

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 25 May 2017 (the “**Prospectus**”) issued by G & M Holdings Limited (the “**Company**”).*

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**US Securities Act**”) or any state securities law in the United States and may not be offered, sold, pledged, or transferred within the United States or to, or for the account or benefit of, United States persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. There will be no public offer of the securities in the United States.*

G & M Holdings Limited

信越控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares : 250,000,000 Shares**
- Number of Placing Shares : 225,000,000 Shares (subject to re-allocation)**
- Number of Public Offer Shares : 25,000,000 Shares (subject to re-allocation)**
- Offer Price : Not more than HK\$0.42 per Offer Share and not less than HK\$0.40 per Offer Share (payable in full on application plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 6038**

Sponsor

MESSIS  **大有融資**

Joint Bookrunners



Co-Managers



Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any additional Share which may be issued under the Capitalisation Issue and any Share which may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme).

The Share Offer comprises the Public Offer of initially 25,000,000 Shares (subject to re-allocation), representing 10% of the Offer Shares available under the Share Offer, and the Placing of initially 225,000,000 Shares (subject to re-allocation), representing 90% of the Offer Shares available under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.42 per Offer Share and not less than HK\$0.40 per Offer Share. Applicants under the Public Offer must pay, on application, the maximum Offer Price of HK\$0.42 per Offer Share plus a 1% brokerage fee, a 0.0027% SFC transaction levy and a 0.005% Stock Exchange trading fee. If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.42 per Offer Share, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Further details are set out in the section headed “How to apply for Public Offer Shares — 13. Refund of application monies” in the Prospectus.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.hkeipo.hk) in relation to the HK eIPO White Form.

Applicants who would like to have the allotted Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, are available during normal business hours from 9:00 a.m. on Thursday, 25 May 2017 up to 12:00 noon on Wednesday, 31 May 2017 or such later time as described in the section headed “How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus from:

1. the following office of the Joint Bookrunners:
 - (a) Aristo Securities Limited at Room 101, 1st Floor, On Hong Commercial Building, 145 Hennessy Road, Wanchai, Hong Kong
 - (b) South China Securities Limited at 28/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong
2. any of the following branches of the receiving bank for the Public Offer:

Bank of China (Hong Kong) Limited

District	Branch name	Address
Hong Kong Island	Bank of China Tower Branch	3/F., 1 Garden Road, Central
	Causeway Bay Branch	505 Hennessy Road, Causeway Bay
	King’s Road Branch	131-133 King’s Road, North Point

District	Branch name	Address
Kowloon	Mong Kok Branch	589 Nathan Road, Mong Kok
	Tsim Sha Tsui East Branch	Shop 3, LG/F., Hilton Towers, 96 Granville Road, Tsim Sha Tsui East
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
New Territories	Fo Tan Branch	No. 2, 1/F., Shatin Galleria, 18-24 Shan Mei Street, Fo Tan
	Citywalk Branch	Shop 65, G/F., Citywalk, 1 Yeung Uk Road, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Form, are available during normal business hours from 9:00 a.m. on Thursday, 25 May 2017 up to 12:00 noon on Wednesday, 31 May 2017 from the Depository Counter of HKSCC at 1/F., One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — G & M HOLDINGS PUBLIC OFFER**" for payment, should be deposited in the special collection boxes provided at receiving bank designated branches listed above at the following times:

Thursday, 25 May 2017 — 9:00 a.m. to 5:00 p.m.
Friday, 26 May 2017 — 9:00 a.m. to 5:00 p.m.
Saturday, 27 May 2017 — 9:00 a.m. to 1:00 p.m.
Monday, 29 May 2017 — 9:00 a.m. to 5:00 p.m.
Wednesday, 31 May 2017 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 31 May 2017, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Applicants applying by **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** service at www.hkeipo.hk from 9:00 a.m. on Thursday, 25 May 2017 up to 11:30 a.m. on Wednesday, 31 May 2017 or such later time as described in the section “How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 25 May 2017 up to 12:00 noon on Wednesday, 31 May 2017 or such later time as described in the section headed “How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on the final Offer Price, the indication of the level of interest under the Placing, the level of applications under the Public Offer and the basis of allotment of the Public Offer Shares (i) on the website of the Stock Exchange (www.hkexnews.hk); and (ii) on the Company’s website (www.gm-eng.com.hk) on Monday, 12 June 2017. The results of allocations (with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants) under the Public Offer will be available through a variety of channels from Monday, 12 June 2017 as described in the section headed “How to apply for Public Offer Shares — 11. Publication of results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on Tuesday, 13 June 2017, provided that (i) the Share Offer has become unconditional in all respects and (ii) the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — Grounds for termination” in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Tuesday, 13 June 2017, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 13 June 2017. The Shares will be traded in board lots of 10,000 Shares each under the stock code 6038.

By order of the Board
G & M Holdings Limited
Lee Chi Hung
Chairman and Executive Director

Hong Kong, 25 May 2017

As at the date of this announcement, the Board comprises Mr. Lee Chi Hung and Mr. Chan Wai Yin as executive Directors; Mr. Leung Ping Kwan as non-executive Director; and Professor Wong Roderick Sue Cheun, Mr. Tai Kwok Leung Alexander and Mr. Kwan Cheuk Kui as independent non-executive Directors.