



GOLDWIZ HOLDINGS LIMITED

科維控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 586)

ANNOUNCEMENT POLL RESULT OF THE SPECIAL GENERAL MEETING, CHANGES AND RE-DESIGNATION OF DIRECTORS

The Board announced that the ordinary resolutions and the special resolution to approve the change of directors, the change of number of directors, revoking of general mandate and the amendment of the Bye-laws of the Company were duly voted by the Shareholders by way of poll on 15 June 2006.

Reference is made to the circular dated 20 April 2006 issued by Top Flying Investment Limited (“Top Flying’s Circular”), the circular dated 29 April 2006 issued by Goldwiz Holdings Limited (the “Company”) (the “Company’s Circular”) and the Company’s announcement dated 26 May 2006 in relation to, amongst other things, the special general meeting held on 16 May 2006 (the “SGM”). Terms used herein shall have the same meanings as defined in the Company’s Circular, unless otherwise stated.

Poll Result of the Special General Meeting

The Board announced that the ordinary resolutions and the special resolution to approve the change of directors, the change of number of directors, revoking of general mandate and the amendment of the Bye-laws of the Company were duly voted by the Shareholders by way of poll on 15 June 2006 and the voting result is as follows:

	Number of Votes Cast and Percentage of Total Number of Votes Cast		Total Number of Votes Cast
	For	Against	
Ordinary resolution 1*	427,054,000 (54.66%)	354,294,000 (45.34%)	781,348,000
The resolution was duly passed as an ordinary resolution.			
Ordinary resolution 2*	427,054,000 (54.66%)	354,294,000 (45.34%)	781,348,000
The resolution was duly passed as an ordinary resolution.			
Ordinary resolution 3*	427,054,000 (54.66%)	354,294,000 (45.34%)	781,348,000
The resolution was duly passed as an ordinary resolution.			
Ordinary resolution 4*	427,054,000 (54.66%)	354,294,000 (45.34%)	781,348,000
The resolution was duly passed as an ordinary resolution.			
Ordinary resolution 5*	427,054,000 (54.66%)	354,294,000 (45.34%)	781,348,000
The resolution was duly passed as an ordinary resolution.			

Ordinary resolution 6a*	427,054,000 (54.66%)	354,294,000 (45.34%)	781,348,000
Ordinary resolution 6b*	427,054,000 (54.66%)	354,294,000 (45.34%)	781,348,000
The resolution was duly passed as an ordinary resolution.			
Ordinary resolution 7a*	272,426,000 (34.87%)	508,922,000 (65.13%)	781,348,000
Ordinary resolution 7b*	260,196,000 (33.30%)	521,152,000 (66.70%)	781,348,000
Ordinary resolution 7c*	272,426,000 (34.87%)	508,922,000 (65.13%)	781,348,000
Ordinary resolution 7d*	272,426,000 (34.87%)	508,922,000 (65.13%)	781,348,000
The resolution was not passed as an ordinary resolution.			
Ordinary resolution 8*	Not applicable	Not applicable	Not applicable
Ordinary resolution 9*	414,824,000 (53.24%)	364,304,000 (46.76%)	779,128,000
The resolution was duly passed as an ordinary resolution.			
Ordinary resolution 10*	424,834,000 (54.53%)	354,294,000 (45.47%)	779,128,000
The resolution was duly passed as an ordinary resolution.			
Special resolution 11*	424,834,000 (54.53%)	354,294,000 (45.47%)	779,128,000
The resolution was not passed as a special resolution.			
Ordinary resolution 12* (note i)	364,304,000 (46.76%)	414,824,000 (53.24%)	779,128,000
The resolution was not passed as an ordinary resolution.			
Ordinary resolution 13* (note i)	364,304,000 (46.76%)	414,824,000 (53.24%)	779,128,000
The resolution was not passed as an ordinary resolution.			

* The full text of the ordinary resolutions and the special resolution were set out in the Top Flying's Circular and the Company's Circular.

(note i)

Ordinary resolutions 12 and 13 represent the election of Mr. Chen Simo and the election Ms. Qiu Jing as executive directors of the Company respectively (disclosed in Page 9 of the Company's Circular).

As at the date of voting, the total issued share capital of the Company was 1,061,627,920 Shares. Shareholders holding total of 781,348,000 Shares, representing approximately 73.6% of the total issued share capital of the Company were present at the meeting.

Secretaries Limited, the Company's share registrar, was appointed as scrutineer for the vote-taking.

Upon the voting of the above resolutions, Mr Chen Simo, Ms Qiu Jing, Mr Wilson Chung and Mr Yeung Ming Kwong were removed as Directors of the Company and the offices of Mr Xu Xuechuan and Mr Cheng Keli are expired, with effect from the close of the meeting.

In addition, Mr Ip Man Tin, David and Mr Wong Tam Yee retired pursuant to the Bye-laws of the Company, Mr Chow Siu Tong and Mr Lam Ping Cheung resigned as Directors of the Company. In addition, two current Directors, Mr Kwong Wai Tim, William and Mr Shum Ming Choy, John were re-designated to Independent Non-executive Directors, with immediate effect.

Each of Mr Ip Man Tin, David, Mr Wong Tam Yee, Mr Chow Siu Tong and Mr Lam Ping Cheung confirms that there are no matters that need to be brought to the attention of the shareholders of the Company in relation to their retirements and resignations and there was no disagreement in all aspects between them and the Company.

The Board would like to extend its appreciation to Mr Chen Simo, Ms Qiu Jing, Mr Wilson Chung, Mr Yeung Wing Kwong, Mr Xu Xuechuan, Mr Cheng Keli, Mr Ip Man Tin, David, Mr Wong Tam Yee, Mr Chow Siu Tong and Mr Lam Ping Cheung for their valuable contributions to the Company during their tenure of services.

Mr Kwong Wai Tim, William, aged 49, holds a MBA degree from the University of Oregon, U.S.A.. Mr Kwong has over 15 years of experience in banking and corporate finance gained with major international financial institutions including Citicorp, Bankers Trust, Credit Lyonnais Asia Limited and The New China Hong Kong Capital Limited. He is currently a Managing Director of Freeman Corporation Limited. He was a member of the Council of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") from 1995 to 1997 and a Director and Chairman of the Finance Committee of Hong Kong Securities Clearing Company Limited from 1996 to 1997. He was an Executive Director of 139 Holdings Limited from August 1998 to August 2000 and was a Director of IFTA Pacific Holdings Limited from July 1999 to March 2000. Mr Kwong is entitled to receive a monthly director's fee of HK\$10,000 as recommended by the Remuneration Committee of the Company by reference to his responsibilities and duties.

Mr Shum Ming Choy, John, aged 55, holds a Bachelor of Laws (Hons.) from University of Hong Kong. He is a solicitor of the High Court of Hong Kong SAR and Supreme Court of England & Wales. Mr Shum is entitled to receive a monthly director's fee of HK\$10,000 as recommended by the Remuneration Committee of the Company by reference to his responsibilities and duties.

Save as disclosed above, each of Mr Kwong and Mr Shum:

- (i) did not hold any directorships in other listed public company in the last three years;
- (ii) has not entered into any written service contract with the Company;
- (iii) will hold office until the forthcoming annual general meeting of the Company after their re-designation and will be eligible for re-election at that meeting and is thereafter subject to rotation requirements and re-election at least once every 3 years pursuant to the Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Bye-laws of the Company;
- (iv) as at the date of this announcement, does not have any interest in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance;
- (v) there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2) of the Listing Rules relating to the re-designation of Directors of the Company; and

(vi) is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

By order of the Board
Lo Oi Kwok, Sheree
Executive Director

Hong Kong, 15 June 2006

As of the date of this announcement, the Board of Directors of the Company comprises:

Executive Directors

Ms Lo Oi Kwok, Sheree

Mr Wong Man Hon, Frederick

Independent Non-executive Directors

Mr Kwong Wai Tim, William

Mr Shum Ming Choy, John

Mr Gary Drew Douglas

** For identification purpose only*

Please also refer to the published version of this announcement in The Standard.