



GOLDWIZ HOLDINGS LIMITED

科維控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 586)

SECOND FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON 16 MAY 2006

I/We (note 1) _____

of _____

being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital of GOLDWIZ HOLDINGS LIMITED (the "Company"), HEREBY APPOINT (note 3)

of _____

or, failing him/her, Ms Tham Qian or failing her, Mr Ko Chung Ting, Peter, as my/our proxy to attend and vote for me/us at the Special General Meeting (and at any adjournment thereof) of the Company to be held at Boardroom 3 & 4, Mezannine Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 16 May 2006 at 10:30 am as indicated below (note 4).

	Ordinary Resolutions	FOR (note 4)	AGAINST (note 4)
12.	To elect Mr. Chen Simo as executive director of the Company.		
13.	To elect Madam Qiu Jing as executive director of the Company.		

Dated this _____ day of _____, 2006

Shareholder's signature _____ (note 5)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. Please insert the name and address in **BLOCK CAPITALS** of the proxy desired. **IF NO NAME IS INSERTED, MS THAM QIAN OR FAILING HER, MR KO CHUNG TING, PETER, WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE "FOR" ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE "AGAINST" ANY RESOLUTION, 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 resolution 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 form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders is present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Head Office of the Company at **Suite 3204-5, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong** not less than 48 hours before the time for holding the meeting (or any adjourned meeting thereof, as the case may be).
8. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting if you so wish.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. **ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
11. Shareholders should note that each of the above Resolutions will only be put to the meeting for voting if the relevant Shareholder who has lodged his/her notice of intention to propose the candidates concerned under Bye-law 103 of the Company's Bye-laws would propose such Resolutions at the meeting.

* For identification purpose only