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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 REPURCHASE 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 financial statements of Da Ming International Holdings Limited for the year ended 31 December 2010.

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 10:00 a.m. on Monday, 16 May 2011 is set out on pages 15 to 18 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 less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof.

Completion and return 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.

8 April 2011

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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 Monday, 16 May 2011 at 10:00 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
“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
“Daming Logistics”	無錫大明物流股份有限公司(Wuxi Daming Logistics Co., Ltd.), a company established in the PRC with limited liability on 25 July 2001
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of the present subsidiaries, the present subsidiaries of the Company or the businesses operated by the present subsidiaries or (as the case may be) its predecessor
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jiangsu Daming”	江蘇大明金屬製品有限公司(Jiangsu Daming Metal Products Co., Ltd.), a company established in the PRC with limited liability on 21 June 2002 and an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	1 April 2011, 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

DEFINITIONS

“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to purchase 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
“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
“Shareholders”	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 Code on Takeovers and Mergers
“Wuxi Daming”	無錫市大明不鏽鋼有限公司(Wuxi Daming Stainless Steel Co., Ltd.), a company established in the PRC with limited liability on 12 November 1998
“Xin Daming”	無錫市新大明不鏽鋼有限公司(Wuxi City Xin Daming Stainless Steel Co., Ltd.), a company established in the PRC with limited liability on 24 July 2001
“%”	per cent

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 and Chief Executive Officer)

Ms. Xu Xia

Mr. Qian Li

Mr. Zou Xiaoping

Mr. Tang Zhonghai

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

Unit 1007, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

Non-executive Director:

Mr. Jiang Changhong

Independent non-executive Directors:

Prof. Hua Min

Mr. Chen Xuedong

Mr. Cheuk Wa Pang

8 April 2011

To: the shareholders of the Company

Dear Sirs,

**PROPOSED GENERAL MANDATES TO REPURCHASE 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 Repurchase Mandate and the Share Issue Mandate, the re-election of Directors and the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

Pursuant to an ordinary resolution passed by the Shareholders on 9 November 2010, general mandates were granted to the Directors to exercise the power of the Company to allot and issue further Shares and to repurchase Shares. Such mandates will lapse upon the conclusion of the Annual General Meeting. 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 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 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 Repurchase 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 nine Directors, namely Mr. Zhou Keming, Ms. Xu Xia, Mr. Qian Li, Mr. Zou Xiaoping, Mr. Tang Zhonghai, Mr. Jiang Changhong, Prof. Hua Min, Mr. Chen Xuedong and Mr. Cheuk Wa Pang.

In accordance with Article 83(3) of the Articles, Mr. Zhou Keming, Ms. Xu Xia, Mr. Tang Zhonghai, Mr. Jiang Changhong, and Mr. Chen Xuedong, all being Directors appointed to fill a causal vacancy shall hold office till the Annual General Meeting and retire and being eligible, has offered themselves for re-election at the Annual General Meeting.

In accordance with Article 84 of the Articles, Mr. Qian Li, Mr. Zou Xiaoping, and Mr. Cheuk Wa Pang who were appointed on 9 March 2007, 9 March 2007 and 20 March 2007, respectively will retire from office by rotation at the Annual General Meeting and being eligible, has offered themselves for re-election.

Pursuant to the Listing Rules, details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Zhou Keming, aged 41, is an executive director and chairman of the Board. He is also the chief executive officer and the general manager of our Group and is responsible for our Group's overall business strategy. Mr. Zhou is one of the founders of our Group. He was appointed as an executive Director on 14 February 2007. He also founded enterprises such as Wuxi Daming, Xin Daming and Daming Logistics and acted as the legal representative and held various senior management positions in these enterprises. From 1988 to 1993, Mr. Zhou worked at Wuxi County Qianzhou Town Yinqiao Supply and Marketing Managerial Unit for the sales of stainless steel materials. Mr. Zhou acted as the

LETTER FROM THE BOARD

legal representative of Wuxi County Daming Commodities Company and Xishan Daming Commodities Limited Company from 1993 to 1996 and from 1996 to 1998, respectively, both of which carried on the business of stainless steel materials where he was responsible for corporate and sales management. With his previous and current positions in our Group, he has over 22 years of experience in the steel industry. In 2006, Mr. Zhou completed Advanced Studies Programme for Chief Executive Officers at College of Continuing Education of Fudan University. In 2001, Mr. Zhou was elected as a member of the First Session of the Wuxi Municipal Xishan District Chinese People's Political Consultative Conference. In addition, Mr. Zhou was awarded the Top Ten Outstanding Youths in Wuxi and The Pioneer (Role Model) of the New Long March of Wuxi in 2002. Mr. Zhou was awarded The Advanced Person for Saving and Intensification of the Use of Land in Wuxi in 2006 and The National Logistics Labour Model in 2007. Mr. Zhou was qualified as a senior economist in 2007 by Appraisal Committee for Senior Economic Technical Qualification of Jiangsu.

Mr. Zhou entered into a service contract with the Company for an initial term of three years commencing from 1 December 2010. 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\$240,000 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.

As at the Latest Practicable Date, Mr. Zhou was interested in 709,275,000 Shares within the meaning of Part XV of the SFO. Mr. Zhou is a controlling shareholder of the Company. Save 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, 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.

Ms. Xu Xia, aged 36, is an executive director of the Company and sales director of our Group. She is also one of the founders of our Group. She was appointed as an executive Director on 14 February 2007. Since 1998, she has been primarily responsible for the overall sales and business development of our Group. From 2002 to 2004, Ms. Xu was the sales division manager of Xin Daming before she was appointed as the sales division manager of Jiangsu Daming in 2005. With her current and previous positions in our Group, Ms. Xu has obtained over 11 years of 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.

Ms. Xu entered into a service contract with the Company for an initial term of three years commencing from 1 December 2010. Her 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. She is entitled to a director's fee of

LETTER FROM THE BOARD

HK\$240,000 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.

As at the Latest Practicable Date, Ms. Xu was interested in 709,275,000 Shares within the meaning of Part XV of the SFO. Ms. Xu is a controlling shareholder of the Company. Save 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, an executive director and the chairman of the Company. Except for her relationship with Mr. Zhou, 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. Tang Zhonghai, aged 52, is an executive director of the Company and deputy general manager of our Group. He was appointed as an executive director on 3 July 2010. Mr. Tang joined our Group in February 2003 as a deputy general manager and is responsible for the management of stainless steel processing and manufacturing technology as well as the operation of our Group. Prior to joining our Group, Mr. Tang was the deputy factory director of Jiangmen City Rixin Stainless Steel Material Factory Co., Ltd. from 1993 to 2001, and was responsible for production technology. With his previous and current positions in our Group and other institutions, Mr. Tang has obtained more than 17 years of extensive experience in the steel industry. Mr. Tang graduated from Rocket and Missile Discipline of Eastern China Engineering Institute (currently known as Nanjing University of Science and Technology) in 1982, and completed Advanced Studies for Senior Executives at College of Continuing Education of Fudan University in 2005. He was qualified as a mechanical engineer in 1988 by National Machinery Industry Committee and a senior economist in November 2007 by The Appraisal Committee for Senior Economic Technical Qualification of Jiangsu. Mr. Tang was awarded The Labour Model of Wuxi for 2006 to 2008 in 2009.

Mr. Tang entered into a service contract with the Company for an initial term of three years commencing from 1 December 2010. 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\$240,000 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.

As at the Latest Practicable Date, Mr. Tang had options to subscribe for 600,000 Shares. Save as disclosed herein, Mr. Tang had no other interests in Shares within the meaning of Part XV of the SFO.

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

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Mr. Jiang Changhong, aged 47, was appointed as a non-executive director on 26 July 2010. He has served Shanxi Taigang Stainless Steel Co., Ltd. (“STSS”), one of our key suppliers, since 1986 to present. He is currently the manager of the sales department of STSS. Mr. Jiang started as a technician in the automated department of STSS from 1986 to 1989. From 1992 to 1998, he worked in automated workshop of STSS’s Re Lian Rolling Factory as a director of workshop. He was appointed as the technology manager and factory manager of the Re Lian Rolling Factory of STSS in 1998 and 2004, respectively. In 2009, he was appointed to his current position as the manager of the sales department of STSS. With his positions in STSS, Mr. Jiang has over 21 years of experience in the steel industry. Mr. Jiang graduated from Beijing Steel and Iron Institute (currently known as University of Science and Technology Beijing) with a Bachelor of Engineering degree in Computer Science in 1986. He further obtained a Master of Engineering degree in Computer Application in 1992. Mr. Jiang was accredited by Department of Human Resources, Shanxi Province in 1997 as a senior engineer.

Mr. Jiang entered into a service contract with the Company for an initial term of three years commencing from 1 December 2010. His appointment is subject to retirement by rotation and reelection 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\$240,000 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.

As at the Latest Practicable Date, Mr. Jiang had no interest 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. Chen Xuedong, aged 46, was appointed as an independent non-executive Director on 3 July 2010. Prior to this, he joined Hefei General Machinery Research Institute as an assistant engineer in 1986 and has served in the same institute, where he was appointed as head of research department and deputy head of research institute in 1996 and 1999, respectively. He has been the head of research institute since 2008, and has been concurrently serving as the party secretary of the same institute since 2009. Mr. Chen was qualified as a researcher in 2002. Prior to that, he attained the qualification of professor level senior engineer in 1999. 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 Engineering in 1986. He then obtained a Master degree and Doctoral degree in Chemical Engineering at Zhejiang University in 1995 and 2004, respectively. With his previous positions in other institutions, Mr. Chen has obtained over 24 years of experience in engineering.

LETTER FROM THE BOARD

Mr. Chen was a member of the tenth People's Congress of Anhui and is also a member of the eleventh People's Congress of Anhui. Mr. Chen was appointed as member and deputy secretary-general of China Standardisation Committee on Boilers and Pressure Vessels in 2003 and deputy director of Special Equipment Safety Technology Committee of General Administration of Quality Supervision, Inspection and Quarantine of the PRC in 2009. Mr. Chen has been deputy chairman of China Hydraulics Pneumatics and Seals Association since 2002, deputy director of China Gas Cylinder Standardisation Technical Committee since 2003, executive director of China Mechanical Engineering Society since 2008, deputy executive director of Pressure Vessel branch, China Mechanical Engineering Society and member of Technical Committee for Inspection Bodies of China National Accreditation Service for Conformity Assessment since 2009. Currently, Mr. Chen is also a member of Asian Oceanic Regional Committee of ICPVT, deputy head of China General Machinery Industry Association and deputy chairman of China Special Equipment Inspection Association.

Mr. Chen entered into a service contract with the Company for an initial term of three years commencing from 1 December 2010. 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\$240,000 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.

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. Over the past three years, Mr. Chen has not been a director in other listed companies.

Mr. Qian Li, aged 36, is an executive director of the Company and assistant to general manager of our Group. He was appointed as an executive director on 9 March 2007. Mr. Qian is wholly responsible for procurement, stainless steel raw materials cost monitoring and quality assurance of our Group. He is also responsible for the import and export trading of our Group and coordination with the relevant authorities and institutions. Mr. Qian joined our Group in 1998 and has become a director of Daming Logistics since 2004. From 2002 to 2004, he was the supply division manager of Xin Daming. Mr. Qian has been the supply division manager of Jiangsu Daming since 2007. He has been concurrently serving as the supply division manager and assistant general manager of the same company since 2009. With the previous and current positions held by Mr. Qian in our Group, Mr. Qian has obtained over 11 years of experience in the steel industry. Mr. Qian graduated from Nanjing Chemical School (currently known as Nanjing College of Chemical Technology) in 1994 with a diploma in Computer Science and Computer Application.

LETTER FROM THE BOARD

Mr. Qian entered into a service contract with the Company for an initial term of three years commencing from 1 December 2010. His appointment is subject to retirement by rotation and reelection 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\$240,000 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.

As at the Latest Practicable Date, Mr. Qian was interested in 7,350,000 Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Qian had no other interests in Shares within the meaning of Part XV of the SFO.

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

Mr. Zou Xiaoping, aged 46, is an executive Director of the Company and deputy general manager of our Group. He was appointed as an executive Director on 9 March 2007. Mr. Zou has served as our executive deputy general manager since he joined our Group in 2002. In 2003, he was also appointed as the head of finance and head of inventory of Daming Logistics. Mr. Zou is responsible for our Group's overall management, daily administration and operation, including finance, human resources and accounting. Prior to joining our Group, Mr. Zou worked at Local Tax Bureau, Qianzhou Town, Xishan District from 1986 to 2002 on taxation matters, during which he was responsible for collection and administration of tax in relation to the corporations in Qianzhou, 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. With his current and previous positions in our Group and other institutions, Mr. Zou has obtained over 16 and 8 years of experiences in taxation and corporate management, respectively. Mr. Zou completed the program of Advanced Studies in Market Economy at Peking University in 2004. 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 service contract with the Company for an initial term of three years commencing from 1 December 2010. 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\$240,000 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.

As at the Latest Practicable Date, Mr. Zou was interested in 7,350,000 Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Zou had no other interests in Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Saved as disclosed above, 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, aged 46, was appointed as an independent non-executive director on 20 March 2007. Mr. Cheuk has been the chief financial officer, the qualified accountant and the company secretary of Lee Kee Holdings Limited (stock code: 637), a non-ferrous metal purchaser and distributor, the shares of which are listed on the main board of the Stock Exchange since 2006. He was also appointed as a financial controller of Lee Kee Group Ltd, a wholly-owned subsidiary of Lee Kee Holdings Limited, in 2002. He also worked as a financial controller of China Post E-Commerce (Holdings) Limited (formerly known as Intcera High Tech Group Limited), a telecom equipment manufacturer, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8041) from 2001 to 2002, and worked as company secretary of the same company from 2000 to 2002, and as a business consultant to a company which uses internet technology to provide facilities management, and a financial controller of a Sino-Italian joint venture. Prior to this, he was an accountant at Coopers & Lybrand from 1991 to 1996. With his previous positions in other institutions, Mr. Cheuk has over 15 years of 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 certified public accountant of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Institute of Chartered Accountants of England and Wales (ICAEW).

Mr. Cheuk entered into a service contract with the Company for an initial term of three years commencing from 1 December 2010. 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\$240,000 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.

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. Over the past three years, Mr. Cheuk 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 discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) 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 Repurchase Mandate and the Share Issue Mandate and the re-election of Directors.

The notice convening the Annual General Meeting is set out on pages 15 to 18 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 not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return 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.

RECOMMENDATION

The Directors believe that the proposals for the grant of the Repurchase Mandate, the Share Issue Mandate and the re-election of Directors are all 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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$103,750,000 comprising 1,037,500,000 Shares.

Subject to the passing of the relevant ordinary resolutions at the Annual General Meeting and assuming that no further Shares are issued and repurchased by the Company, the Directors will be authorised to purchase up to 103,750,000 Shares pursuant to the Repurchase Mandate.

2. REASONS FOR REPURCHASES

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 purchase the Shares in the market. Such purchases 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 purchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing 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 repurchase would be derived from the distributable profits of the Company.

The Repurchase 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 Repurchase 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 Repurchase mandate in the event that it is granted by the Shareholders at the Annual General Meeting.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or that he has undertaken not to sell any Shares held by him to the Company, in the event that the Repurchase 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) from 1 December 2010 (the date of listing of the Company) to the Latest Practicable Date.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase 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 repurchase the Shares pursuant to the Repurchase 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, are interested in 709,275,000 Shares, representing approximately 68.36% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding interest of Mr. Zhou Keming and Ms. Xu Xia in the Company would be increased to 75.96% 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 repurchase 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 traded on the Stock Exchange as quoted in the Stock Exchange's daily quotations sheets in each of the previous four months from the date when the Shares commenced trading on the Stock Exchange, i.e. 1 December 2010 up to and including the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
December (from 1 December 2010, being the commencement date of listing of the Shares on the Stock Exchange)	2.55	2.02
2011		
January	4.05	2.42
February	3.59	2.73
March	3.58	2.95
April (up to and including the Latest Practicable Date)	3.30	3.10

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 Monday, 16 May 2011 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and approve the audited financial statements and the reports of directors and auditors for the year ended 31 December 2010.
2. To re-elect directors and authorise the board of directors of the Company to fix remuneration of the directors:
3. To re-appoint PricewaterhouseCoopers as the auditors and authorise the board of directors of the Company to fix their remuneration.

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 repurchase 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 recognized 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;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the Shares which may be repurchased 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.”

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 of 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;

NOTICE OF ANNUAL GENERAL MEETING

(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.

“**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 recognized 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 repurchased 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, 8 April 2011

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) The register of members of the Company will be closed from 11 May 2011 to 16 May 2011 (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 9 May 2011.
- (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, not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and return 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 other in which the names of the joint holders stand on the register of the relevant joint holding.
- (4) With reference to Resolution 2 above, Mr. Zhou Keming, Ms. Xu Xia, Mr. Tang Zhonghai, Mr. Jiang Changhong and Mr. Chen Xuedong shall hold office till the Annual General Meeting and, being eligible, offer themselves for re-election; Mr. Qian Li, Mr. Zou Xiaoping and Mr. Cheuk Wa Pang 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 8 April 2011.
- (5) With reference to Resolutions 4, 5 and 6 above, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to issue any new Shares or warrants pursuant to the relevant mandates.
- (6) A circular containing further information regarding, inter alia, the proposed resolutions in respect of the general mandates to repurchase 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 2010.

As at the date of this notice, the executive Directors are Mr. Zhou Keming, Ms. Xu Xia, Mr. Qian Li, Mr. Zou Xiaoping and Mr. Tang Zhonghai; the non-executive Director is Mr. Jiang Changhong; and the independent non-executive Directors are Prof. Hua Min, Mr. Chen Xuedong and Mr. Cheuk Wa Pang.