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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) COMPLETION OF SHARE TRANSACTION – ACQUISITION OF 5.1% EQUITY INTEREST IN THE TARGET COMPANY INVOLVING ISSUANCE OF CONSIDERATION SHARES UNDER GENERAL MANDATE;**
- (2) COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE; AND**
- (3) UPDATE OF THE STATUS OF THE PUBLIC FLOAT**

Reference is made to (i) the announcement of Da Ming International Holdings Limited (the “**Company**”) dated 30 August 2021 (the “**Announcement**”) in relation to the acquisition of 5.1% equity interest in the Target Company involving the issue of Consideration Shares under General Mandate and the subscription of new Shares under General Mandate; and (ii) various announcements of the Company since 22 February 2021 in relation to the status of its public float. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

### **COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that all the conditions precedent as set out in the Sale and Purchase Agreement have been fulfilled and the Acquisition Completion took place on 28 September 2021.

Upon the Acquisition Completion:

- (i) the Company’s interests in the Target Company increased from 85.0% to 90.1% and the financial results of the Target Company will continue to be consolidated in the accounts of the Group;

- (ii) Hanwa's interests in the Target Company decreased from 15.0% to 9.9% and Hanwa has ceased to be a substantial shareholder of the Target Company. Hanwa is therefore no longer a core connected person of the Company. As such, the Shares held by Hanwa will be counted towards the public float of the Company; and
- (iii) an aggregate of 9,138,000 Consideration Shares, representing approximately 0.73% of the issued share capital of the Company as at the date of the Acquisition Completion (as enlarged by the allotment and issue of the Consideration Shares), have been allotted and issued by the Company to Hanwa at the issue price of HK\$3.26 per Consideration Share under General Mandate.

### **COMPLETION OF THE SUBSCRIPTION**

The Board is pleased to announce that all the conditions precedent as set out in the Subscription Agreement have been fulfilled and the Subscription Completion took place on 29 September 2021.

Upon the Subscription Completion, an aggregate of 20,000,000 Subscription Shares, representing approximately 1.57% of the issued share capital of the Company as at the date of this announcement (as enlarged by the allotment and issue of the Subscription Shares), have been allotted and issued by the Company to Hanwa at the Subscription Price of HK\$3.26 per Subscription Share under General Mandate.

The gross proceeds of the Subscription amounted to HK\$65,200,000. The net proceeds of the Subscription, after deducting professional fees and other related expenses, are estimated to be approximately HK\$64,600,000. The net proceeds of the Subscription are intended to be used for general working capital.

### **CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY**

To the best of the knowledge, information and belief of the Directors, the table below sets out the shareholding structure of the Company (1) immediately before the Acquisition Completion; (2) immediately after the Acquisition Completion but before the Subscription Completion; and (3) immediately after the Acquisition Completion and the Subscription Completion:

	Immediately before the Acquisition Completion		Immediately after the Acquisition Completion but before the Subscription Completion		Immediately after the Acquisition Completion and the Subscription Completion	
	No. of Shares	% of shareholding in the Company	No. of Shares	% of shareholding in the Company	No. of Shares	% of shareholding in the Company
<b>Core connected persons</b>						
Ally Good Group Limited	793,435,000	63.720%	793,435,000	63.256%	793,435,000	62.263%
China Baowu and its subsidiary	207,500,000	16.664%	207,500,000	16.543%	207,500,000	16.283%
Mr. Zhou Keming (Note 1)	60,000	0.005%	60,000	0.005%	60,000	0.005%
Ms. Xu Xia (Note 2)	56,000	0.004%	56,000	0.004%	56,000	0.004%
Mr. Zou Xiaoping and his spouse (Note 3)	5,060,000	0.406%	5,060,000	0.403%	5,060,000	0.397%
Mr. Jiang Changhong (Note 4)	384,000	0.031%	384,000	0.031%	384,000	0.030%
Dr. Fukui Tsutomu and his spouse (Note 5)	1,364,000	0.110%	1,364,000	0.109%	1,364,000	0.107%
Mr. Zhang Feng (Note 6)	2,144,000	0.172%	2,144,000	0.171%	2,144,000	0.169%
Mr. Wang Jian and his spouse (Note 7)	1,096,000	0.088%	1,096,000	0.087%	1,096,000	0.086%
<b>Sub-total (A):</b>	<b>1,011,099,000</b>	<b>81.200%</b>	<b>1,011,099,000</b>	<b>80.609%</b>	<b>1,011,099,000</b>	<b>79.344%</b>
<b>Public shareholders</b>						
Hanwa (Note 8)	–	–	9,138,000	0.728%	29,138,000	2.286%
Other public shareholders	234,091,000	18.800%	234,091,000	18.663%	234,091,000	18.370%
<b>Sub-total (B):</b>	<b>234,091,000</b>	<b>18.800%</b>	<b>243,229,000</b>	<b>19.391%</b>	<b>263,229,000</b>	<b>20.656%</b>
<b>Total (A) + (B):</b>	<b>1,245,190,000</b>	<b>100.000%</b>	<b>1,254,328,000</b>	<b>100.000%</b>	<b>1,274,328,000</b>	<b>100.000%</b>

Notes:

1. Mr. Zhou Keming is a director of the Company.
2. Ms. Xu Xia is a director of the Company and the spouse of Mr. Zhou Keming.
3. Mr. Zou Xiaoping is a director of the Company.
4. Mr. Jiang Changhong is a director of the Company.
5. Dr. Fukui Tsutomu is a director of the Company.

6. Mr. Zhang Feng is a director of the Company.
7. Mr. Wang Jian is a director of the Company.
8. Immediately upon the Acquisition Completion, Hanwa has ceased to be a substantial shareholder of the Target Company and is therefore no longer a core connected person of the Company. Accordingly, Hanwa's shareholding in the Company will be counted towards the public float under the Listing Rules.

## **UPDATE OF THE STATUS OF THE PUBLIC FLOAT**

To the best of the knowledge, information and belief of the Directors, as at the date of this announcement, 263,229,000 Shares are held by the public and the public float of the Company is approximately 20.66%, which remains below the Minimum Prescribed Percentage.

The Company is considering other feasible proposal(s) to restore the public float of the Company to the Minimum Prescribed Percentage, including but not limited to, placing of new Shares. The Company will make further announcement(s) when the proposal(s) for the restoration of public float have/has been finalised. The Company will continue to publish announcement(s) on a regular basis to update its Shareholders and potential investors on the status of its public float and the measures that may be introduced by the Company to restore its public float as soon as practicable.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 29 September 2021

*As at the date of this announcement, the executive Directors are Mr. Zhou Keming (Chairman), Mr. Jiang Changhong (Chief Executive Officer), Ms. Xu Xia, Mr. Zou Xiaoping, Dr. Fukui Tsutomu, Mr. Zhang Feng and Mr. Wang Jian; the non-executive Directors are Mr. Lu Jian and Mr. Zhu Baomin; and the independent non-executive Directors are Mr. Cheuk Wa Pang, Prof. Hua Min, Mr. Lu Daming, Mr. Liu Fuxing and Mr. Hu Xuefa.*