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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 Function Room 1, 38/F, Holiday Inn Express Hong Kong Soho, 83 Jervois Street, Sheung Wan, Hong Kong on Thursday, 28 July 2016 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 auditors for the year ended 31 March 2016;
2. To declare a final dividend of HK4.0 cents per share for the year ended 31 March 2016;
3. (A) To re-elect the following retiring directors:
 - (I) Mr. KWAN Wing Wo;
 - (II) Mr. KAN Yau Wo; and
 - (III) Mr. LEE Chung Yiu Johnny;(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

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 (the “**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 5 August 2016 (“**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 2016 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;
- (II) the aggregate nominal amount of the 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;
- (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.

“**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 resolutions 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, 22 June 2016

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

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 "**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 to the right to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 26 July 2016 to Thursday, 28 July 2016, both days 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 Company's Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30p.m. on Monday, 25 July 2016.
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 Wednesday, 3 August 2016 to Friday, 5 August 2016, both days 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 Company's Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 August 2016.
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. 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 2016.

8. In relation to 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).
9. In relation to resolution No. 3 above, details of the retiring Directors proposed for re-election, namely Mr. Kwan Wing Wo, Mr. Kan Yau Wo and Mr. Lee Chung Yiu Johnny, are set out in appendix II to the circular to Shareholders dated 22 June 2016.