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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)

ANNOUNCEMENT

CONNECTED TRANSACTION CONDITIONAL SUBSCRIPTION OF NEW SHARES BY THE SUBSCRIBER AS A CONNECTED PERSON – WAIVER UNDER RULE 14A.37 OF THE LISTING RULES

Reference is made to the announcement dated 20 March 2017 and the clarification announcement dated 21 March 2017 (together the “**Announcements**”) issued by Da Ming International Holdings Limited (the “**Company**”) in respect of the Subscription Agreement and the transactions contemplated thereunder, which constitute a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcements.

As disclosed in the Announcements, the Company had applied to the Stock Exchange for a waiver of a general meeting of the Company to approve the Subscription Agreement and the transactions contemplated thereunder pursuant to Rule 14A.37 of the Listing Rules, on the basis that (i) Ally Good Group Limited, which held 773,203,000 Shares (representing approximately 67.75% of the entire issued share capital of the Company) as at the date of this announcement and had the right to attend and vote at the general meeting of the Company, gave to the Company its written approval for the Subscription Agreement and the transactions contemplated thereunder on 21 March 2017; and (ii) none of the Shareholders was required to abstain from voting if the Company were to convene a general meeting to approve the Subscription Agreement and the transactions contemplated thereunder.

Based on the above, the Stock Exchange granted the relevant waiver on 22 March 2017, and as such, no general meeting of the Company will be held to approve the Subscription Agreement and the transactions contemplated thereunder.

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

Hong Kong, 23 March 2017

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