



# 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 “**Meeting**”) of Grandtop International Holdings Limited (the “**Company**”) will be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 29 September 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the acquisition of the entire issued share capital of Birmingham City PLC (“**BCFC**”) not already owned by the Company, pursuant to the general offer as described in the circular of the Company dated 14 September 2009 (the “**Circular**”), which offer is to be made by the Company on the terms and subject to the conditions to be set out in the offer document to be sent to the shareholders of BCFC (the “**General Offer**”) including the escrow arrangement relating to the general offer-related deposit described in the Circular and the transactions contemplated under the General Offer be and are hereby each approved, confirmed and ratified; and
- (d) the directors of the Company (the “**Directors**”) be and are hereby authorised to execute all such documents and do all such acts and things as they consider desirable, necessary or expedient in connection with and to give effect to the General Offer and the transactions contemplated thereunder.”

2. “**THAT** subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment), the listing of, and permission to deal in, the Offer Shares (as defined below) in their fully-paid forms to the shareholders of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Open Offer (as defined below); (ii) the filing with and registration by the respective Registrars of Companies in Hong Kong and the Cayman Islands of all documents relating to the Open Offer as required by applicable law; and (iii) the obligations of Kingston Securities Limited (the “**Underwriter**”) under the underwriting agreement dated 21 August 2009 (the “**Underwriting Agreement**”) made between the Company and the Underwriter, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of

identification, becoming unconditional and the Underwriting Agreement not being terminated in accordance with its terms or otherwise:

- (a) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company be and is hereby approved;
- (b) the issue by way of a open offer of not less than 1,961,694,000 Shares and not more than 2,003,294,400 Shares (the “**Open Offer**”) at a price of HK\$0.40 per Offer Share on the basis of eight Offer Shares for every five Shares held on the Record Date (as defined below) to the Shareholders whose names appear on the register of members of the Company at the close of business on 29 September 2009 (or such other date as the Underwriter may agree in writing with the Company) (the “**Record Date**”) other than those Shareholders (the “**Prohibited Shareholders**”) whose registered addresses as shown on the register of members of the Company are outside Hong Kong and whom the directors of the Company, after making relevant enquiry, consider it necessary or expedient not to offer the Offer Shares to them on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, and on the terms and conditions as set out in the circular of the Company dated 14 September 2009 (the “**Circular**”) despatched to the Shareholders containing the notice convening this meeting, a copy of the Circular has been produced to this meeting marked “B” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved;
- (c) the directors of the Company be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the directors of the Company be and are hereby authorised to make such exclusions or other arrangements in relation to the Prohibited Shareholders as they may, at their absolute discretion, deem necessary, desirable or expedient;
- (d) the performance of all transactions contemplated under the Open Offer be and are hereby approved, confirmed and ratified; and
- (e) the directors of the Company be and are hereby authorised to do all acts, deeds and things and to sign and execute all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to carry out or to give effect to the Open Offer and any or all transactions contemplated in this resolution.”

By Order of the Board  
**Grandtop International Holdings Limited**  
**Hui Ho Luek, Vico**  
*Executive Director and Chief Executive Officer*

Hong Kong, 14 September 2009

*Head office and principal place of business in Hong Kong:*

Unit 3008, 30/F., Shun Tak Centre, West Tower,  
168-200 Connaught Road Central, Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
- (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 certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (4) In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, 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 and Ms. Wong Po Ling, Pauline as executive directors, Mr. Christian Lali Karembeu and Mr. Chan Wai Keung as non-executive directors, Mr. Chang Kin Man, Mr. Yau Yan Ming, Raymond and Mr. Zhou Han Ping as independent non-executive directors.*

*\* for identification purpose only*