
NOTICE OF ANNUAL GENERAL MEETING



GOLD-FACE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 0396)

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

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.

PARTICULARS OF DIRECTORS STANDING FOR RE-ELECTION

RE-ELECTION OF DIRECTOR

The board of directors of the Company (the “Board”) currently consists of four directors, of which two are executive directors and two are independent non-executive directors.

According to Clauses 86(2) and 87 of the Company’s Bye-laws, Mr. Ng Yat Cheung will retire and will offer himself for re-election at the annual general meeting.

The biographical and other details of the Director standing for re-election at the Annual General Meeting as required by the Listing Rules are set out below.

Executive Director

Mr. Ng Yat Cheung, J.P., aged 51, is an executive directors of the Company. Mr. Ng joined the Company in January 2004. Mr. Ng has over 25 years’ experience in the finance and business field. He is the Chairman and founder of ECD Hong Kong Limited, a company engaged in design and marketing of game and musical products through the multi-media. Mr. Ng was a non-executive director of a company listed in the Growth Enterprise Market of the HKSE and is also actively involved in community service.

Save as disclosed above, Mr. Ng has not previously held other position with the Company or its subsidiaries. There is no service contract between the Company and Mr. Ng. Mr. Ng. is entitled to receive remuneration based on the Group’s remuneration policies, which is subject to the approval of the Board, and is determined and reviewed by the Board each year.

Save as disclosed above and in the Company’s annual report for the years ended 31 March 2004 and 31 March 2005 under the section headed “Directors’ Interests in Securities”, Mr. Ng does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed in the Company’s annual report for the year ended 31 March 2004 and 31 March 2005 under the section headed “Directors’ Interests in Securities”, within the meaning of Part XV of the Securities and Futures Ordinance, Mr. Ng does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and/or its associated corporations.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the shareholders.