



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the “EGM”) of Goldbond Group Holdings Limited (the “Company”) to be held at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 10:00 a.m. on Tuesday, 11 May 2010

I/We⁽¹⁾ _____

of _____

being the registered holder(s) of⁽²⁾ _____ ordinary shares of HK\$0.10 each in the capital of the Company, **HEREBY APPOINT**⁽³⁾ the Chairman of the meeting or, _____

of _____

as my/our proxy to act for me/us at the EGM (or at any adjournment thereof) to be held at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 10:00 a.m. on Tuesday, 11 May 2010 for the purpose of considering and, if thought fit, (with or without amendments) passing the ordinary resolution as set out in the notice convening the EGM and at such meeting (or at any adjournment thereof) to vote for me/us 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.

Ordinary Resolution ⁽¹⁰⁾	For ⁽⁴⁾	Against ⁽⁴⁾
To approve, confirm and ratify the Loan Agreement and to approve the performance of the transactions contemplated thereunder		

Dated this _____ day of _____ 2010 Signature⁽⁵⁾ _____

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 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. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the EGM.
5. The form of proxy must be signed by you or your attorney duly authorized 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 authorized.
6. 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 EGM or any adjournment thereof, and in default, the instrument of proxy shall not be treated as valid.
7. In the case of joint holders of any share, only the person whose name stands first on the register may vote at the EGM, 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 EGM.
8. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
10. The full text of the resolution appears in the Notice of Extraordinary General Meeting of the Company dated 1 April 2010.