



GRANDTOP INTERNATIONAL HOLDINGS LIMITED

泓鋒國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Grandtop International Holdings Limited (the “**Company**”) will be held at Boardroom III & IV, M/F, Renaissance Harbour View Hotel, Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 7 July 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:—

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the ordinary shares in the share capital of the Company (the “**Shares**”) to be issued upon the exercise of the conversion rights attaching to the Convertible Notes (as hereinafter defined):

- (a) the entering into of a subscription agreement dated 7 May 2008 and a supplemental agreement dated 4 June 2008 (collectively referred to as the “**Subscription Agreement**”) between the Company and Pacific Capital Investment Management Limited (“**Pacific Capital**”) pursuant to which Pacific Capital has agreed to subscribe for convertible notes for an aggregate principal amount of up to HK\$200,000,000 to be issued by the Company (the “**Convertible Notes**”) be and is hereby approved, ratified and confirmed;
- (b) the terms and conditions of the Convertible Notes be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised to (i) issue the Convertible Notes; (ii) issue and allot to the holders of the Convertible Notes upon the due exercise of the conversion rights attaching to the Convertible Notes the appropriate number of new Shares; and (iii) do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution.”

By the order of the Board

Grandtop International Holdings Limited

Ip Wing Lun

Executive Director and Chief Financial Officer

Hong Kong, 20 June 2008

* *For identification purposes only*

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

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 branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, 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 hereof, the directors of the Company are Mr. Yeung Ka Sing, Carson, Mr. Hui Ho Luek, Vico, Mr. Steven McManaman, Mr. Fan Zhi Yi, Mr. Lee Yiu Tung, Mr. Ip Wing Lun, Ms. Wong Po Ling, Pauline and Ms. Siu Bessie as executive directors, Mr. Christian Lali Karembeu and Mr. Chan Wai Keung as non-executive directors, Mr. Chang Kin Man, Mr. Zhou Han Ping, Mr. Yip Man Ki and Mr. Yau Yan Ming, Raymond as independent non-executive directors.