



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 172)

PROXY FORM

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ ordinary shares of HK\$0.10 each in the capital of Goldbond Group Holdings Limited (the "Company"), HEREBY APPOINT⁽³⁾ 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 3:00 p.m. 22 September 2004 at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the ordinary and/or special 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 ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and approve the audited financial statements and the Reports of the Directors and the Auditors for the year ended 31 March 2004.		
2.	(a) To re-elect Ms. LOH Jiah Yee, Katherine as a director.		
	To re-elect Mr. KEE Wah Sze as a director.		
	(b) To authorize the board of directors of the Company to fix the director's remuneration.		
3.	To re-appoint KPMG as auditors and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the board of directors of the Company to allot, issue and deal with unissued shares not exceeding 20% of the existing issued share capital.		
5.	To grant a general mandate to the board of directors of the Company to repurchase shares in the capital of the Company not exceeding 10% 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.		
7.	To refresh the 10% limit under the Share Option Scheme of the Company.		
Special Resolution		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
8.	To approve the amendments to the articles of association of the Company.		

Dated _____

Signature _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 ALTERNATION 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 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.
5. 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 Rooms 1901-5, 19th 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.
6. 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.
7. In the case of joint holders of any share, any one of such persons may vote at the said Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled therein, but if more than one joint holders are present at the said Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. A proxy need not be a member of the Company but must attend the meeting 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 meeting or any adjourned meeting if you so wish.