



**GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**

**金源米業國際有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 677)**

**Proxy form for use at the annual general meeting to be held on Friday, 28th August, 2015 at 11:30 a.m. (and at any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.10 each in the capital of **GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED** (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting of the Company to be held at Conference Room, 11th Floor, Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Friday, 28th August, 2015 at 11:30 a.m. (the “Meeting”) (and at any adjournment thereof) and vote for me/us as indicated below <sup>(Note 4)</sup>.

RESOLUTION(S)		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the financial statements and the reports of the directors and auditor for the year ended 31st March, 2015.		
2.	To declare a final dividend.		
3.	(a) To re-elect Mr. Laurent LAM Kwing Chee as director.		
	(b) To re-elect Mr. Anthony LAM Sai Ho as director.		
	(c) To re-elect Mr. Michael YU Tat Chi as director.		
	(d) To re-elect Madam LAM Sai Mann as director.		
	(e) To authorize the board of directors to fix the remuneration of directors.		
4.	To re-appoint the auditor and to authorize the board of directors to fix the remuneration of auditor.		
5.	(a) Ordinary Resolution in item 5(A) of the notice of the annual general meeting (To grant a general mandate to the directors to repurchase shares of the Company)		
	(b) Ordinary Resolution in item 5(B) of the notice of the annual general meeting (To grant a general mandate to the directors to allot and issue new shares of the Company)		
	(c) Ordinary Resolution in item 5(C) of the notice of the annual general meeting (To extend a general mandate granted to the directors to issue new shares of the Company)		

Dated \_\_\_\_\_, 2015 Shareholder's signature <sup>(Note 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\$0.10 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other holder and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight hours before the time appointed for holding the Meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must be present in person to represent the member.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.