



GOOD FELLOW GROUP LIMITED

金威集團控股有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 910)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting to be convened at 11:00 a.m. on 8 May 2006 at Unit 708, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong or any adjournment thereof

I/We (note a) _____
of _____

being the registered holder(s) of _____

(note b) shares of HK\$0.10 each of Good Fellow Group Limited ("Company") hereby appoint the Chairman of the Meeting or _____

of _____

to act my/our proxy (note c) at the Special General Meeting of the Company to be held at 11:00 a.m. on 8 May 2006 at Unit 708, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong and at any adjournment thereof and to vote for me/us and on my/our behalf in respect of the resolutions as set out in the notice convening the said meeting as indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the proposed increase in authorised share capital of the Company.		
2.	To approve the Proposed Acquisition and the issue and allotment of Consideration Shares and Convertible Note pursuant to the Acquisition Agreement		

Dated the _____ day of _____ 2006

Shareholder's signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- 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).
- A proxy need not be a member of the Company. 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 Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against".** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his 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 holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder 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.
- The 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 notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only