



鈞濠集團有限公司\*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

**FORM OF PROXY  
FOR USE AT THE ANNUAL GENERAL MEETING  
(OR ANY ADJOURNMENT THEREOF)**

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary shares of HK\$0.1 each in the capital of GRAND FIELD GROUP HOLDINGS LIMITED (the "Company"), HEREBY APPOINT (Note 3) \_\_\_\_\_ of \_\_\_\_\_

or failing him, the chairman of the meeting as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) of the Company to be held at Crystal Room 2, Level B3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 18 June 2014, Wednesday at 10:00 a.m. and at the said meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	For (Note 4)	Against (Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the report of the directors of the Company and the report of the auditor of the Company for year ended 31 December 2013.		
2.	a) i) To re-elect Ms. Tsang Tsz Nok, Aleen as a non-executive director of the Company.		
	ii) To re-elect Ms. Tsang Tsz Tung, Debbie as a non-executive director of the Company.		
	iii) To re-elect Mr. Hui Pui Wai, Kimber as an independent non-executive director of the Company.		
	iv) To re-elect Mr. Liu Chaodong as an independent non-executive director of the Company.		
	v) To re-elect Ms. Chui Wai Hung as an independent non-executive director of the Company.		
	b) To authorise the board of directors of the Company to fix the remuneration of each of the directors of the Company.		
3.	To re-appoint ZHONGHUI ANDA CPA LIMITED as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4A.	To grant a general mandate to the board of directors of the Company to allot and issue new shares not exceeding 20% of its issued share capital as at the date of this resolution.		
4B.	To grant a general mandate to the board of directors of the Company to repurchase the Company's shares not exceeding 10% of its issued share capital as at the date of this resolution.		
4C.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		
5.	To approve the refreshment of the 10% scheme mandate limit on the grant of options under the share option scheme adopted by the Company on 23 June 2006.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Shareholder's signature: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.1 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION(S). IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION(S).** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
- 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 any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, 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 Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, being not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof.
- The proxy need not be a member of the Company.
- Any alteration made in this form of proxy must be initialled by the person who signs it.

\* For identification purpose only