



# GRANDTOP INTERNATIONAL HOLDINGS LIMITED

泓鋒國際控股有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 02309)

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “Extraordinary General Meeting”) of the shareholders of Grandtop International Holdings Limited (the Company”) will be held at JW Marriott Ballroom (Aberdeen), Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 23 November 2007 at 9:30 a.m. for the following purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** the memorandum of understanding dated 27 June 2007 entered into between Mr. David Sullivan, Mr. David Gold, Mr. Ralph Gold, Ms. Karren Brady, Mr. Roger Bannister and the Company (“MOU”) (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), in relation to the acquisition of approximately 29.9% equity interest in Birmingham City Plc. be and are hereby approved, ratified and confirmed in all respects and that all transactions contemplated under the MOU (including the exercise of the right granted to the Company hereunder) be and are hereby approved, ratified and confirmed and that any one director of the Company be and is hereby authorised to do or execute all such acts or such other documents which the director may deem to be necessary, desirable or expedient to carry into effect or to give effect to all the transactions contemplated under the MOU.”

By order of the Board

**Grandtop International Holdings Limited**

**Hui Ho Luek, Vico**

*Executive Director*

Hong Kong, 2 November 2007

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business in Hong Kong:*

Unit 3008, 30th Floor

West Tower, Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

\* *For identification purpose only*

*Notes:*

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy together with a 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 Hong Kong Branch Share Registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (or any adjournment thereof).
4. As at the date of this notice, the directors of the Company are Mr. Yeung Ka Sing, Carson, Mr. Hui Ho Luek, Vico, Mr. Steven McManaman, Mr. Lee Yiu Tung, Mr. Ip Wing Lun, Ms. Wong Po Ling, Pauline and Ms. Bessie Siu as executive directors, Mr. Christian Lali Karembou as non-executive director, Mr. Chang Kin Man, Mr. Zhou Han Ping, Mr. Yip Man Ki and Mr. Yau Yan Ming, Raymond, all being the independent non-executive directors.