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# **G&M** Holdings Limited 信越控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 6038)**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of G & M Holdings Limited (the “**Company**”) announces that on 2 November 2018, the Company granted an aggregate of 5,500,000 share options (the “**Share Option(s)**”) under the share option scheme adopted by the Company on 12 May 2017 to subscribe for the ordinary shares of nominal value of HK\$0.01 each of the Company (the “**Shares**”) to eligible participants (the “**Grantee(s)**”) of the Company and its subsidiaries, subject to the acceptance of the Grantees of the Share Options.

A summary of Share Options granted is set out below:

Date of grant : 2 November 2018 (the “**Date of Grant**”)

Exercise price of Share Options granted : HK\$0.28, which is the highest of:

- the closing price of HK\$0.28 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant;
- the average closing price of HK\$0.276 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and
- the nominal value of HK\$0.01 per Share.

Number of Share Options granted : 5,500,000 Share Options, with each Share Option entitling the Grantees to subscribe for one Share

Vesting schedule of the Share Options : The vesting schedule of the Share Options are as follows:

- (i) 50% of the Share Options will be exercisable from 1 January 2019 to 31 December 2019 (both dates inclusive); and
- (ii) 50% of the Share Options will be exercisable from 1 January 2020 to 31 December 2020 (both dates inclusive).

Provided always that the Grantee shall remain as a Director of the Company, or an employee of the Company or its subsidiaries at the exercise of the Share Options.

Among the total of 5,500,000 Share Options granted, 3,000,000 Share Options were granted to a Director of the Company, details of which are as follows:

<b>Name of Grantee</b>	<b>Position</b>	<b>Number of Share Options granted</b>
Mr. Chan Wai Yin	Executive Director	3,000,000

The grant of Shares Options to the Director has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. Each of the Grantees abstained from voting in respect of the Board resolution to approve the grant of the Share Options to himself. Save as disclosed herein, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, nor an associate (as defined in the Listing Rules) of any of them.

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

Hong Kong, 2 November 2018

*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.*