

FORM OF PROXY

For use at the ANNUAL GENERAL MEETING (block capitals please)

I/We, the undersigned,

of

being a member / members of Grand Group Investment PLC 高睿德集团投资有限公司 (the “Company”), hereby appoint the Chairman of the meeting/

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as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at No.23, Huize Road, Wuxi, Jiangsu Province, China at 17:00 Beijing time (10:00 BST) on 18 August 2017 and at any adjournment thereof and at his discretion on any other matter arising at such meeting.

Signature.....

Dated.....

Please indicate with an X in the spaces below how you wish your votes to be cast.

		For	Against	Abstain
Ordinary Resolution 1	To receive and, if thought fit, to accept the reports of the Directors and Auditors and the audited financial statements for the year ended 31 December 2016.			
Ordinary Resolution 2	To re-appoint Moore Stephens LLP as Auditors until the conclusion of the Annual General Meeting of the Company in 2018 and to authorise the Directors to agree their remuneration.			
Ordinary Resolution 3	To reappoint Zhou Jiang, who retires and, being eligible, offers himself for re-election as a director.			
Ordinary Resolution 4	To reappoint Li Chuang, who retires and, being eligible, offers himself for re-election as a director.			
Ordinary Resolution 5	To reappoint Yang Xiao, who retires and, being eligible, offers himself for re-election as a director and Chairman.			
Ordinary Resolution 6	To reappoint John Mark Hemmann, who retires and, being eligible, offers himself for re-election as a director.			
Special Resolution 7	That by a special resolution that the Company ’ s Investing Policy be expanded in the following matter: Grand Group Enlarged Investing Policy Investment Objective The Company's objective is to generate an attractive rate of return for Shareholders, predominantly through capital appreciation.. The Directors will however consider payment of dividends on an annual basis. Investing Policy			

The Company seeks to be an active value-added investor and to operate as a later stage, value adding incubator fund. The Company will seek to identify potential investee companies where its access to research, technology support can have a positive effect on the investee companies.

The Company aims to provide equity and equity-related investment capital, such as convertible loans, to companies which are seeking capital for growth and development, consolidation or acquisition, or as a pre-IPO round of financing. These investments may be made in combination with additional debt or equity-related financing and, in appropriate circumstances, in collaboration with other financial and/or strategic investors.

The Company will aim to invest primarily in private companies with high growth potential, where a timely investment will allow the investee to increase market share and create shareholder value. The Company will target small and mid-sized companies and will seek substantial minority stakes with potential or actual board representation to enable participation in management with a view to improving performance and growth of the investee business. The Company intends to work closely with the management of each investee company to create value by focusing on driving growth through revenue creation, margin enhancement and extracting cost efficiencies, as well as by creating appropriate capital structures to enhance returns. The Company may on occasion take controlling stakes where sufficient separation is maintained between the Company and the investment to ensure that the Company does not become a trading company.

The Company may also invest up to 15 per cent. of its gross assets at the time of investment in publicly traded securities. No restrictions will be placed on the size of any public companies in which the Company may make an investment. The Company may in addition invest up to 20 per cent. of its gross assets at the time of investment in other collective investment undertakings, which themselves have substantially similar investing policies as the Company. Crossholdings between investments are possible. The Company will not invest in derivative financial instruments, money market instruments or currencies other than for the purposes of efficient portfolio management.

Grand will now expand its investing policy to invest in companies operating not only within the Greater China Region, but in [the Asean region], Europe and North America as well. The regional strategy is now to seek investments that not only have a China focus, but potential to expand into other markets around the world as well. The Company will not invest in the natural resource or real estate sectors. In addition to its initial focus on the Education Technology (“ EdTech ”) space, the Company will now consider investments in Financial Technology (“ Fin Tech ”) and the broader Media Sector, where the management team have significant experience and expertise, with a specific emphasis on opportunities in the Financial Media space.

Typical investments are now expected to range in size

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from £2 million - £50 million. There is no limit on the maximum size of an investment, nor any minimum number of investments. As investments are made and new opportunities arise, further equity funding of the Company may be required. .

It is intended that any borrowing would only be used where the Directors believe gearing will enhance returns to Shareholders. The Company will not be subject to any borrowing or leveraging limits.

The Company expects to derive returns on investments principally through capital gains and/or the receipt of dividends from investee companies. For private investee companies, the typical investment holding period is currently expected to be between two and four years. Exits may be effected by flotation on an international or domestic stock exchange, trade sale, secondary private equity buy-out, sale to institutional and/or private investors, or structured exit by contract. On flotation of any investee company, Grand would likely retain a part of its investment in the listed entity going forward. For publicly quoted investee companies the objective is to maximize capital appreciation without any generally expected investment holding period. Should the Company consider that any capital appreciation of a particular public equity investment has peaked or is likely to or has begun to decline, then the Company will consider the sale of that investment.

The Directors are confident that the Investing Policy can be substantially implemented within eighteen months of the current AGM, failing which they will seek the consent of Shareholders for the Investing Policy at the Company's next ensuing annual general meeting and on an annual basis thereafter until such time as its Investing Policy has been substantially implemented. If it appears unlikely that the Investing Policy can be substantially implemented at any time, the Directors may consider returning any remaining funds to Shareholders. The Investing Policy can only be varied materially by the prior consent of Shareholders in a general meeting.

The Investment Process

The Directors intend to source and identify potential investments through their own research and network of contacts. The Company intends to become actively involved with potential investee companies.. The Directors will be responsible for managing the investment process and monitoring the investee companies' operating performance thereafter. The proposed exit route will form a key consideration of the initial investment analysis.

The Directors will undertake due diligence reviews on potential investments. In assessing potential investee companies, the Directors will give consideration to, amongst other factors, each entity's medium to long term prospects and will have regard to the entity's growth potential, accounting transparency, competency and motivation of management, Grand's ability to add value and viable exit opportunities within a reasonable time scale.

The Company will not proceed with an investment in

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cases of non-compliance with any licensing requirements. The Company will not invest in any business which has not adopted or does not adhere to the relevant code of conduct or best practice endorsed by the applicable trade association or equivalent body in the area(s) in which the proposed investee company operates.

When investing in publicly quoted companies, the Company will seek to select companies with a strong market position or strong growth potential in their respective segments. The Directors intend to make investments in companies or businesses with attractive valuations, with competent and motivated management, which enjoy brand recognition, have scalable business models, have strong relationships with customers and which have in place transparent and recognised accounting policies and good corporate governance practices.

Directors or other employees of the Company may, in certain circumstances, be invited to co-invest alongside the Company. In such cases, the co-investment will be subject to the unanimous approval of the non-interested Board members and compliance with the AIM Rules for Companies and in aggregate will be limited to a maximum of 25 per cent. of any investment made the Company.

Net Asset Value Publication and Valuation Methodology

Valuations will occur twice yearly to coincide with the preparation by the Company of its interim half yearly report and its annual accounts by its auditor.

Investments by the Company will initially be recognised at cost as at the date of investment and will subsequently be re-measured at fair value or at cost less provision for impairment in value where no reasonable range of fair values can be determined.

Fair value for private company investments will be determined in accordance with the guidelines and principles for valuation of portfolio companies set out in the International Private Equity and Venture Capital Valuation Guidelines.

In estimating fair value for an investment, the Directors will apply a methodology that is appropriate in light of the nature, facts and circumstances of the investment and its materiality in the context of the total investment portfolio and will use reasonable assumptions and estimations.

Valuation methodologies will incorporate available information about all factors that are likely materially to affect the fair value of the investment. Methodologies will be applied consistently from period to period, except where a change would likely result in a better estimate of fair value. Any changes in valuation methodologies will be clearly stated.

Widely used methodologies include cost of recent investment, earnings multiple, net assets, discounted cash-flows, industry valuation benchmarks and available market prices. Publicly traded securities will be valued by reference to their bid prices on the relevant exchange.

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Ongoing and Annual Expenses

The Company will incur ongoing and annual expenses including fees payable to management, bank charges, due diligence expenses, regulatory fees, legal fees, audit fees, referral or finders' fees and other applicable expenses. The Company will target an annual total expense ratio (excluding formation and initial expenses and the costs of the Placing and Admission) of 1.5 per cent. per annum of the opening Net Asset Value.

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Notes

1. A member may appoint a proxy of his or her own choice. If such an appointment is made, delete the words 'the Chairman of the meeting' and insert the name of the person appointed proxy in the space provided.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of an authorised officer, secretary or attorney duly authorised in that behalf.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
4. If this form is returned without any indication as to how the person appointed proxy shall vote, he or she will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting.
5. To be valid, this form must be completed and deposited at the registered office of the Company not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.