee Kee Holdings Limited (stock code: 637), the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited. Mr. Cheuk has extensive experience in accounting and auditing. Mr. Cheuk holds a Bachelor of Science degree in Engineering from the University of Hong Kong, a Master degree in Applied Finance and a Master degree in Business Administration from Macquarie University in Australia. Mr. Cheuk is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

The Company has received the confirmation in writing from Mr. Cheuk with regards to his independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that Mr. Cheuk meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. Mr. Cheuk has rich practical experience in the fields of finance and accounting, which can continuously bring professional and scientific insights to the Board. The re-election of Mr. Cheuk as an independent non-executive Director of the Company will enhance the Board's ability to control financial risks, review internal control systems and accounting policies, which is consistent with the Company's requirements on board diversity.

Pursuant to the code provision set out in paragraph B.2.3 of Appendix C1 to the Listing Rules, any further appointment of an independent non-executive Director serving more than nine years should be subject to a separate resolution to be approved by Shareholders. Notwithstanding that Mr. Cheuk has served as a Director for more than nine years, the nomination committee, after assessment, confirmed that (i) Mr. Cheuk's independence has been assessed and accepted, Mr. Cheuk continues to demonstrate his qualities as an independent non-executive director, and there is no evidence that Mr. Cheuk's tenure has had any impact on his independence; (ii) Mr. Cheuk has never held any executive or management position in the Group and remains independent of the management and free of any relationship which could materially affect his exercise of independent judgement; (iii) Mr. Cheuk's long-term contributions continue to bring independent judgment and fresh perspectives to the Board and help the Company to achieve its objectives; and (iv) a balance has been struck in succession planning considerations.

The nomination committee of the Company, in accordance with the guidelines outlined in the corporate governance report under the section "Director Nomination Policy" on pages 28 to 29, has reviewed and assessed Mr. Cheuk's academic background, experience, independence, time commitment and contributions to the Board and committee meetings, existing listed company directorships held, and ongoing continuous professional development training.

Based on this assessment, the Nomination Committee recommends, and the Board proposes, the re-election of Mr. Cheuk as an independent non-executive Director of the Company.

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## LETTER FROM THE BOARD

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Mr. Cheuk 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 of Association of the Company and is subject to termination by either party giving not less than three months' written notice. Under the service agreement, he is entitled to a director's fee of HK\$360,000 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 39 to the consolidated financial statements of the Company's 2025 annual report for detailed emoluments received by Mr. Cheuk in the year 2025.

As at the Latest Practicable Date, Mr. Cheuk had no interest in Shares within the meaning of Part XV of the SFO. Mr. Cheuk 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. Cheuk has not been a director in other listed companies.

### **Mr. Hu Xuefa, Last elected on 9 June 2023**

Aged 63, was appointed as an independent non-executive Director since 30 May 2018. He is a member of each of the audit committee, nomination committee and remuneration committee of the Company. He has been a qualified senior engineer (professor level) in Shanghai, the PRC since February 2013. He obtained a Master's degree in Executive Master of Business Administration from China Europe International Business School in 2011. In 2008 and 2003, Mr. Hu obtained a Doctorate degree in Engineering and a Master's degree in Mechanical Engineering, respectively, from Northeastern University, the PRC.

Mr. Hu has extensive experience in the steel industry. From April to November 2017, he was the general manager of Rizhao Steel Holdings Group Company Ltd. From April 2014 to March 2017, he was an executive director and the general manager of Baosteel Stainless Steel Co., Ltd. From March 2011 to April 2014, Mr. Hu was the assistant general manager and general manager of Planning and Development Department of Baosteel Group Limited. Mr. Hu worked as an assistant general manager of Baosteel Company Limited between April 2010 and March 2011 and the general manager of Baosteel Plate Company between April 2008 and April 2010. From August 1999 to April 2008, Mr. Hu was the deputy general manager of Baosteel Group Pu Steel Company.

Mr. Hu has rich practical experience in the field of stainless steel, from production, manufacturing, sales, and new product development, which can continuously bring practical insights to the Board of Directors. The re-election of Mr. Hu as an independent non-executive Director of the Company will enhance the Board's ability to analyse the entire industrial chain of stainless steel, which is consistent with the Company's requirements on board diversity.

The nomination committee of the Company, in accordance with the guidelines outlined in the corporate governance report under the section "Director Nomination Policy" on pages 28 to 29, has reviewed and assessed Mr. Hu's academic background, experience, independence, time commitment and contributions to the Board and committee meetings, existing listed company directorships held, and ongoing continuous professional development training.

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## LETTER FROM THE BOARD

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Based on this assessment, the Nomination Committee recommends, and the Board proposes, the re-election of Mr. Hu as an independent non-executive Director of the Company.

Mr. Hu 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 of Association of the Company and is subject to termination by either party giving not less than three months' written notice. Pursuant to the service agreement, he is entitled to a directors' fee of HK\$360,000 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 39 to the consolidated financial statements of the Company's 2025 annual report for detailed emoluments received by Mr. Hu in the year 2025.

As at the Latest Practicable Date, Mr. Hu had no interest in Shares within the meaning of Part XV of the SFO. Mr. Hu 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. Hu has not been a director in other listed companies.

In relation to the re-election of the above Directors, save as disclosed above, there is no information which is disclosable pursuant to any of the requirements under Rules 13.51(2) 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 17 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 by 3:30 p.m. on Sunday, 7 June 2026 (Hong Kong time), being 48 hours before the time appointed for the holding of the Annual General Meeting. 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. Accordingly, the voting on all resolutions at the Annual General Meeting will be conducted by way of poll. Holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 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\$127,452,800 comprising 1,274,528,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the relevant ordinary resolutions at the Annual General Meeting and the Company does not have any treasury shares prior to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 127,452,800 Shares, being 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution.

## **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 articles of association and all applicable laws of the Cayman Islands. 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 CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close 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 core connected persons, as defined in the Listing Rules, have notified the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them 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.

The Company hereby confirms that neither the Explanatory Statement nor the proposed share repurchase has unusual features.

## **5. UNDERTAKING**

The Directors will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association of the Company 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 and their personal interest, are interested in 738,551,000 Shares, representing approximately 57.95% 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 64.39% 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.

## **7. STATUS OF REPURCHASED SHARES**

The Company may cancel any repurchased Shares and/or hold them as treasury shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws of the Cayman Islands if those Shares were registered in its own name as treasury shares.

**8. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2025</b>		
April	0.65	0.50
May	0.66	0.52
June	0.68	0.59
July	0.88	0.62
August	0.90	0.72
September	0.95	0.79
October	0.98	0.88
November	0.99	0.79
December	0.88	0.81
<b>2026</b>		
January	0.90	0.80
February	0.88	0.77
March	0.87	0.72
April (up to and including the Latest Practicable Date)	0.78	0.70

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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 Conference room B106, Jiangsu Daming Industrial Technology Group Limited, No.1518 Tongjiang Road, Wuxi, Jiangsu, The People’s Republic of China on Tuesday, 9 June 2026 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 2025.
  
- 2(A). To re-elect directors:
  - (a) To re-elect Mr. Zhou Keming as a director;
  - (b) To re-elect Mr. Zou Xiaoping as a director;
  - (c) To re-elect Mr. Cheuk Wa Pang as a director; and
  - (d) To re-elect Mr. Hu Xuefa 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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, 30 April 2026

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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 Thursday, 4 June 2026 to Tuesday, 9 June 2026 (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, 3 June 2026.
- (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, 7 June 2026 (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, Mr. Zhou Keming, Mr. Zou Xiaoping, Mr. Cheuk Wa Pang and Mr. Hu Xuefa 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 30 April 2026.
- (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 2025.

*As at the date of this notice, the executive Directors are Mr. Zhou Keming (Chairman), Ms. Xu Xia, Mr. Zou Xiaoping and Mr. Liang Zongren; 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.*