



佳明
GRAND MING

GRAND MING GROUP HOLDINGS LIMITED

佳明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1271)

**PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING
TO BE HELD ON 23 JULY 2015 AT 10:00 A.M.**

I/We^(note 1) _____
of _____
being the registered holder(s) of _____ shares^(note 2) of HK\$0.01 each in the share capital of Grand Ming Group Holdings Limited (the "Company"), hereby appoint the Chairman of the Annual General Meeting or^(note 3) _____
of _____
or failing him _____
of _____
to act as my/our proxy^(note 4) at the Annual General Meeting of the Company to be held at 3/F, Nexus Building, 77 Des Voeux Road, Central, Hong Kong on Thursday, the 23rd day of July 2015 at 10 a.m. and at any adjournment thereof for the purpose of considering and, if though fit, passing the resolutions set out in the notice conveying the said meeting and to vote on my/our behalf as indicated below.
Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(note 5).

Ordinary Resolutions		For	Against
1.	To receive and approve the audited financial statements and the reports of the directors and the independent auditors for the year ended 31 March 2015		
2.	To declare a final dividend of HK4.2 cents per share for the year ended 31 March 2015		
3.	(A) To re-elect the following directors		
	(I) Mr. CHAN Hung Ming as executive director		
	(II) Mr. YUEN Ying Wai as executive director		
	(III) Mr. MOK Kwai Pui Bill as independent non-executive director		
(B)	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors		
4.	To re-appoint auditor and authorise the Board to fix their remuneration		
5.	(A) To approve the issue of bonus shares		
	(B) To grant a general unconditional mandate to the directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of the passing of the relevant resolution		
	(C) To grant a general unconditional mandate to the directors to allot, issue or otherwise deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution		
	(D) Conditional upon resolutions 5(B) and 5(C) being passed, to grant a general unconditional mandate to the directors to allot, issue or otherwise deal with additional shares of the Company pursuant to resolution 5(C) be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 5(B)		

Date _____

Signature^(note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Annual General Meeting or" and insert the name and address of the proxy desired in the space provided. **IF YOU DO NOT STRIKE OUT THE WORDS "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OR" AND YOUR PROXY HAS NOT ATTENDED THE ANNUAL GENERAL MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint in written form one or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of Shares, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.