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GRANDE

WEALTH WARRIOR GLOBAL LIMITED THE GRANDE HOLDINGS LIMITED

(Incorporated in the British Virgin Islands with limited liability)

嘉域集團有限公司

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

(Stock Code: 186)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE OFFER AND
RESPONSE DOCUMENT
IN RELATION TO
MANDATORY UNCONDITIONAL CASH OFFER BY
BAOQIAO PARTNERS CAPITAL LIMITED
FOR AND ON BEHALF OF
WEALTH WARRIOR GLOBAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
THE GRANDE HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY
WEALTH WARRIOR GLOBAL LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document (accompanied by the Acceptance Form) has been despatched to the Shareholders on 1 December 2017 in accordance with the Takeovers Code.

The Offer is open for acceptance on and from 1 December 2017 and the latest time and date for acceptance of the Offer is 4:00 p.m. on 22 December 2017 (unless revised or extended in accordance with the Takeovers Code).

An expected timetable is set out below in this joint announcement.

The Offer is unconditional in all aspects. Independent Shareholders are strongly advised to read the Composite Document and the Acceptance Form carefully, in particular, the letter from the Independent Board Committee which sets out its recommendation and advice to the Independent Shareholders on the Offer and the letter from Gram Capital which sets out its advice to the Independent Board Committee in respect of the Offer, before deciding whether or not to accept the Offer.

Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code to disclose their permitted dealings, if any, in any securities of the Company.

References are made to (i) the announcement dated 28 September 2017 jointly issued by Wealth Warrior Global Limited (the “**Offeror**”) and The Grande Holdings Limited (the “**Company**”) in relation to, among other things, the Sale and Purchase Agreement and the Offer; and (ii) the composite offer and the response document dated 1 December 2017 jointly issued by the Offeror and the Company (the “**Composite Document**”) in relation to, among other things, the Offer. Unless otherwise defined herein or the context otherwise requires, terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document (accompanied by the Acceptance Form) containing, inter alia, (i) the details of the Offer (including the expected timetable and the terms of the Offer), (ii) the letter from BaoQiao Partners in respect of the Offer, (iii) the letter from the Board, (iv) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer, and (v) the letter of advice from Gram Capital to the Independent Board Committee in relation to the Offer has been despatched to the Shareholders on 1 December 2017 in accordance with the Takeovers Code.

The Offer is open for acceptance on and from 1 December 2017 and the latest time and date for acceptance of the Offer is 4:00 p.m. on 22 December 2017 (unless revised or extended in accordance with the Takeovers Code).

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to change. Any change to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all times and dates contained in this joint announcement refer to Hong Kong local times and dates.

Despatch date of the Composite Document and
the accompanying Acceptance Form and
the Offer opens for acceptance (*Note 1*) Friday,
1 December 2017

Latest time and date for acceptance of
the Offer (*Note 2*) by 4:00 p.m. on Friday,
22 December 2017

Closing Date (*Notes 1 and 2*) Friday,
22 December 2017

Announcement of the results of the Offer
to be published on the website of
the Stock Exchange (*Note 2*) by 7:00 p.m. on Friday,
22 December 2017

Latest date of posting of remittances in respect of
valid acceptances received under the Offer (*Notes 3 & 4*) Friday,
5 January 2018

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. The Offer will be closed at 4:00 p.m. on the Closing Date unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been revised or extended. In the event that the Offeror decides that the Offer will remain open, at least 14 days' notice by way of an announcement will be given, before the Offer is closed, to those Independent Shareholders who have not accepted the Offer.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer will be posted to the accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days of the date of receipt by the Registrar of duly completed Acceptance Form and all the relevant documents of title to render the acceptance by such Shareholders respectively under the Offer complete and valid.
4. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed "6. Right of withdrawal" in Appendix I to the Composite Document.
5. If there is a tropical cyclone warning signal No.8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer or the posting of remittances, as the case may be, will remain at 4:00 p.m. on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer or the posting of remittances, as the case may be, will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

IMPORTANT

The Offer is unconditional in all aspects. Independent Shareholders are strongly advised to read the Composite Document and the Acceptance Form carefully, in particular, the letter from the Independent Board Committee which sets out its recommendation and advice to the Independent Shareholders on the Offer and the letter from Gram Capital which sets out its advice to the Independent Board Committee in respect of the Offer, before deciding whether or not to accept the Offer.

Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code to disclose their permitted dealings, if any, in any securities of the Company.

By Order of the Board
Wealth Warrior Global Limited
Tan Bingzhao
Sole Director

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

Hong Kong, 1 December 2017

As at the date of this joint announcement, the executive Directors are Mr. Hon Tak Kwong, Mr. Michael Andrew Barclay Binney and Mr. Manjit Singh Gill; the non-executive Director is Mr. Eduard William Rudolf Helmuth Will; and the independent non-executive Directors are Mr. Lau Ho Kit, Ivan and Mr. Chen Xiaoping.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, Mr. Tan Bingzhao is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text.