



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**

**Proxy form for use by shareholders at the extraordinary general meeting (the “EGM”) of Grand Ming Group Holdings Limited (the “Company”) convened at 12:30 p.m. on Monday, the 17th day of November 2014 (or any adjournment thereof)**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (note 2)  
of HK\$0.01 each in the capital of the Company (the “Shares”), hereby appoint the Chairman of the EGM or (note 3)  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note 4) at the EGM of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Monday, the 17th day of November 2014 at 12:30 p.m. and at any adjournment thereof for the purpose of considering and, if though fit, passing the resolution set out in the notice conveying the said meeting (the “Notice”) 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 Resolution	For	Against
To approve the issue of the Bonus Shares and to authorize the directors of the Company to do all acts and things as may be necessary and expedient in connection thereto (the full text of the resolution is set out in the Notice).		

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 share capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the EGM 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 EGM OR” AND YOUR PROXY HAS NOT ATTENDED THE EGM OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- Any member entitled to attend and vote at the EGM 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 EGM 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 EGM other than those referred to in the notice convening the EGM.
- This proxy form 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 EGM 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 EGM 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 EGM or any adjournment thereof.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.