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JIA MENG HOLDINGS LIMITED

家夢控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8101)

RULE 17.10(2)(a) ANNOUNCEMENT COOPERATION FRAMEWORK AGREEMENT

This announcement is made by Jia Meng Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) pursuant to the Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that on 18 December 2013, Grandeur Industries Limited (“**Grandeur**”), an indirect wholly-owned subsidiary of the Company has entered into a non-legally binding Cooperation framework agreement (“**Agreement**”) with Supreme Right Development Limited (“**Supreme Right**”), which is a company indirectly and wholly owned by M Dream Inworld Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, pursuant to which the parties agreed to, among other things, invest maximum amount of HK\$10 million, for the purpose of the developing an e-commerce platform for on-line distribution of the Company’s branded products including, but not limited to, mattresses and softbed products. The Agreement is subject to the parties entering into a formal agreement. Accordingly, the Agreement may or may not proceed. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, Supreme Right and its associates are independent third parties who are not connected persons of the Company as defined in the GEM Listing Rules and are independent of the Company and its connected persons as defined in the GEM Listing Rules (“**Independent Third Parties**”).

INTRODUCTION

Pursuant to Rule 17.10(2)(a) of GEM Listing Rules, the Board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that on 18 December 2013, Grandeur, an indirect wholly-owned subsidiary of the Company has entered into a non-legally binding Agreement with Supreme Right, an Independent Third Party in relation to invest a proposed maximum total amount of HK\$10 million, for the purpose of developing an e-commerce platform for on-line distribution of the Company’s branded products including mattresses and softbed products (“**Proposed Transaction**”).

MAJOR TERMS OF THE AGREEMENT

Date: 18 December 2013, after trading hour

Parties: 1. Supreme Right
2. Grandeur

Capital contribution

The investment amount is a proposed maximum total amount of HK\$10 million by Grandeur and Supreme Right. However, the final investment amount is subject to further negotiations.

Duration of Agreement

The Agreement is valid for duration of 3 months from 18 December 2013.

Proposed Business Scope under the Agreement

The proposed business scope under the Agreement includes the development of an e-commerce platform for on-line distribution and selling of the branded products of the Group, including but not limited to mattresses and softbed products, through the platform.

Information of M Dream Inworld Limited

M Dream Inworld Limited is a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, which is principally engaged in the research and development and distribution of software for personal computer performance and security as well as mobile applications. Besides, it is also engaged in provision of website development, electronic learning products and services.

Reason for entering into the Agreement

The Group intends to develop e-commerce to broaden its sales channels of mattresses and softbeds products, and to adopt B2C (which means “business to customers”) as the e-commerce business model by leveraging on the technology of Supreme Right in order to develop a platform of e-commerce business and to provide the technical supports and consultant services required by the platform. With the commencement of the sales operation through the on-line distribution, the Group believes that there would be synergistic effects and the sales channels would be expanded through the on-line distribution.

The Proposed Transaction, if materialised, may constitute a notifiable transaction on the part of the Company under Chapter 19 of the GEM Listing Rules. The Agreement is not legally binding on the parties to proceed with the Proposed Transaction which will be subject to the execution of further formal contract(s) and/or agreement(s). Further announcement(s) will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

The Board wishes to emphasise that no legally binding agreement in relation to the Proposed Transaction has been entered into as at the date of this announcement, and the Proposed Transaction may or may not proceed. Shareholders or potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Jia Meng Holdings Limited
Tse Woon Mo, William
Chairman

Hong Kong, 18 December 2013

As at the date of this announcement, the executive Directors of the Company are Mr. Tse Woon Mo, William and Mr. Chan Wing Kit; and the independent non-executive Directors of the Company are Mr. Ng Yat Cheung, Mr. Zhu Xiaobing and Mr. Chan Wai Cheung, Admiral.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading. This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at www.jmbedding.com.