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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in Grand Ming Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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佳明  
GRAND MING

**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)**

**PROPOSALS FOR  
(1) BONUS ISSUE OF SHARES ON THE BASIS OF  
ONE BONUS SHARE FOR EVERY TEN EXISTING SHARES  
HELD ON THE RECORD DATE;  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(3) RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF AGM**

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The notice convening the AGM to be held at Function Room 1, 38/F, Holiday Inn Express Hong Kong Soho, 83 Jervois Street, Sheung Wan, Hong Kong at 10:00 a.m. on Wednesday, 26 July 2017 is set out on pages 20 to 25 of this circular.

Whether or not you intend to attend the AGM, you are advised to read the notice and to complete, sign and return the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon to, Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

27 June 2017

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                              |  |
|------------------------------|--|
| “AGM”                        | the annual general meeting of the Company to be held on Wednesday, 26 July 2017 at 10:00 a.m., a notice of which is set out on pages 20 to 25 of this circular                 |
| “Articles”                   | the articles of association of the Company as amended modified or otherwise supplemented from time to time   |
| “Board”                      | the board of Directors   |
| “Bonus Issue”                | the proposed issue of Bonus Shares on the terms set out in this circular   |
| “Bonus Shares”               | the Shares proposed to be issued by the Company by way of Bonus Issue  |
| “Branch Share Registrar”     | Tricor Investor Services Limited, the Company’s branch share registrars and transfer office in Hong Kong   |
| “CCASS”                      | the Central Clearing and Settlement System established and operated by HKSCC   |
| “Companies Law”              | the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands   |
| “Company”                    | Grand Ming Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange |
| “Controlling Shareholder(s)” | has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Chan Hung Ming and Chan HM Company Limited                     |
| “Director(s)”                | director(s) of the Company   |

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## DEFINITIONS

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|                                 |  |
|---------------------------------|--|
| “Extension Mandate”             | a general unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate  |
| “Group”                         | The Company and its subsidiaries   |
| “HK\$”                          | Hong Kong dollars, the lawful currency of Hong Kong  |
| “HKSCC”                         | Hong Kong Securities Clearing Company Limited  |
| “Hong Kong”                     | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Issue Mandate”                 | a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution at the AGM |
| “Latest Practicable Date”       | 19 June 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular   |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Non-qualifying Shareholder(s)” | Overseas Shareholder(s) who is/are excluded from the Bonus Issue and as detailed in the section headed “Overseas Shareholders” in this circular  |
| “Overseas Shareholders”         | Shareholder(s) whose name(s) appear(s) on the Register as at the close of business on the Record Date and whose address(es) as shown in the Register on that date is(are) outside Hong Kong  |

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## DEFINITIONS

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|-----------------------------|--|
| “Qualifying Shareholder(s)” | Shareholder(s) whose name(s) appear(s) on the Register as at the close of business on the Record Date (excluding the Non-qualifying Shareholder(s)), who are entitled to the Bonus Issue   |
| “Record Date”               | 3 August 2017, being the date for determination for entitlements to the proposed final dividend and the Bonus Shares   |
| “Register”                  | the register of members of the Company maintained in Hong Kong   |
| “Repurchase Mandate”        | a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM |
| “Retiring Directors”        | the Directors retiring at the AGM and, who being eligible, are offering themselves for re-election at the AGM, in accordance with the Articles   |
| “SFO”                       | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Shareholder(s)”            | holder(s) of the Share(s)  |
| “Share(s)”                  | ordinary share(s) of HK\$0.01 each in the share capital of the Company   |
| “Stock Exchange”            | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”            | The Hong Kong Code on Takeovers and Mergers  |
| “%”                         | per cent   |

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## EXPECTED TIMETABLE

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*The expected timetable for the implementation of the Bonus Issue is set out below:*

| <b>Events</b>  | <b>2017</b>  |
|--|--|
| Latest time for lodging transfer of Shares for entitlement to attend and vote at the AGM . . . . .                   | 4:30 p.m. on Thursday, 20 July                                   |
| Closure of Register to ascertain Shareholders' entitlement to attend and vote at the AGM . . . . .                   | Friday, 21 July to<br>Wednesday, 26 July<br>(both day inclusive) |
| Latest time for lodging proxy forms for the AGM . . . . .  | 10:00 a.m. on Monday, 24 July                                    |
| Record date for determining entitlement to attend and vote at the AGM. . . . .                                       | Wednesday, 26 July   |
| AGM. . . . .   | 10:00 a.m. on Wednesday, 26 July                                 |
| Publication of poll results of the AGM . . . . .   | Wednesday, 26 July   |
| Last day of dealings in Shares on a cum-entitlements basis. . . . .  | Thursday, 27 July  |
| First day of dealings in Shares on an ex-entitlements basis . . . . .  | Friday, 28 July  |
| Latest time for lodging transfer of Shares for entitlement to the proposed final dividend and Bonus Shares . . . . . | 4:30 p.m. on Monday, 31 July                                     |

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## EXPECTED TIMETABLE

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Closure of Register to ascertain Shareholders' entitlement to  
the proposed final dividend and Bonus Shares . . . . . Tuesday, 1 August to  
Thursday, 3 August  
(both days inclusive)

Record Date for determining entitlement to  
the proposed final dividend and Bonus Shares . . . . . Thursday, 3 August

Issue of Bonus Shares . . . . . Friday, 11 August

Despatch of certificates for the Bonus Shares . . . . . Friday, 11 August

Commencement of dealings in Bonus Shares . . . . . 9:00 a.m. on Monday, 14 August

*Notes:*

- (a) Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.
- (b) All references to times and dates in this circular refer to Hong Kong local times and dates.

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## LETTER FROM THE BOARD

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佳明  
GRAND MING

### 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)**

*Executive Directors:*

Mr. CHAN Hung Ming (*Chairman*)

Mr. LAU Chi Wah

Mr. YUEN Ying Wai

Mr. KWAN Wing Wo

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent Non-Executive Directors:*

Mr. TSUI Ka Wah

Mr. KAN Yau Wo

Mr. MOK Kwai Pui Bill

Mr. LEE Chung Yiu Johnny

*Head Office and Principal Place of*

*Business in Hong Kong:*

19th Floor, Railway Plaza

39 Chatham Road South

Tsim Sha Tsui, Kowloon

Hong Kong

27 June 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(1) BONUS ISSUE OF SHARES ON THE BASIS OF  
ONE BONUS SHARE FOR EVERY TEN EXISTING SHARES  
HELD ON THE RECORD DATE;  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(3) RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF AGM**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include, inter alia, (a) the Bonus Issue, (b) granting the Directors of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (c) the re-election of the Retiring Directors.



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## LETTER FROM THE BOARD

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### 2. PROPOSED BONUS ISSUE OF SHARES

The Directors recommend a Bonus Issue on the basis of one Bonus Share for every ten existing Shares held by Qualifying Shareholders. The Bonus Shares will rank pari passu in all respects with the Shares from the date of issue except that they will not rank for any dividends declared or recommended by the Company in respect of the financial year ended 31 March 2017. Fractional entitlements to Bonus Shares will not be allotted to Qualifying Shareholders and the benefit thereof will accrue to the Company.

As at the Latest Practicable Date, there were 645,246,521 Shares in issue. On the basis of such figure, and assuming there is no issue or repurchase of Shares prior to the Record Date, it is anticipated that 64,524,652 Bonus Shares will be issued under the Bonus Issue.

#### a. Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) Shareholders approving Resolution 5(A) as set out in the notice of AGM; and
- (ii) the Stock Exchange granting listing of and permission to deal in the Bonus Shares.

#### b. Reason for the Bonus Issue

The Directors consider that there are two ways to respond to the support of the Shareholders, which are namely (i) the distribution of cash dividends and (ii) the issue of shares to the Shareholders. Since the listing of the Shares on the Stock Exchange in 2013, the Company had been distributing cash dividends in each financial year with a payout ratio of not less than 30% of its profit for the year (excluding the gains or losses on change in fair value of investment properties). In this regard, the Company had distributed dividends of approximately HK\$44,794,000 (HK8.0 cents per Share) and HK\$25,810,000 (HK4.0 cents per Share), in respect of the financial year ended 31 March 2016 and six months ended 30 September 2016 which represents a payout ratio of approximately 38.4% and 39.6% respectively. The Directors are of the view that such payout ratios were appropriate as the Group engages in capital intensive businesses and should maintain sufficient operating cash for its daily operations and future expansion and diversification of business.

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## LETTER FROM THE BOARD

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The other way the Company would respond to the Shareholders' support is issuing shares to Shareholders, in the form of scrip dividend scheme and/or bonus shares. The Company undertook a scrip dividend scheme in lieu of the final dividend for the year ended 31 March 2014, yet it did not receive high popularity among the Shareholders. The Company also undertook issue of bonus shares for five times since the listing of the Shares on the basis of one bonus share for every ten then existing Shares held by the Shareholders. The aggregate number of new shares issued under the aforesaid bonus issue was 244,534,463 Shares. While the issue of bonus shares increases the total number of issued Shares, each of the Shareholders also have an increase of the number of Shares held without incurring additional investment or diluting their shareholding interests in the Company. As such, it would increase the readiness of the Shareholders to manage the shares they held. In addition, the Bonus Issue only involves an insignificant amount of expenses which preserves the working capital of the Group. Consequently, the Directors believe that Bonus Issue, in combination with distribution of cash dividends, is an appropriate and balanced way to respond to the support of Shareholders.

### **c. Trading Arrangements**

Application has been made to the Stock Exchange for listing of and permission to deal in the Bonus Shares. Subject to the granting of listing of and permission to deal on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which dealings in the Bonus Shares commence on the Stock Exchange or such other date as shall be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Subject to the fulfillment of the conditions of the Bonus Issue set out herein above, it is expected that share certificates for the Bonus Shares will be posted to Qualifying Shareholders on or about Friday, 11 August 2017 at their own risk and the first date of dealing in the Bonus Shares will be on or about Monday, 14 August 2017. Shareholders will receive one share certificate for all the Bonus Shares allotted to under the Bonus Issue. All share certificates for the Bonus Shares are non-renounceable.

The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for listing of or permission to deal in the Bonus Shares on any stock exchange other than the Stock Exchange.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

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## LETTER FROM THE BOARD

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### **d. Overseas Shareholders**

As at the Latest Practicable Date, according to the information provided by the Branch Share Registrar, there was no Overseas Shareholders as recorded on the Register. However, if at the close of the business on the Record Date, the Register reveals there are Overseas Shareholders, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. Upon such enquiry, if the Board is of the opinion that the exclusion of such Overseas Shareholders is necessary or expedient, on account either of the legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, the Bonus Shares will not be granted to the Non-qualifying Shareholders. In such circumstances, arrangements will then be made for the Bonus Shares which would otherwise have been issued to the Non-qualifying Shareholders to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of such sale, after deduction of the related expenses, will be distributed in Hong Kong dollars to the Non-qualifying Shareholders, by post at his own risk, unless the amount falling to be distributed to such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

### **3. CLOSURE OF THE REGISTER**

#### **a. For determining the entitlement to attend and vote at the AGM**

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the Register will be closed from Friday, 21 July 2017 to Wednesday, 26 July 2017, both days inclusive, during which period no transfer of Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 20 July 2017.

#### **b. For determining the entitlement to the proposed final dividend and the Bonus Shares**

In order to determine Shareholders who qualify for the proposed final dividend and the Bonus Shares, the Register will be closed from Tuesday, 1 August 2017 to Thursday, 3 August 2017, both days inclusive, during which period no transfer of Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 31 July 2017.

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## LETTER FROM THE BOARD

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### 4. THE ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue is 645,246,521. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 129,049,304 Shares (assuming no Shares will be issued or repurchased between the Latest Practicable Date and the date of AGM).

### 5. THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution (i.e. not exceeding 64,524,652 Shares assuming no Shares will be issued or repurchased between the Latest Practical Date and the date of AGM).

In addition, at the AGM, an ordinary resolution will be proposed that the Directors be granted the Extension Mandate by which the Issue Mandate will be extended by such number of additional Shares as is equal to the number of Shares repurchased by the Company pursuant to the exercise of the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) at the conclusion of the next annual general meeting of the Company following the AGM; (b) at the end of the period within which the Company is required by the Articles, the Companies Law or any other applicable law of the Cayman Islands to hold its next annual general meeting; or (c) date upon which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon Bonus Issue.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required under the Listing Rules is set out in Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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### **6. RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 84(1) of the Articles, one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting, provided that every Director shall be subject to retirement at least once every three years. It is proposed that Mr. Lau Chi Wah, Mr. Tsui Ka Wah and Mr. Mok Kwai Pui Bill shall retire from office by rotation at the AGM and being eligible, offer themselves for re-election as Directors at the AGM.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **7. AGM**

The notice convening the AGM is set out on pages 20 to 25 of this circular.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no shareholder is required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Company's website ([www.grandming.com.hk](http://www.grandming.com.hk)) and the designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the AGM in person, you are advised to read the notice and to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Branch Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### **8. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must be taken by way of a poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, passed at the AGM will be voted by way of a poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 10. RECOMMENDATION

The Directors consider that the ordinary resolutions in respect of the proposals for the Bonus Issue, granting the Directors of the Issue Mandate, Repurchase Mandate and Extension Mandate and re-election of Retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of such resolutions at the AGM.

### 11. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### 12. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Grand Ming Group Holdings Limited**

**Chan Hung Ming**  
*Chairman and Executive Director*

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. LISTING RULES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a) Shareholders' approval**

All proposed purchase of Shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

### **(b) Source of funds**

Repurchases must be made out of funds which are legally available for such purpose in accordance with the company's memorandum of association, the Articles, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules.

### **(c) Maximum number of shares to be repurchased**

The Shares proposed to be repurchased by a company must be fully paid up. A maximum of 10% of the total number of Shares in issue on the date of the passing of the relevant resolution approving the repurchase mandate may be repurchased on the Stock Exchange.

**2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 645,246,521 fully paid-up Shares.

Subject to the passing of the proposed ordinary resolution for the grant of the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to 64,524,652 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, during the period ending on the earliest of (a) the conclusion of the next annual general meeting of the Company, (b) expiration of the period within which the next annual general meeting of the Company is required to be held by law or the Articles, or (c) the date upon which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting.

**3. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

**4. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules.

The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purchase of the repurchase or subject to Cayman Islands Companies Law, out of capital provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.



## 5. IMPACT OF REPURCHASE

The Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2017, being the date on which its latest published audited consolidated accounts were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:–

| Month                                    | Price per share        |                       |
|--|------------------------|-----------------------|
|  | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2016</b>                              |                        |                       |
| June                                     | 4.545                  | 4.355                 |
| July                                     | 4.909                  | 4.345                 |
| August                                   | 4.900                  | 4.370                 |
| September                                | 4.880                  | 4.400                 |
| October                                  | 4.800                  | 4.410                 |
| November                                 | 5.300                  | 4.510                 |
| December                                 | 4.780                  | 4.500                 |
| <b>2017</b>                              |                        |                       |
| January                                  | 4.890                  | 4.360                 |
| February                                 | 5.900                  | 4.530                 |
| March                                    | 4.900                  | 4.550                 |
| April                                    | 4.880                  | 4.630                 |
| May                                      | 5.000                  | 4.690                 |
| June (Up to the Latest Practicable Date) | 5.300                  | 4.850                 |

## 7. UNDERTAKINGS, DIRECTORS' DEALINGS AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles.

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquires, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM and exercised.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## **8. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising their powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and so far as was known to the Directors, Mr. Chan Hung Ming, an executive Director and the parties acting in concert (as defined in the Takeovers Code) with him were interested in total of 434,837,700 Shares, representing 67.39% of the total number of Shares in issue. On the basis that no further Shares will be issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the Repurchase Mandate in full, the shareholdings of Mr. Chan Hung Ming and the parties acting in concert with him in the Company would be increased to 74.88% of the total number of Shares in issue as reduced by the exercise of the Repurchase Mandate in full. Mr. Chan Hung Ming and parties acting in concert with him would not be required under Rule 26 of the Takeovers Code to make a mandatory offer pursuant to such increase. The Directors have no present intention to exercise in full the power to repurchase shares proposed to be granted pursuant to the Repurchase Mandate.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

## **9. SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

The biographical details as of 31 March 2017 of the Retiring Directors who are proposed to be re-elected at the AGM are set out below:

**MR. LAU CHI WAH**

Mr. Lau Chi Wah, aged 52, is our executive Director and chief executive officer. He is also a director of all the subsidiaries of our Group. Pursuant to Part XV of the SFO, Mr. Lau is interested in 48,315,300 Shares, representing 7.49% of the total number of Shares in issue as at the Latest Practicable Date.

Mr. Lau is a co-founder of our Group and has participated in the management of our Group since 1995. He is primarily responsible for formulating the overall strategic planning of our Group and overseeing the business development, administrative and compliance matters of our Group. He has over 28 years of audit, accounting and finance experience.

Mr. Lau holds a Honour Diploma in Accountancy from the Lingnan College (now known as the Lingnan University) and Master's Degree in Professional Accounting from Hong Kong Polytechnic University. He is a fellow of the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Save as disclosed above, Mr. Lau is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

Mr. Lau entered into a service agreement with the Company for his appointment as an executive director for an initial term of three years commencing from 9 August 2013, and such appointment continued thereafter unless terminated in accordance with the terms of his service agreement. He is also subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. Mr. Lau receives a salary of HK\$163,800 per month and discretionary bonus as may be determined by and at the discretion of the Board. Mr. Lau's emolument was determined and will be reviewed by the remuneration committee of the Company annually with reference to his duties and responsibilities with the Group, as well as the Group's performance.

Save as disclosed herein, Mr. Lau holds no other directorships in listed public companies in the last three years preceding the date of this circular.

**MR. TSUI KA WAH**

Mr. Tsui Ka Wah, aged 64, is our independent non-executive Director since 23 July 2013. He is also the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company.

Mr. Tsui has 30 years of banking experience with the United States and local banks, and has held various management positions in corporate, retail and private banking. Currently he holds the position of chief executive officer of SME Credit Company Limited. He is also an independent non-executive director of Oriental Explorer Holdings Limited (stock code: 430), Multifield International Holdings Limited (stock code: 898) and Southeast Asia Properties & Finance Limited (stock code: 252) respectively, whose shares are listed on the Main Board of the Stock Exchange.

Mr. Tsui holds a Bachelor of Arts Degree and a Master's Degree of Business Administration from the Chinese University of Hong Kong.

As at the Latest Practicable Date, Mr. Tsui did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tsui is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

Mr. Tsui has signed a letter of appointment with the Company for a term of three years commencing from 9 August 2016 and is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. Pursuant to the letter of appointment, he is entitled to an annual fee of HK\$240,000. The remuneration committee of the Company will review and determine the remuneration with reference to his duties and responsibilities in the Company.

Save as disclosed herein, Mr. Tsui holds no other directorship in listed public companies in the last three years preceding the date of this circular.

#### **MR. MOK KWAI PUI BILL**

Mr. Mok Kwai Pui Bill, aged 56, is our independent non-executive Director since 23 July 2013. He is also the chairman of the audit committee, and a member of each of the remuneration committee and the nomination committee of the Company.

Mr. Mok has 29 years' experience in accounting, finance and banking in Hong Kong and Mainland China with specific expertise in managing financial and accounting operations, fund raising, investor relations and executing corporate strategy. He is the chief financial officer of Fortune Oil PLC, a company previously listed in the London Stock Exchange. He is also appointed as an independent non-executive director of PF Group Holdings Limited, which was listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8221), on 5 December 2016.

Mr. Mok holds Bachelor of Arts Degree in Business Administration from the University of Washington in the United States and a Master Degree in Business Administration from the Seattle University in the United States. He is a member of the American Institute of Certified Public Accountants and the HKICPA respectively.

As at the Latest Practicable Date, Mr. Mok did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Mr. Mok is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders.

Mr. Mok has signed a letter of appointment with the Company for a term of three years commencing from 9 August 2016 and is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. Pursuant to the letter of appointment, he is entitled to an annual fee of HK\$240,000. The remuneration committee of the Company will review and determine the remuneration with reference to his duties and responsibilities in the Company.

Save as disclosed herein, Mr. Mok holds no other directorship in listed public companies in the last three years preceding the date of this circular.

Save as disclosed herein, (i) none of the Retiring Directors held other positions with the Company or other members of the Group; (ii) none of the Retiring Directors were interested in any shares of the Company within the meaning of Part XV of the SFO; and (iii) to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there were no other matters with respect of the re-election of the Directors that need to be brought to the attention of the Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

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## NOTICE OF AGM

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佳明  
GRAND MING

### 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 IS HEREBY GIVEN** that the annual general meeting of Grand Ming Group Holdings Limited (the “**Company**”) will be held at Function Room 1, 38/F, Holiday Inn Express Hong Kong Soho, 83 Jervois Street, Sheung Wan, Hong Kong on Wednesday, 26 July 2017 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 independent auditor for the year ended 31 March 2017;
2. To declare a final dividend of HK4.0 cents per share for the year ended 31 March 2017;
3. (A) To re-elect the following retiring directors:
  - (I) Mr. Lau Chi Wah;
  - (II) Mr. Tsui Ka Wah; and
  - (III) Mr. Mok Kwai Pui Bill;
- (B) To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration;
4. To re-appoint BDO Limited as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration; and

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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 Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) 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 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 3 August 2017 (“**Record Date**”) which shall be allotted and issued credited as fully paid to and among the shareholders of the Company (“**Shareholders**”) 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 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 2017 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 hereinafter defined) of all the powers of the Company to repurchase the shares of the Company on 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 this purpose, subject to and in accordance with all applicable laws and/or 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;

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## NOTICE OF AGM

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- (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 total number of Shares in issue as at the date of the passing of this resolution; 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**”), 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 in general meeting prior to the next annual general meeting.”
- (C) “**THAT:**
- (I) subject to paragraph (III) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) 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;



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(III) the total number of Shares 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 (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; or
- (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;

shall not exceed 20% of the total number of Shares 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, 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 in general meeting prior to the next annual general meeting.

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“**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 passing of resolution No. 5(B) and 5(C), the 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 the total number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company pursuant to the authority granted pursuant to resolution No. 5(B) above, provided that such extended amount shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution.”

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

**Leung Wai Chuen**  
*Company Secretary*

Hong Kong, 27 June 2017

As at the date of this notice, the Board comprises:

*Executive Directors:*

Mr. Chan Hung Ming  
Mr. Lau Chi Wah  
Mr. Yuen Ying Wai  
Mr. Kwan Wing Wo

*Independent Non-Executive Directors:*

Mr. Tsui Ka Wah  
Mr. Kan Yau Wo  
Mr. Mok Kwai Pui Bill  
Mr. Lee Chung Yiu Johnny

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*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 the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited (the "**Branch 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 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 Friday, 21 July 2017 to Wednesday, 26 July 2017, both dates inclusive, during which period no share transfers will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 20 July 2017.
5. In order to determine Shareholders who qualify for the proposed final dividend and Bonus Shares, the register of members of the Company will be closed from Tuesday, 1 August 2017 to Thursday, 3 August 2017, both dates inclusive, during which period no shares transfer will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 31 July 2017.
6. 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.
7. In relation to resolution No. 3 above, details of the retiring Directors proposed for re-election namely, Mr. Lau Chi Wah, Mr. Tsui Ka Wah and Mr. Mok Kwai Pui Bill, are set out in Appendix II to the circular to Shareholders dated 27 June 2017.
8. 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 27 June 2017.
9. 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 (as defined in the prospectus of the Company dated 30 July 2013).