

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 July 2013 (the “**Prospectus**”) issued by Grand Ming Group Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares.*

*This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Public Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any state securities laws of the United States, and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company has not and does not intend to make any public offer of the Shares in the United States.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*In connection with the Share Offer, CISL as the Stabilising Manager, or any person acting for it, may over-allocate or effect transactions with a view to stabilise or maintain the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on CISL or any person acting for it to conduct any such stabilising activity. Such transactions, if commenced, may be discontinued at any time, and must be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer. CISL has been appointed as the Stabilising Manager for the purposes of the Share Offer in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong) made under the SFO and, should stabilising transactions be effected in connection with the Share Offer, this will be at the absolute discretion of the Sole Lead Manager. An announcement will be made to the public within seven days after the end of the stabilising period as required under the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong) made under the SFO.*



## GRAND MING GROUP HOLDINGS LIMITED

### 佳明集團控股有限公司

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

#### SHARE OFFER

|                                      |  |
|--------------------------------------|--|
| <b>Total number of Offer Shares</b>  | <b>: 100,000,000 Shares (subject to the</b>        |
| <b>under the Share Offer</b>         | <b>Over-allotment Option)</b>                      |
| <b>Number of Public Offer Shares</b> | <b>: 10,000,000 Shares (subject to adjustment)</b> |
| <b>Number of Placing Shares</b>      | <b>: 90,000,000 Shares (subject to adjustment</b>  |
|                                      | <b>and the Over-allotment Option)</b>              |
| <b>Offer Price</b>                   | <b>: Not more than HK\$1.11 per Offer Share</b>    |
|                                      | <b>and expected to be not less than HK\$0.90</b>   |
|                                      | <b>per Offer Share, plus brokerage of 1%,</b>      |
|                                      | <b>SFC transaction levy of 0.003% and Hong</b>     |
|                                      | <b>Kong Stock Exchange trading fee of</b>          |
|                                      | <b>0.005% (payable in full on application and</b>  |
|                                      | <b>subject to refund on final pricing)</b>         |
| <b>Nominal value</b>                 | <b>: HK\$0.01 per Share</b>                        |
| <b>Stock code</b>                    | <b>: 1271</b>                                      |

#### Sole Sponsor



#### Sole Bookrunner and Sole Lead Manager



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue, and the Shares to be issued as described in the Prospectus (including the additional Shares which may be issued upon the exercise of the Over-allotment Option), and the exercise of the options which may be granted under the Share Option Scheme. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company.

The Share Offer comprises the Public Offer of initially 10,000,000 Shares, representing 10% of the total number of Shares initially being offered in the Share Offer (subject to adjustment), and the Placing of initially 90,000,000 Shares, representing 90% of the total number of Shares initially being offered in the Share Offer (subject to adjustment and the Over-allotment Option). In connection with the

Share Offer, the Company is expected to grant the Over-allotment Option to the Placing Underwriters, which is exercisable by the Sole Lead Manager on behalf of the Placing Underwriters, to require the Company to allot and issue up to 15,000,000 additional Shares at the Offer Price, representing 15% of the total number of Offer Shares initially available under the Share Offer. For details, please refer to the section headed “Structure and conditions of the Share Offer — Over-allotment and stabilisation” in the Prospectus. In the event the Over-allotment Option is exercised, an announcement will be made on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.grandming.com.hk](http://www.grandming.com.hk).

The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer — The Public Offer” in the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 9 August 2013, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 9 August 2013.

The Offer Price will be not more than HK\$1.11 per Offer Share and is expected to be not less than HK\$0.90 per Offer Share. Applicants for Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.11 for each Offer Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the final Offer Price should be lower than HK\$1.11.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.** Applicants who would like to have the allocated Public Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allocated Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participants’ stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 July 2013, until 12:00 noon on Friday, 2 August 2013 at any of the following addresses of the Public Offer Underwriters:

**Cinda International Securities Limited**

45th Floor, COSCO Tower,  
183 Queen's Road Central,  
Hong Kong

**RHB OSK Securities Hong Kong Limited**

12th Floor, World-wide House,  
19 Des Voeux Road Central, Hong Kong

**VC Brokerage Limited**

28th Floor, The Centrium,  
60 Wyndham Street, Central,  
Hong Kong

or any of the following branches of **Hang Seng Bank Limited**:

| <b>District</b>         | <b>Branch name</b>  | <b>Branch address</b>        |
|-------------------------|---------------------|------------------------------|
| <b>Hong Kong Island</b> | Head Office         | 83 Des Voeux Road Central    |
|                         | Wanchai Branch      | 200 Hennessy Road            |
|                         | Causeway Bay Branch | 28 Yee Wo Street             |
|                         | North Point Branch  | 335 King's Road              |
| <b>Kowloon</b>          | Tsimshatsui Branch  | 18 Carnarvon Road            |
|                         | Hung Hom Branch     | 21 Ma Tau Wai Road           |
|                         | Kowloon Main Branch | 618 Nathan Road              |
|                         | Yaumati Branch      | 363 Nathan Road              |
| <b>New Territories</b>  | Tsuen Wan Branch    | 289 Sha Tsui Road, Tsuen Wan |

Copies of the **YELLOW** Application Forms, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 July 2013 until 12:00 noon on Friday, 2 August 2013 at:

- (1) the depository counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or
- (2) your stockbroker, who may have such Application Forms and the Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "Hang Seng (Nominee) Limited — Grand Ming Group Public Offer" should be securely stapled, should be deposited in the special collection boxes provided at any of the branches of Hang Seng Bank Limited referred to above on the following dates during the following times:

**Tuesday, 30 July 2013 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 31 July 2013 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 1 August 2013 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 2 August 2013 — 9:00 a.m. to 12:00 noon**

Applicants applying by **HK eIPO White Form** may submit their applications to the **HK eIPO White Form** Service Provider through the designated website **www.hkeipo.hk** from 9:00 a.m. on Tuesday, 30 July 2013 until 11:30 a.m. on Friday, 2 August 2013 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to apply for the Public Offer Shares — Effect of bad weather conditions on the opening of the application lists" in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 30 July 2013 until 12:00 noon on Friday, 2 August 2013. The application lists will open from 11:45 a.m. to 12:00 noon on Friday, 2 August 2013 (or such later date as may apply in case of certain bad weather conditions as described in the section headed "How to apply for the Public Offer Shares — Effect of bad weather conditions on the opening of the application lists" in the Prospectus). Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on the Offer Price, the results of applications in the Public Offer, the level of indications of interest in the Placing and the basis of allocation of the Public Offer Shares on Thursday, 8 August 2013 in South China Morning Post (in English) and Hong Kong Economic Journal (in Chinese), on the Company's website at [www.grandming.com.hk](http://www.grandming.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Public Offer, the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Public Offer Shares successfully applied for will be made available on Thursday, 8 August 2013 in the manner as described in the section headed "How to Apply for the Public Offer Shares — Results of allocations" in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies paid. Share certificates will only become valid documents of title provided that the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their respective terms, which is expected to be at 8:00 a.m. on Friday, 9 August 2013.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 9 August 2013. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 1271.

By Order of the Board of  
**Grand Ming Group Holdings Limited**  
**CHAN Hung Ming**  
*Chairman*

Hong Kong, 30 July 2013

*As at the date of this announcement, the executive Directors are Mr. Chan Hung Ming, Mr. Lau Chi Wah, Mr. Yuen Ying Wai and Mr. Kwan Wing Wo; and the independent non-executive Directors are Mr. Tsui Ka Wah, Mr. Kan Yau Wo, Mr. Mok Kwai Pui Bill and Mr. Lee Chung Yiu Johnny.*

*Please also refer to the published version of this announcement in South China Morning Post (in English) and Oriental Daily News, Apple Daily, Hong Kong Economic Times and Hong Kong Economic Journal (in Chinese).*