



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)

Form of proxy for the Annual General Meeting to be held on Monday, 11 September 2017 at 3:00 p.m. and any adjournment thereof (the "AGM")

I/We^(Note 1) _____
of _____
being the registered shareholder(s) of _____ shares^(Note 2) in Grand T G Gold Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING^(Note 3) or, failing him/her, _____
of _____
as my/our proxy to attend and act for me/us at the AGM (the "Meeting") (and at any adjournment thereof) of the Company to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, on Monday, 11 September 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice of AGM and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4), or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the board of directors of the Company (the "Board") and McMillan Woods SG CPA Limited ("MMW") for the year ended 31 March 2011.		
2.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2012.		
3.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2013.		
4.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2014.		
5.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2015.		
6.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2016.		
7.	To receive and adopt the audited consolidated financial statements and the reports of the Board and MMW for the year ended 31 March 2017.		
8.	To ratify the appointment of MMW as auditor of the Company for the years 2011, 2012, 2013, 2014, 2015, 2016 and 2017 and to ratify its remuneration fixed and paid by the Board.		

* For identification purpose only

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
9.	(a) To re-elect Dr. Li Dahong as an executive director of the Company.		
	(b) To re-elect Mr. Feng Jun as an executive director of the Company.		
	(c) To re-elect Mr. Jiang Zhiyong as an executive director of the Company.		
	(d) To re-elect Mr. Orr Joseph Wai Shing as an independent non-executive director of the Company.		
	(e) To re-elect Mr. Jiang Quanming as an independent non-executive director of the Company.		
	(f) To re-elect Mr. Guo Wei as an independent non-executive director of the Company.		
10.	To authorise the Board to fix the remuneration of the directors of the Company.		
11.	To re-appoint MMW as auditor and authorise the Board to fix its remuneration.		
12.	To increase the authorised share capital of the Company.		
13.	To approve the general mandate to allot, issue and deal with additional shares in the Company.		
14.	To approve the general mandate to repurchase issued shares in the Company.		
15.	To extend the general mandate to allot and issue shares repurchased by the Company.		

Dated this _____ day of _____ 2017

Signature(s)^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words **“THE CHAIRMAN OF THE MEETING”** and insert the name and address of the proxy desired in the space provided. A member may appoint a proxy or separate proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any box will entitle your proxy to cast his votes at his discretion or abstain from voting. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of the AGM.
- This 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be lodged at the share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or 24 hours before any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.