

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/

.....

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 (9:00 GMT) on 26 January 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 2015.			
Ordinary Resolution 2	To re-appoint Moore Stephens LLP as Auditors until the conclusion of the Annual General Meeting of the Company in 2017 and to authorise the Directors to agree their remuneration.			
Ordinary Resolution 3	To reappoint James Newman, who retires and, being eligible, offers himself for re-election as a director.			
Ordinary Resolution 4	To reappoint Zhou Jiang, who retires and, being eligible, offers himself for re-election as a director.			
Ordinary Resolution 5	To reappoint Li Chuang, who retires and, being eligible, offers himself for re-election as a director.			
Ordinary Resolution 6	To reappoint Yang Xiao, who retires and, being eligible, offers himself for re-election as a director.			
Ordinary Resolution 7	To reappoint John Mark Hemmann, who retires and, being eligible, offers himself for re-election as a director.			
Special Resolution 8	That by a special resolution that the Articles of Association of the Company be amended in the following matter: Article 12.1 by deleting Article 12.1 in its entirety and replacing it with: "12.1 The Company shall hold an annual general meeting in each calendar year, which shall be convened by the Board, in accordance with these Articles, but so			

Special Resolution 9

that the maximum period between such annual general meetings shall not exceed 19 months."

That the registered office of the Company be authorised to file these resolutions in relation to the amendment on the Articles of Association with the Registrar of Companies of the Cayman Islands

That by a special resolution that the Articles of Association of the Company be amended in the following matter:

Article 14.21

By deleting Article 14.21 in its entirety, and replacing it with:

"14.21 Subject to the following Articles, the form of appointment of a proxy and any authority under which it is signed (or a copy of the authority certified notorially or in any other way approved by the Directors) must be delivered so that it is received by the Company one (1) hour before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote.

A proxy may be delivered in either of the following ways:

- (a) In the case of an instrument in writing:
 - a. it must be left at or sent by post to the registered office of the Company; or
 - b. It may be delivered by hand to the Chairman of any Annual General meeting of the Company, or any Extraordinary General Meeting of the Company, at the Venue of said meeting (and for the avoidance of doubt as set out above, no later than one hour prior to the commencement of said meeting).
- (b) An appointment of a proxy may be delivered to the Company in an Electronic Record, sent to the electronic mail ("e-mail") address specified pursuant to any notice of said meeting(s) or such other email address specified by the directors for that purpose.

By deleting Article 14.22 in its entirety, and replacing it with:

"14.22 Where a poll is taken:

- (a) If it is taken more than seven Clear Days after it is demanded, the form of appoint of a proxy and any accompanying authority (or an Electronic Record of the same) must be delivered as required in accordance with Article 14. 21 not less than one (1) hour before the time appointed for the taking of the poll:
- (b) If it to be taken within seven Clear Days after it was demanded, the form of appointment of a proxy and any accompanying authority (or an Electronic Record of the same) must be delivered as required in accordance with Article 14.21 not less than one (1) hour before the time appointed for the taking of the poll."

That the registered office of the Company be authorised to file these resolutions in relation to the amendment on the Articles of Association with the Registrar of Companies of the Cayman Islands.

Special
Resolution 10

The Directors believe this AGM is called with good notice, however should for any reason this AGM be found to have been held on short notice, each shareholder hereby agrees by special resolution to consent to the shorter notice of this AGM as set out in Article 12.13, and each shareholder notes that any delay to the AGM has primarily been due to the delayed publication of the audited annual report for the year 2015, and agrees hereby to ratify and accept:

- 1) the resolutions passed in the AGM as if full notice had been given and received by each shareholder;
- 2) the validity and effectiveness of this AGM as if it had been held in accordance with Articles of the Company; and
- 3) the validity and effectiveness of the Form of Proxy as if it had been delivered in accordance with Articles of the Company.

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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.