



# GRANEAGLE HOLDINGS LIMITED

## 鷹馳實業有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 147)

### PROXY FORM

**Form of proxy for use at the special general meeting (the "Meeting") of the shareholders of Graneagle Holdings Limited (the "Company") to be held on Friday, 21 December 2007**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares<sup>2</sup> of HK\$0.01 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the said Company to be held at 28/F, Emperor Group Centre, 288 Hennessy Road, Wan Chai, Hong Kong on Friday, 21 December 2007 at 10:30 a.m. (for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting (and at any adjournment thereof) and to vote for me/us and in my/our name(s) in respect of the resolutions) as indicated below<sup>4</sup>.

|    | Ordinary Resolutions  | FOR | AGAINST |
|----|---|-----|---------|
| 1. | To approve the Long Grand Subscription Agreement and the transactions contemplated thereunder |     |         |
| 2. | To approve the Placing Agreement and the transactions contemplated thereunder                 |     |         |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007                      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). If no number is inserted, this form of proxy will be deemed to relate to all the 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 chairman of the Meeting or" here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his 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 those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney 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 duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a 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.
7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours prior to the commencement of Meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
10. Ordinary resolutions numbered 1 and 2 shall be voted by the Independent Shareholders (as defined in the circular of the Company dated 5 December 2007) by way of poll.

\* For identification purposes only