



# GRAND T G GOLD HOLDINGS LIMITED

大唐潼金控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8299)

## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.004 each in the capital of Grand T G Gold Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at 4:00 p.m. on Monday, 8 February 2010 at Queensway and Victoria Rooms, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Please indicate with a "✓" in the spaces provided how you wish your votes to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

Ordinary Resolution	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To ratify, confirm and approve the agreement dated 6 January 2010 signed with Mr. Ma Qian Zhou and the grant of a specific mandate to the directors of the Company for the issue and allotment of 1,065,428,571 new shares in the Company in accordance with the aforesaid agreement.		

Date \_\_\_\_\_

Signature(s)<sup>5</sup> \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.004 each in the capital of the Company to which this form of 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 is preferred, strike out the words "the Chairman of the Meeting or" herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any box will entitle your proxy to cast his/her votes at his/her discretion.
5. This 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, attorney or other person duly authorised to sign the same.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the meeting or any adjournment thereof.
7. In the case of joint holders of a share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the Extraordinary General Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting in person if you so wish, but the authority of your proxy will become invalid forthwith.
10. Any alteration made in this form of proxy must be initialed by the person who signs it.

\* For identification purpose only