



# GOLDBOND GROUP HOLDINGS LIMITED

## 金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 172)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 10:00 A.M., ON WEDNESDAY, 12 OCTOBER 2011

I/We<sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of Goldbond Group Holdings Limited 金榜集團控股有限公司 (the "Company"), HEREBY APPOINT<sup>(note 3)</sup> the Chairman of the extraordinary general meeting (the "Meeting") of the Company or, \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy to attend for me/us at the Meeting to be held at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12 October 2011 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting dated 23 September 2011 (the "Notice") and at the Meeting (or at any adjournment thereof), to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting as he thinks fit.

| Ordinary resolution <sup>(note 5)</sup>  | FOR <sup>(note 4)</sup> | AGAINST <sup>(note 4)</sup> |
|--|-------------------------|-----------------------------|
| To approve, confirm and ratify the entering into of the S&P Agreement, the Rongzhong Group Subscription Agreement and the Rongzhong Capital Subscription Agreement (as respectively defined in the Notice) and to approve the performance of all the respective transactions contemplated thereunder as more particularly specified in the Notice. |                         |                             |

Dated: \_\_\_\_\_ Signature:<sup>(note 6)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK Capitals**.
2. Please insert the number in which this proxy relates, 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 Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the extraordinary general meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to tick either boxes will entitle your proxy to cast your vote at his/her discretion.
5. The full text of the proposed resolution appears in the Notice.
6. The 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.
7. You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, at the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the Meeting or any adjournment thereof, and in default, the instrument of proxy shall not be treated as valid.
8. In the case of joint holders of any share, only the person whose name stands first on the register may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled therein, but any one of the other joint holders may be appointed proxy to vote on behalf of such joint holders, and as such proxy to attend and vote at the Meeting.
9. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. 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.