



GOLD-FACE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 396)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (or any adjournment thereof) 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, 30 June 2006 at 11:30 a.m.

I/We (note a) _____
of _____
being the registered shareholder of _____ (note b) shares of
HK\$0.10 each in the share capital of Gold-Face Holdings Limited (the "Company") hereby appoint the Chairman of the special
general meeting of the Company (the "Meeting") or _____
of _____
to act as my/our proxy (Note c) at the Meeting (and at any adjournment thereof) to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast (Note d).

ORDINARY RESOLUTION	FOR	AGAINST
To appoint Li, Tang, Chen & Co, Certified Public Accountants (Practicing) as auditors of the Company until the conclusion of the next annual general meeting and to authorize the board of directors to fix their remuneration.		

Date: _____

Signature: _____ (Notes e and f)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of shares 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 capital of the Company registered in your name(s).
- You are entitled to appoint a proxy of your own choice to attend and vote in your stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the special general meeting of the Company or" and insert the name and address of the proxy desired in the space provided.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against".** If the form returned is duly signed but without direction, the proxy will vote or abstain at his sole discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holder, his form of proxy must be signed by all joint holders, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 Company's principal place of business in Hong Kong at Flat B 4/F., Hung Cheung Industrial Centre (Phase 1), 12 Tsing Yeung Circuit, Tuen Mun, New Territories, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be automatically revoked.