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## GRAND MING GROUP HOLDINGS LIMITED

### 佳明集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1271)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Grand Ming Group Holdings Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Monday, 17 November 2014 at 12:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**

- (A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the new shares of HK\$0.01 each of the Company to be issued pursuant to this resolution (the “**Bonus Share(s)**”), and upon the recommendation of the directors of the Company, an appropriate amount standing to the credit of the share premium account of the Company be capitalized to pay up in full at par such number of Bonus Shares which is equal to one-tenth of the total number of the issued shares in the Company on Friday, 5 December 2014 (“**Record Date**”) which shall be allotted and issued credited as fully paid to and among the shareholders of the Company whose names appear on the register of members of the Company on the Record Date on the basis of one Bonus Share for every ten shares of HK\$0.01 each in the Company (“**Shares**”) held by such shareholders of the Company on the Record Date (the “**Bonus Issue**”);
- (B) the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank *pari passu* in all respects with the existing issued shares in the Company except that they will not rank for the interim dividend for the six months ended 30 September 2014 and that the Directors be and are hereby authorised to deal with any fractions arising from the Bonus Issue including, without limitation, the aggregation and the sale of the Bonus Shares representing such fractions and to retain the net proceeds for the benefit of the Company; and

(C) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the Bonus Issue and/or the issue of the Bonus Shares.”

By order of the Board  
**Grand Ming Group Holdings Limited**

**Leung Wai Chuen**  
*Company Secretary*

Hong Kong, 30 October 2014

*Head office and principal place of business in Hong Kong:*  
19th Floor, Eastern Commercial Centre  
395–399 Hennessy Road  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint in written form one or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong (the “**Hong Kong Share Registrar**”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
4. In order to determine shareholders to the right to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 13 November 2014 to Monday, 17 November 2014, both dates inclusive, during which no share transfers will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar not later than 4:30 p.m. on Wednesday, 12 November 2014.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. As at the date of this notice, the Executive Directors of the Company are Mr. Chan Hung Ming, Mr. Lau Chi Wah, Mr. Yuen Ying Wai and Mr. Kwan Wing Wo; and the Independent Non-Executive Directors of the Company are Mr. Tsui Ka Wah, Mr. Kan Yau Wo, Mr. Mok Kwai Pui Bill and Mr. Lee Chung Yiu Johnny.