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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of shareholders 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 at 10:00 a.m. on Friday, 1 March 2019, as special business, to consider and, if thought fit, pass with or without amendment the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the acceptance by Able Business Development Limited (the “**Vendor**”) of the tender dated 21 January 2019 submitted by Ms. Cheung Shuk Fong as purchaser (the “**Purchaser**”) in relation to the sale of Flat A on the 15th and 16th Floor and the flat roof thereabove of Cristallo, No. 279 Prince Edward Road West, Kowloon, Hong Kong (the “**Property**”) by the Vendor at a consideration of HK\$148,000,000 (the “**Tender**”) be and are hereby approved, confirmed and ratified;

- (b) the agreement for sale and purchase dated 21 January 2019 entered into between the Purchaser and the Vendor, pursuant to the acceptance of the Tender by the Vendor in relation to, among other things, the sale and purchase of the Property for a consideration of HK\$148,000,000 (the “**Agreement**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (c) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Tender and the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 14 February 2019

Principal Place of Business:

19th Floor, Railway Plaza
39 Chatham Road South
Tsim Sha Tsui, Kowloon
Hong Kong

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is duly signed, or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar 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 (excluding any part of a day that is public holiday) before the time appointed for holding the Meeting or any adjournment thereof.
4. Members of the Company whose names appear on the register of members of the Company at 4:30 p.m. on Monday, 25 February 2019 shall be entitled to attend and vote at the Meeting. In order to be entitled to attend and vote at the Meeting, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 25 February 2019.
5. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holder be present at the Meeting personally or by proxy, that 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.
6. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting on the resolution at the Meeting will be conducted by way of poll.

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