



GOLDEN 21 INVESTMENT HOLDINGS LIMITED

金豐21投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2312)

FORM OF PROXY FOR 2006 ANNUAL GENERAL MEETING

I/We¹ _____ of _____ being the registered holder(s) of ² _____ shares of HK\$0.10 each in the capital of Golden 21 Investment Holdings Limited (the “Company”), HEREBY APPOINT the chairman of the meeting or³ _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Regus, 2nd Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 24 May 2006 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005		
2.	(a) To re-elect Mr. Yue Man Yiu, Matthew as Director	(a)	(a)
	(b) To re-elect Mr. Zheng Weihe as Director	(b)	(b)
	(c) To authorise the Directors to fix their remuneration	(c)	(c)
3.	To re-appoint Grant Thornton as Auditors and to authorise the Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to issue new shares in the Company		
	SPECIAL RESOLUTION		
5.	To amend the Articles of Association of the Company		

Signature(s)⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- 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 the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”. Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
- 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 duly authorised.
- In the case of joint holders the vote of a senior who tenders and vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- 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 thereof must be deposited at the Company’s share registrar and transfer office in Hong Kong, Tengis 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.