



# 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 ANNUAL GENERAL MEETING

TO BE HELD AT 10:00 A.M. ON 13 SEPTEMBER 2006

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 annual general meeting (the "Meeting") of the Company or, \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the Meeting to be held at 10:00 a.m. on 13 September 2006 at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (or at any adjournment thereof), to vote for my/our in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary resolutions		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To adopt the audited financial statements and the reports of the Directors and of the auditors for the year ended 31 March 2006.		
2.	(a) (i) To re-elect Mr. Lan Ning as Director.		
	(ii) To re-elect Mr. Ma Ho Fai JP as Director.		
	(b) To authorize the board of Directors to fix the directors' remuneration.		
3.	To re-appoint KPMG as auditors and to authorize the board of Directors to fix their remuneration.		
4.	To grant a general mandate to the board of Directors to repurchase shares in the capital of the Company not exceeding ten per cent. of the existing issued share capital.		
5.	To grant a general mandate to the board of Directors to allot, issue and deal with unissued shares not exceeding twenty per cent. of the existing issued share capital.		
6.	To extend the general mandate granted to the board of Directors to allot and issue additional shares by the number of shares repurchased.		
Special resolution		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
7.	To amend the articles of association of the Company.		

Dated: \_\_\_\_\_

Signature:<sup>(note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of the proxy described in the space provided. **ANY ALTERATIONS MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK ON THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box 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 the notice convening the Meeting.
- The form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney so authorized.
- 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.
- You are requested to lodge this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notionally certified copy of thereof, at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting if you so wish.