

GOLDWIZ HOLDINGS LIMITED

科維控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 586)

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, Mezzanine 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)
1.	That the minimum number of directors of the Company be and is hereby set at three with immediate effect.		
2.	That Mr Chen Simo be and is hereby removed as director of the Company with immediate effect.		
3.	That Ms Qiu Jing be and is hereby removed as director of the Company with immediate effect.		
4.	That all other existing directors of the Company as at the date hereof be and are hereby removed as directors of the Company with immediate effect, save and except for Mr Chow Siu Tong, Mr Wong Tam Yee and Mr Ip Man Tin, David.		
5.	That all directors of the Company that may be appointed after the date hereof up to and including the time immediately before this special general meeting (save for Mr Chow Siu Tong, Mr Wong Tam Yee and Mr Ip Man Tin, David) be and are hereby removed as directors of the Company with immediate effect.		
6.	That, subject to resolution (9) below: (a) the maximum number of directors of the Company be and is hereby set with immediate effect at a number equal to two times the maximum number of directors previously set by the Company, plus one; or (b) if no such maximum number of directors has been previously set, the maximum number of directors of the Company be and is hereby set with immediate effect at a number equal to two times the number of directors in office immediately before the removal of any or all director(s) pursuant to resolutions (2), (3), (4) and (5) above, plus one.		
7.	That the following individuals be and are hereby appointed as directors of the Company, and be and are hereby assigned the respective positions as shown below, with immediate effect: (a) Mr Kevin McCabe as non-executive director and Chairman of the Company; (b) Ms Tham Qian as executive director of the Company; (c) Mr Ko Chung Ting, Peter, as executive director of the Company; and (d) Mr Lee Sai Kai, David, as non-executive director of the Company.		
8.	That such other persons (if any) as may be proposed by Top Flying Investment Limited be appointed as additional directors of the Company with immediate effect.		
9.	That, notwithstanding resolution (6) above, the maximum number of directors of the Company be and is hereby set at such number of directors of the Company holding office at the close of this special general meeting of the Company, including such directors of the Company as may be appointed at this special general meeting of the Company, thereby revoking any maximum number of directors previously set.		
10.	That the general mandate granted to the directors of the Company at its Annual General Meeting held on 26 August 2005 to allot, issue and deal with shares of HK\$0.10 in the capital of the Company (pursuant to Resolution No.4B of the Company's notice of annual general meeting dated 28 July 2005) be and is hereby revoked with immediate effect.		
	Special Resolution		
11	That the existing bye-law 102(B) of the bye-laws of the Company be and is hereby amended by deleting "(in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board)" from the second sentence of the said bye-law.		

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 Computershare Hong Kong Investor Services Limited (for the attention of Mr Edrick Yu) at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 INITIALLED BY THE PERSON WHO SIGNS IT.**

* For identification purpose only