

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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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)

**PROPOSED BONUS ISSUE OF SHARES
ON THE BASIS OF ONE BONUS SHARE FOR EVERY TEN EXISTING
SHARES HELD ON THE RECORD DATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the Extraordinary General Meeting of the Company to be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 12:00 noon on Tuesday, 17 November 2015 is set out on pages 9 to 10 of this circular.

Whether or not you intend to attend the Extraordinary General Meeting, you are advised to read the notice and to complete, sign and return the accompanying form of proxy for use at the Extraordinary General Meeting in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

2 November 2015

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DEFINITIONS

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

“Board”	the board of Directors
“Bonus Issue”	the issue of Bonus Shares
“Bonus Shares”	the Shares proposed to be issued by the Company to its Shareholders by way of bonus on the terms set out in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“Company’s Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrars and transfer office in Hong Kong
“Director(s)”	director(s) of the Company
“Extraordinary General Meeting”/“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 17 November 2015 at 12:00 noon to consider and, if appropriate, to approve the resolutions as set out in the Notice of Extraordinary General Meeting
“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
“Latest Practicable Date”	27 October 2015, 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
“Record Date”	8 December 2015, being the date for determination for entitlements to the Bonus Shares
“Register”	the register of members of the Company

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of 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

EXPECTED TIMETABLE

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

Events	2015
Latest time and date for lodging transfer documents with Company's Shares Registrar to ascertain Shareholders' entitlement to attend and vote at the Extraordinary General Meeting	4:30 p.m. on Thursday, 12 November
Closure of Register to ascertain Shareholders' entitlement to attend and vote at the Extraordinary General Meeting	Friday, 13 November to Tuesday, 17 November (both day inclusive)
Latest time for lodging proxy form for the Extraordinary General Meeting	12:00 noon on Sunday, 15 November
Record date for determining entitlement to attend and vote at the Extraordinary General Meeting	Tuesday, 17 November
Extraordinary General Meeting	12:00 noon on Tuesday, 17 November
Publication of poll results of Extraordinary General Meeting	Tuesday, 17 November
Last day of dealings in Shares on a cum-entitlements basis	Tuesday, 1 December
First day of dealings in Shares on an ex-entitlements basis	Wednesday, 2 December
Latest time and date for lodging transfer documents with Company's Share Registrar to qualify for Shareholder's entitlement to the Bonus Shares	4:30 p.m. on Thursday, 3 December
Closure of Register for the purpose of ascertaining Shareholders' entitlement to the proposed Bonus Shares	Friday, 4 December to Tuesday, 8 December (both days inclusive)
Record Date for the Bonus Issue	Tuesday, 8 December

EXPECTED TIMETABLE

Events**2015**

Issue of Bonus Shares	Thursday, 17 December
Despatch of certificates for the Bonus Shares	Thursday, 17 December
Commencement of dealings in Bonus Shares.....	9:00 a.m. on Friday, 18 December

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.



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

2 November 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES
ON THE BASIS OF ONE BONUS SHARE FOR EVERY TEN EXISTING
SHARES HELD ON THE RECORD DATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM and to give you notice of EGM, at which ordinary resolution(s) on the Bonus Issue will be proposed to consider.

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 Shareholders whose names are on the Register on the Record Date. The Bonus Shares will rank *pari passu* in all respects with the Shares from the date of issue except

LETTER FROM THE BOARD

that they will not rank for the interim dividends for the six months ended 30 September 2015 (if any). Fractional entitlements to Bonus Shares will not be allotted to Shareholders and the benefit thereof will accrue to the Company.

As at the Latest Practicable Date, the number of Shares in issue was 533,261,589 Shares. On the basis of such figure, and assuming there is no issue or repurchase of Shares prior to the Record Date, the number of Bonus Shares to be issued is 53,326,158 Shares.

a. Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Bonus Issue; and
- (ii) the listing committee of the Stock Exchange granting listing of and permission to deal in the Bonus Shares.

b. Reasons for the Bonus Issue

Since the listing of the Shares on the Stock Exchange on 9 August 2013, the total number of Shares issued by the Company by way of three bonus issues conducted by the Company on 22 September 2014, 18 December 2014 and 12 August 2015 was 132,549,531 Shares where all three bonus issues were on the basis of one bonus share for every ten then existing Shares held by the Shareholders. One of the ways to respond the support of the Shareholders is cash dividend. The Company had maintained to distribute dividends of no less than 30% of its profit (excluding net fair value gains or losses on investment properties) for each financial year to the Shareholders in the form of interim and final dividends. Excessive cash dividend payout will affect working capital of the Group as it engages in capital intensive businesses. The Company also undertook scrip dividends in lieu of final dividend in respect of the financial year 2013/14 but received low popularity among the Shareholders. As such, the Directors consider that Bonus Issue could preserve the cash position of the Group and increase the liquidity of the Shares as the number of Shares to be held by the Shareholders will increase. Lastly, the proposed Bonus Issue only involves an insignificant amount of expenses. Hence the Directors believe that Bonus Issue is good to respond the support of the Shareholders.

c. Closure of Register of Members

In order to determine the entitlement of Shareholders to the right to attend and vote at the EGM (or any adjournment thereof), the Register will be closed from Friday, 13 November 2015 to Tuesday, 17 November 2015, 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 Company's 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, 12 November 2015.

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In order to determine Shareholders who qualify for the proposed Bonus Shares, the Register will be closed from Friday, 4 December 2015 to Tuesday, 8 December 2015, 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 Company's Share Registrar at the above address for registration no later than 4:30 p.m. on Thursday, 3 December 2015.

d. Trading Arrangements

Application has been made to the listing committee of 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.

It is expected that certificates for the Bonus Shares will be posted to Shareholders on or about Thursday, 17 December 2015 at their own risk and the first date of dealing in the Bonus Shares will be on or about Friday, 18 December 2015.

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. Shareholders will receive one share certificate for all the Bonus Shares allotted to under the Bonus Issue.

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

3. EGM

The notice convening the EGM is set out on pages 9 to 10 of this circular. An ordinary resolution on the Bonus Issue will be proposed to consider.

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 resolution at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the Company's website (www.grandming.com.hk) and the designated website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the EGM 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 Company's 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 EGM or any

LETTER FROM THE BOARD

adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

4. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company 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 resolution to be considered and, if thought fit, passed at the EGM 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.

5. 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.

6. RECOMMENDATION

The Directors consider that the ordinary resolutions in respect of the proposed Bonus Issue is 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 EGM.

7. 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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 17 November 2015 at 12:00 noon 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, and upon the recommendation of the directors of the Company (the “**Director(s)**”), 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 which is equal to one-tenth of the total number of the issued shares in the Company (the “**Bonus Share(s)**”) on Tuesday, 8 December 2015 (“**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 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 except that they will not rank for the interim dividend for the six months ended 30 September 2015 (if any) 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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, 2 November 2015

Head office and principal place of business in Hong Kong:

19th Floor, Railway Plaza
39 Chatham Road South
Tsim Sha Tsui, Kowloon
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 was 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 “**Company's 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 of the Company to the right to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 13 November 2015 to Tuesday, 17 November 2015, both dates inclusive, during which no share transfers will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar not later than 4:30 p.m. on Thursday, 12 November 2015.
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.