



# GOLDBOND GROUP HOLDINGS LIMITED

## 金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00172)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD AT 10:00 A.M. ON 25 AUGUST 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 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 25 August 2011 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 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 receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2011.		
2.	To declare a final dividend for the year ended 31 March 2011.		
3.	(a) (i) To re-elect Mr. Ding Chung Keung Vincent as Director.		
	(ii) To re-elect Mr. Ma Ho Fai SBS JP as Director.		
	(iii) To re-elect Mr. Melvin Jitsumi Shiraki as Director.		
	(b) To authorize the board of directors to fix the directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of directors to fix their remuneration.		
5.	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 <sup>(note 5)</sup> .		
6.	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 <sup>(note 5)</sup> .		
7.	To extend the general mandate granted to the board of directors to allot and issue additional shares by the number of shares repurchased <sup>(note 5)</sup> .		

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 annual 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 INITIALLED BY THE PERSON WHO SIGNS IT.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, 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 Meeting.
5. The full text of the resolution appears in the notice of the meeting dated 6 July 2011.
6. 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.
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 adjourned meeting if you so wish.