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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)

GRANT OF AWARDED SHARES PURSUANT TO THE SHARE AWARD SCHEME

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On 17 June 2016, the Board resolved to grant a total of 2,864,000 Awarded Shares to 360 Selected Employees pursuant to the Da Ming Share Award Scheme adopted by the Company on 25 August 2011.

Reference is made to the announcement of Da Ming International Holdings Limited (the “**Company**”) dated 25 August 2011 (the “**Announcement**”) relating to the adoption of the Da Ming Share Award Scheme (the “**Scheme**”) by the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

GRANT OF AWARDED SHARES PURSUANT TO THE DA MING SHARE AWARD SCHEME

On 17 June 2016, at the recommendation of the Remuneration Committee, the Board resolved to grant a total of 2,864,000 Awarded Shares to 360 Selected Employees (the “**Awardees**”) as bonus pursuant to the Scheme adopted by the Company on 25 August 2011. Further details of the Awardees are set out below:

	Number of Awarded Shares	Awardees
Connected persons and deemed connected persons	26,000	Zhou Keming (“ Mr. Zhou ”), an executive Director
	24,000	Xu Xia (“ Ms. Xu ”), an executive Director

	Number of Awarded Shares	Awardees
	26,000	Zou Xiaoping (“ Mr. Zou ”), an executive Director
	30,000	Tang Zhonghai (“ Mr. Tang ”), an executive Director
	24,000	Zhang Feng (“ Mr. Zhang ”), an executive Director
	26,000	Dr. Fukui Tsutomu (“ Dr. Fukui ”), an executive Director
	36,000	Family members and/or relatives of Ms. Xu or Mr. Zhou (each a Director and substantial shareholder of the Company)
Other Selected Employees	2,672,000	Selected Employees who are not connected persons of the Company

Pursuant to rule 4.1 of the Scheme Rules, no Award shall be made to any Selected Employee in respect of any Financial Year unless the Earnings Per Share of the Company for such Financial Year is a positive figure or unless such other condition(s) (if any) as determined or approved by the Board from time to time shall have been satisfied or unless otherwise determined by the Board. For the year ended 31 December 2015, the Group recorded a loss of approximately RMB250.4 million. The Remuneration Committee recommended the grant of the Awarded Shares to the above Awardees as bonus in recognition of their contribution during the year and the Board resolved to make the grant following the recommendation of the Remuneration Committee accordingly.

The grant of Awarded Shares to each of Mr. Zhou, Ms. Xu, Mr. Zou, Mr. Tang, Mr. Zhang and Dr. Fukui will form part of their remuneration under their respective service contracts, and is therefore fully exempt from the reporting, announcement and independent shareholders’ approval requirements under Rules 14A.73(6) and 14A.95 of the Listing Rules. The grant of Awarded Shares to the family members/relatives of the relevant connected persons of the Company is fully exempt under Rule 14A.76(1)(a) of the Listing Rules. Each of Mr. Zhou, Ms. Xu, Mr. Zou, Mr. Tang, Mr. Zhang and Dr. Fukui abstained from voting on the board resolution approving the grant of Awarded Shares.

The closing price of the Shares on the Reference Date was HK\$2.31. The Awarded Shares were granted to the Awardees at nil consideration. The Awarded Shares have been purchased and are currently held by the Trustee (the name of which was changed from Equity Trust (HK) Limited to TMF Trustee (HK) Limited on 3 January 2012) in accordance with the Scheme Rules and subject to the terms of the Trust Deed. Subject to the Scheme Rules and save for a Lapse or a Partial Lapse and unless otherwise determined by the Board, the Awarded Shares shall be vested on 30 June 2016.

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

Hong Kong, 17 June 2016

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