

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :28/02/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Grandtop International Holdings Limited
Date Submitted	3 March 2009

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>02309</u> Descrip	otion :	Grandtop	o Int'l
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	10,000,000,000	0.01	100,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	10,000,000,000	0.01	100,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion :	Δ	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

## 2. Preference Shares

Stock code : N/A Descrip		Description :	N/A	Α
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding	month		
Increase/(decrease)			_	
Balance at close of	the month			

## 3. Other Classes of Shares

Stock code :	Stock code : <u>N/A</u> Descript		N/2	A
		No. of othe classes of sha	(	Authorised share capital (State currency)
Balance at close of pro	eceding 1	nonth		
Increase/(decrease)				
Balance at close of the	e month			

Total authorised share capital at the end of the month (HK\$) : 100,000,000.00

## II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	889,906000	N/A	N/A	N/A
Increase/ (decrease) during the month	47,169,000	N/A	N/A	N/A
Balance at close of the month	937,075,000	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM approval date					the month pursuant thereto	issued pursuant thereto as at close of the month
(dd/mm/yyyy) and -		Movement duri	ng the month		thereto	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Pre-IPO Share	Giunteu	Encroised	Cunterneu	Lupsed		
Option Scheme						
adopted on						
22/10/2002						
Exercise Price:						
HK\$0.05						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	24,000,000
(Note 1)						
2. Exercise Price: HK\$1.126						
EGM Approval date: 30/07/2007						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	2,000,000
(Note 1)						
3.						
( / / )						
shares						
(Note 1)		T	otal A. (Ordin	ary charac)	Nil	
		П		nce shares)	N/A	
				,	N/A N/A	
T ( 1 C 1 C 1 1 1	• а а	c ·		Other class)	1N/A	
Total funds raised dur		i from exercise c	1	Nil		
options (State currence	y)			INII		

Share Ontions (under Share Ontion Schemes of the Issuer)

Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.</u>						
	N/A	N/A	N/A	N/A	N/A	N/A
( / / )	11/11	11/11	14/24	11/71	14/24	10/11
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy) 2.	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
4						
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Tota	(Prefere	nary shares) ence shares) Other class)	N/A N/A N/A	-

Convertibles (i.e. Convertible	into Sharaq of the l	aguar which are t		For Main Board	l and GEM list	ed issuers
Class and description 1. Convertible Notes		Amount at close of preceding month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	HKD	10,000,000	2,500,000	7,500,000	47,169,000	See Remarks (2)
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	Ordinary Share					
Subscription price EGM approval date	See Remarks (1	1)				
(if applicable)						
(dd/mm/yyyy))	07/07/2008					
2.						
					<u></u>	
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	( / / )					
3.						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)4.	( / / )					
<u> </u>						
Stock code (if listed)					<u></u>	
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	( / / )		Total C. (Ordin	nary shares)	47,169,000	
			(Prefere	ence shares)	N/A	
			()	Other class)	N/A	

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

issuer issued during the month pursuant	issuer which may be
thereto	issued pursuant thereto as at close of the month
-	
-	
N/A	
N/A N/A	
	N/A N/A

		ssued Share Capital				No of any	No of
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	21						
			Class of shares issuable ( <i>Note 1</i> )				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State	( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	<u>N/A</u>
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	27/4	
						N/A	N/A

5. Scrip dividend       At price : State currency       Issue and allotment $(///)$ 5. Scrip dividend       At price : State currency       Issue and allotment $(///)$ 6. Repurchase of shares       Class of shares repurchased (Note 1)         6. Repurchase of shares       Cancellation date : $(///)$ 6. Repurchase of shares       Cancellation date : $(///)$ 7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares issuable $(///)$ 8. Consideration issue At price : State currency       Class of shares issuable $(///)$ 8. Consideration issue At price : State currency       Issue and allotment $(///)$ FGM approval date: $(///)$ FGM approval date: $(///)$ 8. Consideration issue At price : State currency       Issue and allotment $(///)$		Type of Issue		I	For Main	Boar	rd and GEM lis No. of new shares of issuer issued during the month pursuant thereto	ted issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
S. Scrip dividend       At price : State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / )         EGM approval date: (dd/mm/yyyy)       ( / / )       N/A         6. Repurchase of shares       Class of shares repurchased (Note 1)								
S. Scrip dividend       At price : currency								
EGM approval date:       ( / / )         GM approval date:       ( / / )         (dd/mm/yyyy)       N/A         Class of shares	5.	Scrip dividend	At price : State currency —		( / /	)		
6. Repurchase of shares       Class of shares repurchased (Note 1)         6. Repurchase of shares       Cancellation date : (//)         9. Shares       Cancellation date : (//)         9. Class of shares       M/A         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares (//)         8. Consideration issue At price : State currency       Issue and allotment (//)         9. Consideration issue At price : State       Issue and allotment (//)         9. Class of shares issuable       <				EGM approval date:	( / /	)	N/A	N/A
6. Repurchase of shares       Cancellation date :       ( / / )         6. Repurchase of shares       Cancellation date :       ( / / )         (dd/mm/yyyy)       EGM approval date:       ( / / )         (dd/mm/yyyy)       N/A       N/A         7. Redemption of shares       Class of shares redeemed (Note 1)       N/A         7. Redemption of shares       Class of shares ( / / )       N/A         7. Redemption date :       ( / / )       N/A         8. Consideration issue At price :       State currency       Issue and allotment ( / / )         8. Consideration issue At price :       State currency       Issue and allotment ( / / )								
6. Repurchase of shares       Cancellation date : ( / / ) (dd/mm/yyyy)         EGM approval date: ( / / ) (dd/mm/yyyy)       N/A         7. Redemption of shares       Class of shares								
State       N/A         N/A	6.			Cancellation date :	( / /	)		
7. Redemption of shares       Class of shares					( / /	)	NI/A	N/A
7. Redemption of shares       redeemed (Note 1)         7. Redemption date:       ( / / )         (dd/mm/yyyy)       EGM approval date:         EGM approval date:       ( / / )         (dd/mm/yyyy)       N/A         Class of shares issuable							<u>IN/A</u>	
shares (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy) <u>N/A</u> N/A 8. Consideration issue At price : State currency — Issue and allotment ( / / ) Issue and allotment ( / / ) ( / ) ( / ) ( / / ) ( / )								
Som approval date:         (dd/mm/yyyy)         N/A         Class of shares issuable         (Note 1)         8. Consideration issue At price :         State         currency         Issue and allotment         (dd/mm/yyyy)	7.			Redemption date : (dd/mm/yyyy)	( / /	)		
8. Consideration issue At price : State currency —       Class of shares issuable         Issue and allotment ( / / ) date : (dd/mm/yyyy)					( / /	)	NI/A	N/A
8. Consideration issue At price : State currency — Issue and allotment ( / / ) date : (dd/mm/yyyy)       ( / / )								N/A
date : (dd/mm/yyyy)								
ECM compound date: $(//)$	8.	Consideration issue			( / /	)		
(dd/mm/yyyy)				EGM approval date: (dd/mm/yyyy)	( / /	)		
<u>N/A</u>							N/A	N/A

				For Main Boa	rd and GEM lis	
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation		Class of shares issua (Note 1) Issue and allotment	uble		
	reorganisation		date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
10.	Other	At price : State	Class of shares issua (Note 1) — Issue and allotment	uble		
	(Please specify)	currency	date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
			Total E.	(Ordinary share (Preference share (Other cla	es) N/A	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	47,169,000
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	-	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	-	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

- (1) The Conversion Price (Subscription Price) shall not in any event be less than HK\$0.05 per Conversion Share. Please refer to the Issuer's circular dated 20 June 2008 for full details.
- (2) For illustrative purpose and assuming the conversion at the Conversion Price of HK\$0.05 per Conversion Share,
- the aggregate outstanding principal amount of the Convertible Notes as at 28 February 2009 (i.e. HK\$7,500,000.00) are convertible into 150,000,000 Conversion Shares.

Submitted by: <u>Wong Po Ling, Pauline</u>

 Title:
 Executive Director

 (Director, Secretary or other duly authorised officer)

*Notes* :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.