



GOLD-FACE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

RESIGNATION OF EXECUTIVE DIRECTOR WINDING-UP PETITIONS FILED BY CREDITORS CLARIFICATION AND DELAY OF INTERIM RESULTS ANNOUNCEMENT

The Board announces that with effect from 4 January 2004, Mr. Poon Chi Fai has resigned as an executive director of the Company.

Two winding up petitions were filed against the Company and True Gold by Wing Tung Yick Investment Company Limited and Crestsale Limited respectively on 17 December 2003.

The publication of the announcement of the interim results of the Company for the six months ended 30 September 2003 shall be delayed to on or before 30 June 2004. The delay constitutes a breach of paragraphs 10(1) and 11(6) of the Listing Agreement.

At the request of the Company, trading in the Company's shares was suspended from 9:30 a.m. on 19 May 2003 and will remain suspended until further notice.

RESIGNATION OF EXECUTIVE DIRECTOR

The board of directors (the "**Board**") of Gold-Face Holdings Limited (the "**Company**") announces that Mr. Poon Chi Fai has resigned as an executive director with effect from 4 January 2004 and will thereafter remain as a consultant of the Company.

Mr. Poon's duties and responsibilities will be resumed by Mrs. Tai Seow Yoke Peng, currently an executive director of the Company, and another new executive director will be appointed before 4 January 2004. The Company currently has 2 executive directors and 2 independent non-executive directors. The Board confirms that a total of 2 executive directors will be maintained and that the resignation shall not affect the operations of the Company. Mrs. Tai Seow Yoke Peng will be appointed as the authorised representative of the Company at the time when or before the resignation of Mr. Poon becomes effective.

WINDING UP PETITIONS

On 17 December 2003, two winding-up petitions ("**Petitions**") were filed against the Company and a wholly-owned subsidiary of the Company, True Gold Investment Limited ("**True Gold**"), respectively, by Wing Tung Yick Investment Company Limited and Crestsale Limited (the "**Petitioners**") in connection with the disputes relating to (i) a joint venture agreement dated 18 May 1998 entered into between the Petitioners and True Gold and (ii) a guarantee given by the Company to the Petitioners to guarantee the performance of True Gold under the aforesaid joint venture agreement. It was alleged in the Petitions that True Gold was indebted to the Petitioners for a sum of HK\$27,871,098 plus interest under the joint venture agreement in relation to the co-investment and profit-sharing arrangement in Villa Pinada (茵翠豪庭) and the Company was indebted to the Petitioners for the same amount pursuant to the guarantee. The Petitions were scheduled to be heard on 25 February 2004 at the High Court of Hong Kong.

Both the Company and True Gold deny the alleged claim of the Petitioners and have taken out court actions on 10 October 2003 for an injunction to restrain the Petitioners from filing a petition for winding up. The application for the injunction was originally scheduled to be heard on 19 December 2003 and has been rescheduled to be heard together with the Petitions on 25 February 2004.

Further announcement will be made if there is any development in relation to the Petitions.

CLARIFICATION

The Board further refers to various press articles during the last few days regarding the receivers' agreement on the resumption of construction works at Villa Pinada (茵翠豪庭) and The Aegean (愛琴灣). The Board confirms that it is not aware of any of the developments as alleged in such press articles. As the Company is not a party to such agreement (if any), the Company is not in a position to confirm the accuracy of such articles.

DELAY OF INTERIM RESULTS

References are made to the Company's announcement dated 30 July 2003 regarding the collection of certain documents of the Company by the Commercial Crime Bureau, and in the absence of such documents, the Company has not been able to complete the audit in time. In view of the above and as a result of the filing of the Petitions against the Company, the Board expects that the publication of the announcement of the interim results of the Company for the six months ended 30 September 2003 will be delayed to on or before 30 June 2004.

The directors of the Company acknowledge that they have breached paragraphs 10(1) and 11(6) of the Listing Agreement and that The Stock Exchange of Hong Kong Limited reserves its rights to take appropriate actions against the Company and its directors in respect of the breach.

At the request of the Company, trading in the Company's shares was suspended from 9:30 a.m. on 19 May 2003 and will remain suspended until further notice.

By order of the Board
Gold-Face Holdings Limited
Tai Seow Yoke Peng
Executive Director

Hong Kong, 24 December 2003

Please also refer to the published version of this announcement in The Standard dated on 29-12-2003.