



GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 677)

Proxy form for use at the annual general meeting to be held on Thursday, 26th August, 2004 at 11:00 a.m. (and at any adjournment thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each
in the capital of **GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED** ("the Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(note 3) _____
of _____

as my/our proxy to attend and vote for me/us at the annual general meeting of the Company to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 26th August, 2004 at 11:00 a.m. (and at any adjournment thereof) as indicated below ^(note 4).

	FOR ^(note 4)	AGAINST ^(note 4)
1. To receive and consider the financial statements and the reports of the directors and auditors for the year ended 31st March, 2004.		
2. To declare a final dividend.		
3. (a) To re-elect Madam Rosita YUEN LAM Kit Woo as director.		
(b) To re-elect Mr. TSANG Siu Hung as director.		
(c) To re-elect Mr. CHIU Ming Hung as director.		
(d) To fix the remuneration of directors.		
4. To re-appoint auditors and authorize the board of directors to fix their remuneration.		
5. (a) Ordinary resolution in item 5(A) of the notice of annual general meeting (to give general mandate to the directors to repurchase shares of the Company)		
(b) Ordinary resolution in item 5(B) of the notice of annual general meeting (to give general mandate to the directors to issue additional shares)		
(c) Ordinary resolution in item 5(C) of the notice of annual general meeting (to extend general mandate to the directors to issue additional shares)		
6. Special Resolution in item 6 of the notice of annual general meeting (To amend the Bye-Laws of the Company)		

Dated _____, 2004 Shareholder's Signature ^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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.
- 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.
- 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 Share Registrars of the Company in Hong Kong, Standard Registrars Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting if you so wish.