



GOLD-FACE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 0396)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at VIP Room, Golden Restaurant, Macau Jockey Club, 1/F, East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 18th February, 2005 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March, 2003.
2. To re-elect the following persons as directors of the Company:
 - (i) Mrs. Tai Seow Yoke Peng
 - (ii) Mr. Wan Tai Min, Tommy
 - (iii) Mr. Leung Shu Yin, William
3. To appoint auditors of the Company and to authorise the Board to fix their remuneration.

By order of the Board
Tai Seow Yoke Peng
Director

Hong Kong, 26th January, 2005

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

2. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such power or authority), must be deposited at the office of the Hong Kong Share Registrars of the Company, Secretaries Limited, situated at 28th Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, no later than 11:00 a.m. on 16th February, 2005.
3. The Register of members will be closed from 16th February, 2005 to 18th February, 2005, both days inclusive during which no transfer of Shares will be registered.

As at the date of this announcement, the Board comprises Ms. Tai Seow Yoke Peng and Mr. Ng Yat Cheung as executive directors and Mr. Wan Tai Min, Tommy and Mr. Leung Shu Yin, William as independent non-executive directors.

Please also refer to the published version of this announcement in China Daily dated 27 January 2005.