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佳明
GRAND MING

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 Chairman's Place, M/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 21 August 2025 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 the independent auditor of the Company for the year ended 31 March 2025;

2. (a) To re-elect Ms. Tsang Ka Man as an executive director of the Company;

   (b) To re-elect Ms. Chan Pui Yin Apple as an executive director of the Company;

   (c) To re-elect Mr. Ho Chiu Yin Ivan as an independent non-executive director of the Company;

   (d) To re-elect Mr. Lee Chung Yiu Johnny as an independent non-executive director of the Company;

   (e) To authorise the board of directors of the Company to fix the directors' remuneration;

3. 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 of directors of the Company to fix their remuneration; and

4. To consider as special business and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions: -

ORDINARY RESOLUTIONS

(A) "**THAT**:

(I) subject to paragraph (II) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, and subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(II) the aggregate number of 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 (excluding any treasury shares (which shall have the meaning ascribed to it under the Listing Rules and as amended from time to time, "**Treasury Shares**")) 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 Act 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 of the Company (the "**Shareholders**") in general meeting prior to the next annual general meeting."

(B) "**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 and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury), 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) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to eligible persons of Shares or rights to acquire Shares;

shall not exceed 20% of the total number of Shares in issue (excluding any Treasury Shares) 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 Act 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); and

(V) any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

(C) "**THAT** conditional upon passing of resolutions No. 4(A) and 4(B) in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares pursuant to resolution No. 4(B) above be and is hereby extended by the addition thereon of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution No. 4(A) above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares) 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, 25 July 2025

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 "**Branch Share Registrar**"), on 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.

4. For the purpose of determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 18 August 2025 to Thursday, 21 August 2025, both dates 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 Branch Share Registrar on 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30p.m. on Friday, 15 August 2025.

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. In relation to resolution No. 2 above, details of the retiring Directors proposed for re-election namely, Ms. Tsang Ka Man, Ms. Chan Pui Yin Apple, Mr. Ho Chiu Yin Ivan and Mr. Lee Chung Yiu Johnny, are set out in Appendix II to the circular to Shareholders dated 25 July 2025.

7. In relation to resolution No. 4(A) 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 25 July 2025.

8. In relation to the resolution No. 4(B) 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 issued under the share schemes of the Company.

As at the date of this announcement, the executive Directors are Mr. Chan Hung Ming, Mr. Lau Chi Wah, Mr. Kwan Wing Wo, Ms. Tsang Ka Man and Ms. Chan Pui Yin Apple; and independent non-executive Directors are Mr. Tsui Ka Wah, Mr. Kan Yau Wo, Mr. Ho Chiu Yin Ivan and Mr. Lee Chung Yiu Johnny.