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**GRANDE**

**THE GRANDE HOLDINGS LIMITED**

**嘉域集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 186)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** THAT the special general meeting of The Grande Holdings Limited (the “**Company**”) will be held at the office of the Company on 11/F., The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on Friday, 11 November 2016 at 9:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. “**THAT** Moore Stephens CPA Limited is appointed as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company is authorised to fix the remuneration.”
2. “**THAT** Mr. Tang Hoi Nam is removed from his position as a director of the Company with immediate effect upon passing of this resolution.”
3. “**THAT** Mr. Michael Andrew Barclay Binney is appointed as a director of the Company with immediate effect upon passing of this resolution and the board of directors of the Company is authorised to fix his remuneration.”

By order of the Board  
**The Grande Holdings Limited**  
**Francis Hui**  
*Company Secretary*

Hong Kong, 26 October 2016

*Notes:*

1. Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong at not less than 48 hours before the time for holding the above meeting or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending and voting in person if he/she is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. A proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorised to sign the same.
4. In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the above meeting, either personally or by proxy, the joint holder whose name stands first in the Register of Member of the Company, will alone be entitled to vote in respect of such shares.
5. On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.
6. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the board of directors of the Company comprises four executive directors, namely, Mr. Tang Hoi Nam, Mr. Duncan Hon Tak Kwong, Mr. Eduard William Rudolf Helmuth Will and Mr. Manjit Singh Gill, and three independent non-executive directors, namely, Mr. James Mailer, Mr. Lau Ho Kit, Ivan and Mr. Chen Xiaoping.*