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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)**

**POLL RESULTS AT THE 2017 ANNUAL GENERAL MEETING  
HELD ON 16 AUGUST 2017  
AND  
RETIREMENT OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
APPOINTMENT OF CHAIRMAN OF  
REMUNERATION COMMITTEE  
AND  
MEMBER OF NOMINATION COMMITTEE**

**POLL RESULTS**

The board of directors (the “**Board**”) of The Grande Holdings Limited (the “**Company**”) is pleased to announce that at the 2017 annual general meeting (the “**AGM**”) held on Wednesday, 16 August 2017, all proposed ordinary resolutions as set out in the notice of the AGM dated 17 July 2017 (the “**Notice**”) as well as the circular of the Company dated 17 July 2017 (the “**Circular**”), save as for ordinary resolution no. 2(a)(iii) in respect of the re-election of Mr. James Mailer as an independent non-executive Director, were duly passed by way of poll. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board would like to announce the results of voting taken by way of poll at the AGM pursuant to Rule 13.39(5) of the Listing Rules. The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes (%)
		For	Against	
1.	To receive and adopt the audited consolidated financial statements and the directors' report and the auditor's report of the Company for the 15 months ended 31 March 2017.	4,036,894,669 (99.94%)	2,358,000 (0.06%)	4,039,252,669 (100%)
2.	(a) (i) To elect Mr. Lau Ho Kit, Ivan as an independent non-executive Director and to approve, confirm and ratify all acts taken by Mr. Lau Ho Kit, Ivan for and on behalf of the Company whether as a Director or otherwise and as the chairman of the audit committee of the Company and all resolutions passed and acts taken by the Board during the period from the close of the special general meeting held by the Company on 11 November 2016 to the AGM.	4,038,938,669 (99.99%)	314,000 (0.01%)	4,039,252,669 (100%)
	(ii) To re-elect Mr. Manjit Singh Gill as an executive Director.	4,038,938,669 (99.99%)	314,000 (0.01%)	4,039,252,669 (100%)
	(iii) To re-elect Mr. James Mailer as an independent non-executive Director.	2,063,150 (0.05%)	4,037,189,519 (99.95%)	4,039,252,669 (100%)
	(iv) To re-elect Mr. Chen Xiaoping as an independent non-executive Director.	4,038,938,669 (99.99%)	314,000 (0.01%)	4,039,252,669 (100%)
	(b) To authorise the Board to fix the remuneration of the Directors.	4,038,938,669 (99.99%)	314,000 (0.01%)	4,039,252,669 (100%)
3.	To re-appoint Moore Stephens CPA Limited as the auditor and to authorise the Directors to fix their remuneration.	4,038,938,669 (99.99%)	314,000 (0.01%)	4,039,252,669 (100%)
4.	To grant a general mandate to the Board to issue new shares of the Company.	4,036,882,669 (99.94%)	2,370,000 (0.06%)	4,039,252,669 (100%)
5.	To grant a general mandate to the Board to buy back issued shares of the Company.	4,038,938,669 (99.99%)	314,000 (0.01%)	4,039,252,669 (100%)

As more than 50% of the votes were cast in favour of each of the above resolutions, save as for ordinary resolution no. 2(a)(iii) in respect of the re-election of Mr. James Mailer as an independent non-executive Director, such resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, a total of 5,492,232,889 Shares were in issue, representing the total number of shares entitling the Shareholders to attend and vote on the proposed resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting in respect of the proposed resolutions at the AGM. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions of the AGM.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, acted as the scrutineer for the poll at the AGM.

### **RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF CHAIRMAN OF REMUNERATION COMMITTEE AND MEMBER OF NOMINATION COMMITTEE**

As indicated above, the ordinary resolution no. 2(a)(iii) was not passed by the Shareholders at the AGM. Accordingly, Mr. James Mailer has retired as an independent non-executive Director with effect from the conclusion of the AGM and ceased to be the chairman of remuneration committee and a member of the audit committee and the nomination committee of the Company.

The Board is not aware of any disagreement with Mr. James Mailer or any matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

Subsequent to the AGM, the Board comprises six members including three executive Directors, one non-executive Director and two independent non-executive Directors. The Board is pleased to announce that Mr. Lau Ho Kit, Ivan, an independent non-executive Director, was appointed as the chairman of the remuneration committee and a member of the nomination committee of the Company with effect from 16 August 2017 to fill the vacancy in the remuneration committee and the nomination committee of the Company.

As a result, the number of independent non-executive Directors has fallen below the minimum number required under Rules 3.10(1) of the Listing Rules. In addition, the Company is not in compliance with Rule 3.21 of the Listing Rules with regard to the composition of the audit committee.

The Board will identify an appropriate person to fill the vacancy of independent non-executive Director and the audit committee of the Company as soon as practicable. Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Company will make the relevant appointments within three (3) months from the date of the AGM to meet the requirements set out in Rules 3.10(1) and 3.21 of the Listing Rules. A further announcement will be made in relation to the appointments as and when appropriate.

The Board would like to express its appreciation to Mr. James Mailer for his contribution made to the Company throughout his tenure of services.

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

Hong Kong, 16 August 2017

*As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely, Mr. Hon Tak Kwong, Mr. Michael Andrew Barclay Binney and Mr. Manjit Singh Gill, one non-executive director, namely, Mr. Eduard William Rudolf Helmuth Will, and two independent non-executive directors, namely, Mr. Lau Ho Kit, Ivan and Mr. Chen Xiaoping.*