



GOLD-FACE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 396)

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 Saturday, 12th August, 2006 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, 2004.
2. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March, 2005.
3. To re-elect the following person as director of the Company:
Mr. Ng Yat Cheung
4. To appoint auditors of the Company and to authorise the Board to fix their remuneration.

By order of the Board
Ng Yat Cheung
Director

Hong Kong, 21st July, 2006

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.

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 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 11:00 a.m. on 10th August, 2006.
3. The Register of members will be closed from 11th August, 2006 to 14th August, 2006 both days inclusive during which no transfer of Shares will be registered.

Please also refer to the published version of this announcement in China Daily.