



大唐投資國際有限公司*
GRAND INVESTMENT INTERNATIONAL LTD.

(incorporated in Bermuda with limited liability)

(Stock Code: 1160)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 1:30 p.m. on Monday, 30 July 2012 at 1st Floor, Nos. 269–277 Queen’s Road Central, Hong Kong (or any adjournment thereof)

I/We (note a) _____
of _____

being the registered holder(s) of _____

(note b) shares of HK\$0.10 each in the capital of **Grand Investment International Ltd.** (the “Company”) hereby appoint the Chairman of the annual general meeting of the Company (the “Meeting”) or _____

of _____ to act as my/our proxy (note c) to attend for me/us at the Meeting to be held at 1:30 p.m. on Monday, 30 July 2012 at 1st Floor, Nos. 269–277 Queen’s Road Central, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To receive and approve the audited financial statements of the Company and the reports of the directors (“Directors”) and the auditors of the Company for the year ended 31 March 2012		
2.	(a) To re-elect Dr. Huang Zhijian as an executive Director		
	(b) To re-elect Dr. Zhang Hongru as an independent non-executive Director		
	(c) To authorise the board of Directors to fix the remuneration of the Directors		
3.	To re-appoint East Asia Sentinel Limited as the auditors of the Company and authorise the board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue and deal with the unissued shares of HK\$0.10 each in the share capital of the Company, the aggregate nominal amount of which shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
5.	To grant a general mandate to the Directors to purchase the Company’s shares up to 10% of the issued share capital of the Company as at the date of passing of this resolution		
6.	To add the nominal amount of the shares in the Company purchased by the Company to the general mandate granted to the Directors under resolution no. 4 above		

Date this _____ day of _____ 2012.

Shareholder’s signature x _____ x (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.10 each in the Company (“Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting of the Company (the “Meeting”) or” and insert the name and address of the person appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited (“Branch Share Registrar”), 12th Floor, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- The above resolutions will be put to vote at the Meeting by way of poll.

* For identification purposes only