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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Grand Ming Group Holdings Limited (the “Company”) will be held at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 31 July 2014 at 10:00 a.m. for the following purposes:

1. To receive and approve the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2014;
2. To declare a final dividend (with an option to receive new and fully paid shares in lieu of cash under the scrip dividend scheme) for the year ended 31 March 2014;
3. (A) To re-elect each of the following directors by separate resolution:
  - (I) Mr. CHAN Hung Ming as an executive director of the Company;
  - (II) Mr. LAU Chi Wah as an executive director of the Company;
  - (III) Mr. YUEN Ying Wai as an executive director of the Company;
  - (IV) Mr. KWAN Wing Wo as an executive director of the Company;
  - (V) Mr. TSUI Ka Wah as an independent non-executive director of the Company;
  - (VI) Mr. KAN Yau Wo as an independent non-executive director of the Company;
  - (VII) Mr. MOK Kwai Pui Bill as an independent non-executive director of the Company; and
  - (VIII) Mr. LEE Chung Yiu Johnny as an independent non-executive director of the Company;
- (B) To authorise the board of directors to fix the remuneration of the directors;

4. To re-appoint auditor and to authorise the board of directors to fix their remuneration; and
5. To consider as special business and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

- (A) **“THAT** 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, and upon the recommendation of the Directors, 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 new shares of HK\$0.01 each of the Company (the **“Bonus Share(s)”**) which is equal to one-tenth of the total number of the issued shares in the Company on 7 August 2014 (**“Record Date”**) which shall be allotted and issued credited as fully paid to and among the shareholders of the Company whose names are on the register of members on the Record Date (the **“Bonus Issue”**) on the basis of one Bonus Share for every ten shares of HK\$0.01 each in the Company (the **“Shares”**) held by such shareholders of the Company on the Record Date, and that the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank pari passu in all respects with the existing issued Shares except that they will not be entitled to participate in any dividend declared or recommended by the Company in respect of the financial year ended 31 March 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 further that 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.”
- (B) **“THAT:**
- (I) subject to paragraph (II) below, the exercise by the directors during the Relevant Period (as defined in paragraph (III) below) of all the powers of the Company to repurchase shares of HK\$0.01 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 shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“SFC”**) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (**“Companies Law”**) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

- (II) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (I) above, during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (III) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution 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 the articles of association of the Company (the “**Articles of Association**”), the Companies Law or any other applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT:**

- (I) subject to paragraph (III) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (IV) below) of all the powers of the Company to allot, issue or deal with additional Shares in the share capital of the Company, and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (II) the approval in paragraph (I) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(III) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (I) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined in paragraph (IV) below);
- (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;
- (iii) the exercise of options under the Share Option Scheme and Share Award Plan (as defined in the prospectus of the Company dated 30 July 2013) or similar arrangement adopted by the Company from time to time; or
- (iv) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association and other relevant regulations in force from time to time;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(IV) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution 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 the Articles of Association, the Companies Law or any other applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of options, warrants or other securities giving the right to subscribe for Shares opens for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or 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 applicable to the Company).”

- (D) “**THAT** conditional upon resolutions Nos. 5(B) and 5(C) above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution No. 5(C) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution No. 5(B) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution No. 5(B) above.”

By order of the Board  
**Grand Ming Group Holdings Limited**  
**Leung Wai Chuen**  
*Company Secretary*

Hong Kong, 30 June 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 branch share registrar and transfer office (“the **Hong Kong Share Registrar**”) of the Company in Hong Kong, 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 the entitlement of shareholders to the right to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 28 July 2014 to Thursday, 31 July 2014, both days inclusive, during which period no share transfer will be effected. All share transfers documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 July 2014.

In order to determine shareholders who qualify for the proposed final dividend (with an option for scrip dividends) and proposed issue of bonus shares, the register of members of the Company will be closed from Wednesday, 6 August 2014 to Thursday, 7 August 2014, both days inclusive, during which period no share transfer will be effected. All share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrars and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 5 August 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. In relation to resolution No. 5(B) above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on Stock Exchange is set out in appendix I to the circular to shareholders dated 30 June 2014.
7. In relation to the resolution No. 5(C) above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme and Share Award Plan or any scrip dividend scheme which may be approved by the shareholders.
8. With regard to item 3 of this notice, details of the retiring Directors proposed for re-election namely, Mr. Chan Hung Ming, Mr. Lau Chi Wah, Mr. Yuen Ying Wai, Mr. Kwan Wing Wo, Mr. Tsui Ka Wah, Mr. Kan Yau Wo, Mr. Mok Kwai Pui Bill and Mr. Lee Chung Yiu Johnny, are set out in appendix II to the circular to shareholders dated 30 June 2014.
9. 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.