

FORM OF PROXY



GRAND PARADE INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)
 (Registration Number: 1997/003548/06) (Share code: GPL)
 (ISIN: ZAE00119814) ("GPI" or "the company")

GRAND PARADE
 INVESTMENTS LIMITED

A shareholder who is entitled to attend and vote at the annual general meeting ("AGM") is entitled to appoint a proxy to attend, speak and vote thereat in his/her/its stead and that proxy need not also be a member of the company.

All forms of proxy must be lodged with the transfer secretaries of the company, Computershare Investor Services (Pty) Limited of 70 Marshall Street, Johannesburg, 2001 in order to be received by no later than 18h00 on 8 December 2008. Facsimile number 011 686 5238.

I/We _____ (name/s in block letters)

of _____ (address)

being a member of Grand Parade Investments Limited, hereby appoint

1 _____ of _____ or failing him/her

2 _____ of _____ or failing him/her

3 _____ of _____ or failing him/her

the chairperson of the meeting as my/our proxy, to vote for me/us and on my/our behalf at the AGM of the company to be held on 9 December 2008 at Market Hall, GrandWest Casino, Goodwood and at any adjournment thereof as follows:

	For	Against	Abstain
Ordinary Resolution Number 1: Adoption of the annual financial statements for the year ended 30 June 2008.			
Ordinary Resolution Number 2: To re-elect R G Freese as director of the company.			
Ordinary Resolution Number 3: To re-elect A Abercrombie as director of the company.			
Ordinary Resolution Number 4: To approve the directors' fees as disclosed in the annual financial statements for the year ended 30 June 2008.			
Ordinary Resolution Number 5: To reappoint Ernst & Young Inc. as auditors for the ensuing financial year.			
Ordinary Resolution Number 6: To authorise the directors to determine and pay the auditors' remuneration for the past audit.			
Ordinary Resolution Number 7: To place the unissued shares of the company under the directors' control.			
Ordinary Resolution Number 8: To issue shares for cash as contemplated in terms of the Listings Requirements of the JSE Limited.			
Special Resolution Number 1: To authorise the company to purchase its own shares and/or shares in any of its subsidiaries in accordance with the provision of sections 85 to 88 of the Companies Act.			
Special Resolution Number 2: To authorise the company's subsidiaries to purchase their own shares and/or shares in the company in accordance with the provision of sections 85 to 89 of the Companies Act.			
Ordinary Resolution Number 9: To adopt the adoption by the company of the "Grand Parade Share Incentive Trust".			
Special Resolution Number 3: To authorise the company to grant and issue options to non-executive directors in terms of section 223 of the Companies Act.			
Ordinary Resolution Number 10: To re-elect C W Williams as director of the company.			
Ordinary Resolution Number 11: To re-elect N V Maharaj as director of the company.			
Ordinary Resolution Number 12: To grant the directors of the company general authority to implement the aforesaid resolutions.			

(Indicate instruction to proxy by way of a cross in the space provided above)

Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed at _____ this _____ day of _____ 2008.

Signature _____

Please read the notes on the reverse side hereof.

NOTES

A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead.

A proxy need not be a member of Grand Parade Investments Limited.

Every person present and entitled to vote at the annual general meeting as a member or as a proxy or as a representative of a body corporate shall, on a show of hands, have one vote only, irrespective of the number of shares such person holds or represents, but in the event of a poll, a member holding shares will be entitled to one vote per share held.

Please insert the relevant number of shares in the appropriate spaces on the voting section, indicating how you wish your votes to be cast at the annual general meeting. If you return this form duly signed without any specific instructions, the proxy will vote or abstain from voting at the proxy's discretion.

1. A GPI ordinary shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the spaces provided with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the GPI ordinary shareholder. The person whose name appears first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert the number of shares in the relevant spaces according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares exercisable by you, indicate the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise and compel the chairman, if the chairman is an authorised proxy, to vote in favour of the resolutions, or to authorise any other proxy to vote for or against the resolutions or abstain from voting as he/she deems fit, in respect of all of your shareholder votes exercisable thereat. A shareholder or its/his/her proxy is not obliged to use all the votes exercisable by the shareholder or its/his/her proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or its/his/her proxy.
3. Forms of proxy must be lodged with the transfer secretaries, Computershare Investor Services (Pty) Limited of 70 Marshall Street, Johannesburg, 2001 to be received by no later than 18h00 on 8 December 2008.
4. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's transfer secretaries or waived by the chairman of the annual general meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The Chairman of the annual general meeting may accept or reject any form of proxy which is completed and/or received other than in accordance with these notes and instructions, provided that the Chairman is satisfied as to the manner in which the shareholder wishes to vote.
8. Joint holders – any such persons may vote at the annual general meeting in respect of such joint shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present or represented at the annual general meeting, the one of the said persons whose name stands first in the register in respect of such shares or his/her proxy, as the case may be, is alone entitled to vote in respect thereof.
9. Shareholders who hold ordinary shares in GPI that have been dematerialised, and are registered by the CSDP on the sub-register in their **own name** kept by that CSDP, will be entitled to attend the annual general meeting in person or, if they are unable to attend and wish to be represented thereat, then they must complete and return this form of proxy to the transfer secretaries in accordance with the time specified herein.
10. Shareholders who hold shares in the company **through a nominee** should advise their nominee or, if applicable, their CSDP or broker, timeously of their intention to attend and vote at the annual general meeting or to be represented by proxy thereat in order for their nominee, if applicable, their CSDP or broker, to provide them with the necessary authorisation to do so or should provide their nominee or, if applicable, their CSDP or broker, timeously with their voting instructions should they not wish to attend the annual general meeting in person, in order for their nominee to vote in accordance with their instructions at the annual general meeting.