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大唐投資國際有限公司*

GRAND INVESTMENT INTERNATIONAL LTD.

(incorporated in Bermuda with limited liability)

(Stock Code: 1160)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Grand Investment International Ltd. (the “**Company**”) will be held at Unit 3, 5th Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Kowloon, Hong Kong on Thursday, 15 February 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification), the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the terms and conditions, and the entering into, of the conditional share transfer agreement dated 1 December 2017 (the “**TJYS Share Transfer Agreement**”) entered into between (i) Grand Investment International Ltd. (the “**Company**”) (as vendor) and (ii) Trade Power Group Limited (the “**Purchaser**”) (as purchaser) regarding the disposal by the Company of the equity interest held by it in 天津一商友誼股份有限公司 (Tianjin Yishang Friendship Holdings Company Ltd.*) (“**Tianjin Yishang**”) (being 8,711,964 shares, representing approximately 3.955% of the entire equity interest, in Tianjin Yishang held by the Company) to the Purchaser (the “**TJYS Disposal**”) at the consideration of HK\$15,000,000 and subject to and upon the terms and conditions contained in the TJYS Share Transfer Agreement (a copy of which has been produced to the meeting marked “**A**” and signed by the chairman of the Meeting for the purpose of identification); and the transactions contemplated under the TJYS Share Transfer Agreement be and are hereby approved, confirmed and/or ratified (as the case may be); and that any one director or (if affixing of seal is required) any two directors of the Company be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver (including under seal, where applicable) and to authorise the signing, executing, perfecting and delivering (including under seal, where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things, as he/she may in his/her absolute discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the transactions contemplated under and/or ancillary to the TJYS Share Transfer Agreement, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the TJYS Share Transfer Agreement as he/she may in his/her absolute discretion consider to be desirable and in the interests of the Company, and all of such acts of the director(s) of the Company as aforesaid be hereby approved, ratified and confirmed (as the case may be).”

Yours faithfully
For and on behalf of the board of directors
Grand Investment International Ltd.
He Luling
Chairman

Hong Kong, 30 January 2018

* *For identification purposes only*

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Unit 3, 5th Floor, Greenfield Tower
Concordia Plaza
No. 1 Science Museum Road
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more separate proxy(ies) to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 30 January 2018.
3. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited (the "**Branch Share Registrar**"), at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The register of members of the Company will be closed from Monday, 12 February 2018 to Thursday, 15 February 2018 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Branch Share Registrar at the above address by no later than 4:30 p.m. on Friday, 9 February 2018.
7. Resolution set out in this notice will be taken by poll at the Meeting.

As at the date of this notice, the executive director of the Company is Ms Lee Wai Tsang, Rosa; the non-executive director of the Company is Mr He Luling (Chairman); and the independent non-executive directors of the Company are Ms Ma Yin Fan, Ms Yan Yan and Mr Xu Yanfa.