

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

CLARIFICATION ANNOUNCEMENT

CONNECTED TRANSACTION CONDITIONAL SUBSCRIPTION OF NEW SHARES BY THE SUBSCRIBER AS A CONNECTED PERSON

Reference is made to the announcement dated 20 March 2017 (the “**Announcement**”) issued by Da Ming International Holdings Limited (the “**Company**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcement.

As stated in the Announcement, pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue 103,750,000 new Shares to the Subscriber, being a connected person of the Company, subject to and upon the terms and conditions thereof. As the proposed Subscription involves the issue of new Shares to a connected person of the Company, in strict compliance with Rule 14A.92 of the Listing Rules (instead of Rule 14A.101 under which the requirements of circular, independent financial advice and shareholders’ approval may be exempted if the conditions specified therein are fulfilled), the Subscription Agreement shall be subject to the reporting, announcement and independent Shareholders’ approval requirements pursuant to Chapter 14A of the Listing Rules.

As no Shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the Subscription Agreement and the transactions contemplated thereunder, on 21 March 2017, the controlling Shareholder, Ally Good Group Limited, holding 773,203,000 Shares as at the date of this announcement (representing approximately 67.75% of the entire issued share capital of the Company) and having the right to attend and vote at such general meeting, has given to the Company its written approval for the Subscription Agreement and the transactions

contemplated thereunder. As such, an application for waiver of a general meeting of the Company to approve the entering into of the Subscription Agreement and the transaction contemplated thereunder by the Company has been made to the Stock Exchange pursuant to Rule 14A.37 of the Listing Rules.

An independent board committee of the Company comprising all of the independent non-executive Directors has been formed to advise the independent Shareholders in respect of the terms of the Subscription Agreement and the transactions contemplated thereunder. Donvex Capital Limited has been appointed to advise the independent board committee of the Company and the independent Shareholders on the terms of the Subscription Agreement and the transactions contemplated thereunder.

A circular containing, among other things, further details of the Subscription Agreement and the transactions contemplated thereunder, a letter of recommendation from the independent board committee of the Company, a letter of advice from the independent financial adviser to the independent board committee of the Company and the independent Shareholders and other information as required under the Listing Rules will be despatched to the Shareholders on or before 5 April 2017.

Completion is subject to the satisfaction of the conditions precedent as set out in the Announcement. There is no assurance that any of the conditions precedent will be satisfied or waived or that the Completion will take place. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

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

Hong Kong, 21 March 2017

As at the date of this announcement, the executive Directors are Mr. Zhou Keming, Ms. Xu Xia, Mr. Zou Xiaoping, Mr. Jiang Changhong, Mr. Tang Zhonghai, Dr. Fukui Tsutomu and Mr. Zhang Feng, the non-executive Director is Mr. Shen Dong; and the independent non-executive Directors are Prof. Hua Min, Mr. Chen Xuedong, Mr. Cheuk Wa Pang and Mr. Lu Daming.