



鈞豪集團有限公司*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

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

I/We (Note 1) _____ of _____

being the registered holder(s) of (Note 2) _____ ordinary shares of HK\$0.10 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 special general meeting (or at any adjournment thereof) of the Company to be held at Crystal Room 2, Level B3, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 19 April 2017 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 approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 30 March 2017) and the transactions contemplated thereunder including the allotment and issue of Convertible Bonds, Conversion Shares and Consideration Shares, as set out in the resolution number 1 in the notice of the special general meeting of the Company dated 30 March 2017.		

Dated this _____ day of _____ 2017

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\$0.10 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 special 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 purposes only