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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 ANNUAL GENERAL MEETING  
AND  
PROPOSED RE-ELECTION OF DIRECTORS**

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26 April 2011

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held at 11th Floor, The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on 23 June 2011 at 8:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 3 to 5 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws adopted by the Company on 24 June 1997 and which became effective on 15 July 1997 and amended on 29 June 2004 and 26 June 2006;
“Company”	The Grande Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	20 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Ho Wing On, Christopher (*Chairman*)  
Ma Chi Chiu (*Managing Director*  
*and Chief Executive Officer*)  
Asprey Lai Shan, Christine  
Hon Tak Kwong

*Independent Non-executive Directors:*

Chong Chin Sheng, Henry  
Tsoi Hak Kong, Herbert  
Martin Ian Wright

*Registered Office:*

2 Reid Street,  
Hamilton HM 11,  
Bermuda

*Principal Place of Business:*

12th Floor, The Grande Building,  
398 Kwun Tong Road,  
Kowloon, Hong Kong

26 April 2011

*To the Shareholders*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
PROPOSED RE-ELECTION OF DIRECTORS**

The notice of the Annual General Meeting is set out on pages 3 to 5 of this circular. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules. A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.grandeholdings.com](http://www.grandeholdings.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Branch Registrar, Tricor Tengis Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

Your attention is drawn to the additional information set out in the Appendix (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
On behalf of the Board  
**Ho Wing On, Christopher**  
*Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that an Annual General Meeting (“AGM”) of The Grande Holdings Limited (the “Company”) will be held at 11th Floor, The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on 23 June 2011 at 8:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2010;
2. To re-elect retiring Directors and authorise the Board of Directors to fix their remuneration;
3. To appoint auditors for the ensuing year and authorise the Board of Directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; and
- (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and this approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

By order of the Board  
**Chiang Tat On, Christopher**  
*Company Secretary*

Hong Kong, 26 April 2011

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A member entitled to attend and vote at the meeting convened by the above notice and being the holder of two or more shares is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that authority, if any, must be deposited with the Company's Branch Registrar, Tricor Tengis Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the meeting or the adjourned meeting.
- (iii) The register of members will be closed from 21 June 2011 to 23 June 2011 both days inclusive, during which period no transfer of shares will be effected. To qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar, Tricor Tengis Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 20 June 2011.
- (iv) In relation to the ordinary resolution no. 4 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares of the Company.
- (v) All the resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the Stock Exchange's and the Company's websites in accordance with the Listing Rules.

*As at the date of this notice, the Board of Directors of the Company comprises: Mr. Ho Wing On Christopher, Mr. Ma Chi Chiu, Mrs. Asprey Lai Shan Christine and Mr. Hon Tak Kwong as executive directors and Mr. Chong Chin Sheng Henry, Mr. Tsoi Hak Kong Herbert and Mr. Martin Ian Wright as independent non-executive directors.*

In accordance with clauses 99 and 102 of the Bye-laws of the Company, the following three directors would retire and being eligible, offer themselves for re-election at the Annual General Meeting. The particulars of these three directors are as follows:

**(1) Mr. Ma Chi Chiu, aged 66, Managing Director and Chief Executive Officer**

**EXPERIENCE**

Mr. Ma Chi Chiu is qualified with a Bachelor of Commerce degree from University of Birmingham, England. He is a fellow member of the Institute of Chartered Accountants in England and Wales. He has over 27 years of management experience in the electronics industry. As at the Latest Practicable Date, Mr. Ma has been a director of the following public companies during the last three years: Emerson Radio Corp., a company listed on the NYSE Alternext US; Ross Group Plc (resigned on 29 April 2009), a company listed on the London Stock Exchange; Lafe Corporation Limited, a company listed on the Singapore Exchange Securities Trading Limited and Sansui Electric Co., Ltd., a company listed on the First Section of the Tokyo Stock Exchange.

**LENGTH OF SERVICE**

Mr. Ma has been in the employment of the Company since 1997. The service contract shall continue unless and until terminated by either the Company or Mr. Ma. The notice period to be given by the Company or Mr. Ma shall not be longer than one year. He is subject to the retirement and re-election provisions pursuant to the Company's Bye-laws.

**RELATIONSHIPS**

Other than the relationship arising from his being the Managing Director and Chief Executive Officer, Mr. Ma does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**INTEREST IN SHARES**

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Ma was holding 78,000 Shares of the Company.

**DIRECTOR'S EMOLUMENTS**

Pursuant to the service contract entered into between Mr. Ma and the Company, he is entitled to receive an emolument of HK\$3,035,333 per annum, which is to be reviewed annually by the Board. The emolument is determined with reference to the Company's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions. In addition, he is entitled to receive a discretionary bonus to be decided upon by the Board at its absolute discretion having regard to his performance.

**INFORMATION THAT NEEDS TO BE DISCLOSED AND MATTERS THAT NEED TO BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS**

As far as the Directors are aware, there is no information of Mr. Ma to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders in relation to his re-election.

**(2) Mr. Hon Tak Kwong, aged 50, Executive Director****EXPERIENCE**

Mr. Hon Tak Kwong joined the Group in July 2007 and has been the Chief Executive Officer of the Branded Distribution Division since then. He is also a director of several non-listed subsidiaries of the Group. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Hon has extensive experience in consumer electronics industry. He has been a director of the following public companies during the last three years: Emerson Radio Corp., a company listed on the NYSE Alternext US and Sansui Electric Co., Ltd., a company listed on the First Section of the Tokyo Stock Exchange.

**LENGTH OF SERVICE**

There are service contracts between the Group and Mr. Hon. These service contracts shall continue unless and until either the Group or Mr. Hon giving to the other not less than three months' prior notice in writing to terminate the service contracts. He is subject to the retirement and re-election provisions pursuant to the Company's Bye-laws.

**RELATIONSHIPS**

Other than the relationship arising from his being the Executive Director, Mr. Hon does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**INTEREST IN SHARES**

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Hon was not interested or deemed to be interested in any Shares or underlying Shares.

**DIRECTOR'S EMOLUMENTS**

Pursuant to the service contracts entered into between Mr. Hon and the Group, he is entitled to receive an emolument of HK\$4,251,375 per annum, which is to be reviewed annually by the Board. The emolument is determined with reference to the Company's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions. In addition, he is entitled to receive a discretionary bonus to be decided upon by the Board at its absolute discretion having regard to his performance.

**INFORMATION THAT NEEDS TO BE DISCLOSED AND MATTERS THAT NEED TO BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS**

As far as the Directors are aware, there is no information of Mr. Hon to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Hon that need to be brought to the attention of the Shareholders in relation to his re-election.

**(3) Mr. Martin Ian Wright, aged 49, Independent Non-executive Director****EXPERIENCE**

Mr. Martin Ian Wright is a member of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. As at the Latest Practicable Date, Mr. Wright did not hold any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

**LENGTH OF SERVICE**

There is no written service contract between Mr. Wright and the Company. The length of service is open and subject to the retirement and re-election provisions pursuant to the Company's Bye-laws.

**RELATIONSHIPS**

Other than the relationship arising from his being an Independent Non-executive Director, Mr. Wright does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**INTEREST IN SHARES**

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Wright was not interested or deemed to be interested in any Shares or underlying Shares.

**DIRECTOR'S EMOLUMENTS**

Mr. Wright is entitled to receive a director's emolument of HK\$200,000 per annum. The emolument is determined with reference to the Company's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions.

**INFORMATION THAT NEEDS TO BE DISCLOSED AND MATTERS THAT NEED TO BE  
BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS**

As far as the Directors are aware, there is no information of Mr. Wright to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wright that need to be brought to the attention of the Shareholders in relation to his re-election.