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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**

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 2018.

A notice convening the Annual General Meeting of Da Ming International Holdings Limited to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong at 11:30 a.m. on Friday, 14 June 2019 is set out on pages 16 to 20 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.

18 April 2019

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DEFINITIONS

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 Friday, 14 June 2019 at 11:30 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”	12 April 2019, 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

DEFINITIONS

“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 Codes on Takeovers and Mergers and Share Buy-backs

LETTER FROM THE BOARD



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*)
Mr. Jiang Changhong (*Chief Executive Officer*)
Ms. Xu Xia
Mr. Zou Xiaoping
Mr. Lu Ping
Dr. Fukui Tsutomu
Mr. Zhang Feng
Mr. Wang Jian

Independent non-executive Directors:

Prof. Hua Min
Mr. Chen Xuedong
Mr. Cheuk Wa Pang
Mr. Lu Daming
Mr. Liu Fuxing
Mr. Hu Xuefa

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

18 April 2019

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.

LETTER FROM THE BOARD

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 30 May 2018, 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 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 fourteen Directors, namely Mr. Zhou Keming, Mr. Jiang Changhong, Ms. Xu Xia, Mr. Zou Xiaoping, Mr. Lu Ping, Dr. Fukui Tsutomu, Mr. Zhang Feng, Mr. Wang Jian, Prof. Hua Min, Mr. Chen Xuedong, Mr. Cheuk Wa Pang, Mr. Lu Daming, Mr. Liu Fuxing and Mr. Hu Xuefa.

In accordance with Article 84 of the Articles, Ms. Xu Xia, Mr. Jiang Changhong, Mr. Cheuk Wa Pang, 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 Articles, Mr. Lu Ping and Mr. Hu Xuefa, were appointed as additional directors of the Company by the Board on 18 April 2018 and 30 May 2018, 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.

Prof. Hua Min (“**Prof. Hua**”) and Mr. Cheuk Wa Pang (“**Mr. Cheuk**”) were appointed as independent non-executive Directors in March 2007 and therefore would have served for more than 9 years as at the date of the Annual General Meeting. They have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

At the time of appointments of Prof. Hua and Mr. Cheuk as independent non-executive Directors, they have submitted to the Stock Exchange a written confirmation concerning their independence to the Company respectively. Prof. Hua and Mr. Cheuk have confirmed that there is no subsequent change of circumstances which may affect their independence which would require them to inform the Stock Exchange. The Company has continued to receive written confirmations from Prof. Hua and Mr. Cheuk annually on their independence in accordance with the Listing Rules.

Despite Prof. Hua and Mr. Cheuk having served as independent non-executive Directors for over 9 years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that both Prof. Hua and Mr. Cheuk remain independent; (ii) the Nomination Committee of the Company has assessed and is satisfied of the independence of both Prof. Hua and Mr. Cheuk; and (iii) the Board is satisfied that through exercising scrutinising and monitoring function of independent non-executive directors, Prof. Hua and Mr. Cheuk have continued to provide independent and objective judgement and advice to the Board to safeguard the interests of the Group and the Shareholders. In view of the foregoing factors, and that the tenure of Prof. Hua and Mr. Cheuk bring considerable stability and significant contribution to the Board and the Board has benefited greatly from the presence and professional knowledge of Prof. Hua and Mr. Cheuk, the Board believes that Prof. Hua and Mr. Cheuk have the character, integrity, independence and expertise to continue to fulfill their role as independent non-executive Directors effectively and will continue to bring valuable experience, knowledge and professionalism to the Board and would recommend Prof. Hua and Mr. Cheuk for re-election as independent non-executive Directors at the Annual General Meeting.

Pursuant to the code provision set out in paragraph A.4.3 of Appendix 14 to the Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. As such, the re-appointments of Prof. Hua and Mr. Cheuk at the Annual General Meeting will be subject to two separate resolutions to be approved by the Shareholders in accordance with the Listing Rules.

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 44, was re-appointed as an executive director on 24 March 2016 and was appointed as a vice-chairman of the Board of the Company on 18 April 2018. Ms. Xu currently serves as a director of certain subsidiaries of the Company. Ms. Xu was an executive director of the Company from February 2007 to December 2015. She is one of the founders of the Group and is responsible for the Group's business operation and administration. Ms. Xu has extensive sales and business development experience in the steel industry. Ms. Xu graduated from China Textile University (currently known as Donghua University) in 1995 with a diploma in Trading Operation. She also completed Advanced Studies for Senior Executives at College of Continuing Education of Fudan University in 2005 on a part-time basis.

LETTER FROM THE BOARD

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 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. She is entitled to a directors' fee of HK\$300,000 per annum (or a pro rata amount for the duration of her 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 38 to the consolidated financial statements of the Company's 2018 annual report for detailed emoluments received by Ms. Xu in the year 2018.

As at the Latest Practicable Date, Ms. Xu was interested in 793,551,000 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 ("Mr. Zhou"), the chairman of the Board, a director and a substantial shareholder of the Company. Mr. Zhang Feng ("Mr. Zhang"), a cousin of Mr. Zhou, is a director of the Company. Except for her relationship with Mr. Zhou and Mr. Zhang, 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. Jiang Changhong, aged 55, was appointed as a non-executive director of the Company on 26 July 2010, and re-designated as an executive director of the Company and appointed as the vice president of the Company on 26 September 2016. He was then appointed as the Chief Executive Officer of the Company on 18 April 2018. Mr. Jiang has extensive experience in the steel industry. From October 2011 to July 2016, he was the minister of planning and development department and the minister of new materials business management department of Taiyuan Iron & Steel (Group) Co., Ltd. He has also served as the manager of the sales department of Shanxi Taigang Stainless Steel Co., Ltd., one of the Group's key suppliers from February 2009 to October 2011.

Mr. Jiang graduated from Beijing Steel and Iron Institute (currently known as University of Science and Technology Beijing) with a Bachelor of Science degree in Computer Science in 1986. He further obtained a Master of Science degree in Computer Application in 1992. Mr. Jiang was accredited by the department of Human Resources, Shanxi Province as a senior engineer and a professor level senior engineer in 1997 and 2013 respectively.

Mr. Jiang 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 38 to the consolidated financial statements of the Company's 2018 annual report for detailed emoluments received by Mr. Jiang in the year 2018.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Jiang was interested in 384,000 Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Jiang had no other interests in Shares within the meaning of Part XV of the SFO.

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

Mr. Cheuk Wa Pang, aged 54, was appointed as an independent non-executive director since 20 March 2007 and has served the board for more than nine years as at the date of the Annual General Meeting. Mr. Cheuk is currently the chief financial officer, the qualified accountants and the company secretary of Lee Kee Holdings Limited (stock code: 637), the shares of which are listed on the main board of the Stock Exchange. 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. He is also a member of the Institute of Chartered Accountants of England and Wales.

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.

After consideration of Mr. Cheuk's academic background, experience, professional qualifications, independence and the Company's needs by the nomination committee and the Board, the nomination is made by the Board, and is submitted for re-election at the Annual General Meeting.

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 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 38 to the consolidated financial statements of the Company's 2018 annual report for detailed emoluments received by Mr. Cheuk in the year 2018.

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.

LETTER FROM THE BOARD

Professor Hua Min, aged 68, was appointed as an independent non-executive director since 20 March 2007 and has served the board for more than nine years as at the date of the Annual General Meeting. He is a professor and doctoral candidates adviser and has taught and conducted research in world economics, China economics and international economics at Fudan University and the chief of the Academic Committee of School of Economics of Fudan University since 1990. He has extensive experience in economics. Professor 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. From March 2008 to February 2010, he was the Specially Appointed Policy-Making Advisory Expert of the People's Government of Shanghai City. Since 2004, Professor 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.

Prof. Hua has solid academic expertise and practical experience in the field of economics, which can continuously bring professional opinions to the Board. The re-election of Prof. Hua as an independent non-executive director of the Company will enhance the Board's ability to analyse development opportunities in new markets from an economic perspective, which is consistent with the Company's requirements on board diversity.

After consideration of Prof. Hua's academic background, knowledge, experience, independence and the Company's needs by the nomination committee and the Board, the nomination is made by the Board, and is submitted for re-election at the Annual General Meeting.

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 38 to the consolidated financial statements of the Company's 2018 annual report for detailed emoluments received by Prof. Hua in the year 2018.

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.

LETTER FROM THE BOARD

Mr. Chen Xuedong, aged 54, 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 Equipment and Machinery in 1986. He then obtained a Master degree and Doctoral degree in Chemical Process Equipment at Zhejiang University in 1995 and 2004, respectively. Mr. Chen has extensive experience in engineering.

Mr. Chen has rich practical experience in the fields of mechanical technology and chemical equipment, which can continuously bring professional and technical insights to the Board of Directors. The re-election of Mr. Chen as an independent non-executive director of the Company will enhance the Board's ability to identify new processing technologies on stainless steel and to resolve complicated technology problems, which is consistent with the Company's requirements on board diversity.

After consideration of Mr. Chen's technical background, knowledge, experience, independence and the Company's needs by the nomination committee and the Board, the nomination is made by the Board, and is submitted for re-election at the Annual General Meeting.

The Company has received the confirmation in writing from Mr. Chen with regards to his independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that Mr. Chen 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. 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 38 to the consolidated financial statements of the Company's 2018 annual report for detailed emoluments received by Mr. Chen in the year 2018.

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. Save as disclosed above, over the past three years, Mr. Chen has not been a director in other listed companies.

LETTER FROM THE BOARD

Mr. Lu Ping, aged 47, was appointed as an executive director on 18 April 2018. He joined the Company as vice president in October 2017. Mr. Lu has extensive experience in the steel industry. From May 2009 to October 2017, he was the assistant to the general manager of Baosteel Stainless Steel Co. Ltd. He also served as the deputy general manager of Ningbo Baoxin Stainless Steel Co., Ltd. from May 2013 to June 2016 and the head of the sales department of Baosteel Stainless Steel Co. Ltd. from May 2009 to April 2013. From April 2002 to April 2009, Mr. Lu was the head of the steel and iron department of Baosteel Singapore Pte Ltd. From July 2000 to March 2002 and from November 1995 to June 1998, respectively, he was the head and the business manager of the steel rod team of the steel and iron department of Baosteel International Economics Trading Company (now known as Shanghai Baosteel International Economics Trading Limited). From July 1998 to June 2000, Mr. Lu served as the business manager of Baosteel Trading (UAE) LLC.

Mr. Lu graduated from Peking University with a Bachelor of Science degree in Probability Statistics in 1992 and with a Bachelor of Arts degree in Oriental Studies in 1994.

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 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 38 to the consolidated financial statements of the Company's 2018 annual report for detailed emoluments received by Mr. Lu in the year 2018.

As at the Latest Practicable Date, Mr. Lu was interested in 34,000 Shares within the meaning of Part XV of the SFO. Saved as disclosed herein, Mr. Lu had no other interests 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. Over the past three years, Mr. Lu has not been a director in other listed companies.

Mr. Hu Xuefa, aged 56, was appointed as an independent non-executive director since 30 May 2018. 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.

LETTER FROM THE BOARD

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.

After consideration of Mr. Hu's expertise, experience, independence and the Company's needs by the nomination committee and the Board, the nomination is made by the Board, and is submitted for re-election at the Annual General Meeting.

The Company has received the confirmation in writing from Mr. Hu with regards to his independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that Mr. Hu 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. 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 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 38 to the consolidated financial statements of the Company's 2018 annual report for detailed emoluments received by Mr. Hu in the year 2018.

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.

LETTER FROM THE BOARD

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 16 to 20 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 11:30 a.m. on 12 June 2019 (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.

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\$124,519,000 comprising 1,245,190,000 Shares.

Subject to the passing of the relevant ordinary resolutions at the Annual General Meeting and assuming that no further Shares are issued and bought back by the Company, the Directors will be authorised to buy back up to 124,519,000 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 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.

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 and their personal interest, are interested in 793,551,000 Shares, representing approximately 63.73% 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 70.81% 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 been traded on the Hong Kong Stock Exchange during each of the previous twelve months before the printing of this circular and during the period from 1 April 2019 to 12 April 2019 (the Latest Practicable Date) were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	3.03	2.42
May	3.14	2.38
June	2.70	2.34
July	2.60	2.24
August	2.62	2.28
September	2.78	2.25
October	3.00	2.30
November	2.51	2.10
December	2.49	1.93
2019		
January	2.45	1.95
February	2.09	1.90
March	2.11	1.91
April (up to and including the Latest Practicable Date)	2.58	1.95

NOTICE OF ANNUAL GENERAL MEETING



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 Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 14 June 2019 at 11:30 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 2018.
- 2(A). To re-elect Directors:
 - (a) To re-elect Ms. Xu Xia as Director;
 - (b) To re-elect Mr. Jiang Changhong as Director;
 - (c) To re-elect Mr. Cheuk Wa Pang as Director;
 - (d) To re-elect Prof. Hua Min as Director;
 - (e) To re-elect Mr. Chen Xuedong as Director;
 - (f) To re-elect Mr. Lu Ping as Director; and
 - (h) To re-elect Mr. Hu Xuefa as Director.
- 2(B). To authorise the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the Auditor and authorise the Board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following 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 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 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.”

NOTICE OF ANNUAL 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 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 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 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 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 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.

NOTICE OF ANNUAL 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 an amount representing the aggregate nominal amount of Shares bought back by the Company pursuant to the general mandate referred to in Resolution 4 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 6.”

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

Hong Kong, 18 April 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) The register of members of the Company will be closed from 11 June 2019 to 14 June 2019 (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 10 June 2019.
- (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, by 11:30 a.m. on 12 June 2019 (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 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 order in which the names of the joint holders stand on the register of the relevant joint holding.
- (4) With reference to Resolution 2(A) above, Mr. Lu Ping and Mr. Hu Xuefa will hold office till the Annual General Meeting and, being eligible, offer themselves for re-election; Ms. Xu Xia, Mr. Jiang Changhong, Mr. Cheuk Wa Pang, 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 18 April 2019.
- (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 retiring Directors, will be delivered to the shareholders of the Company together with the Company's annual report for the year ended 31 December 2018.

As at the date of this notice, 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, Mr. Wang Jian and Mr. Lu Ping; and the independent non-executive Directors are Mr. Chen Xuedong, Mr. Cheuk Wa Pang, Prof. Hua Min, Mr. Lu Daming, Mr. Liu Fuxing and Mr. Hu Xuefa.