



GOLD-FACE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 0396)

Form of proxy for use at the Annual General Meeting to be held on Saturday, 12th August 2006

I/We¹ _____
of _____ being
holder(s) of _____² shares of HK\$0.10 each in the capital of Gold-Face Holdings Limited
(the "Company") HEREBY APPOINT the Chairman of the meeting³ or _____ of

_____ as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) (the "Meeting") of the Company, to be held at the 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. on the same date or any adjournment thereof, and in particular (but without limitation) at the Meeting to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice convening the Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

		FOR	AGAINST
(1)	To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Group for the year ended 31st March, 2004		
(2)	To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Group for the year ended 31st March, 2005		
(3)	To re-elect the following retiring director as director of the Company and to authorise the board of directors to fix the remuneration:— (a) Mr. Ng Yat Cheung		
(4)	To re-appoint auditors of the Company and authorise the Directors to fix their remuneration.		

Date this _____ day of _____ 2006. Signed: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that 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 or other person duly authorised.
6. In order 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 certified copy thereof, must be deposited at the office of the Hong Kong Share Registrars of the Company, Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting.
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.