



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 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 Level 5, Taishan Room, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Monday, 13 August 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

- (a) the placing agreement (“Placing Agreement”) dated 13 July 2007 entered into between the Company and Kingston Securities Limited (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), pursuant to which, inter alia, Kingston Securities Limited agreed to place for 138,240,000 warrants (“Warrants”) of the Company on a fully underwritten basis be and is hereby approved, ratified and confirmed;
- (b) the directors of the Company be and are hereby authorised to issue the Warrants in accordance with the warrant instrument constituting the Warrants;
- (c) any one director of the Company be and is hereby authorised to take such actions or execute such documents to effect the allotment and issue of the shares of the Company upon exercise of the Warrants and to do such other things (including affixing the Company’s common seal) and to take all such action as he or she considers necessary or desirable for the purpose of giving effect to the Placing Agreement, the issue of Warrants and the allotment and issue of shares of the Company upon exercise of the Warrants.”

By order of the Board
Grandtop International Holdings Limited
Hui Ho Luek, Vico
Executive Director

Hong Kong, 27 July 2007

* *For identification purpose only*

Registered Office:
Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
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 Company's Hong Kong Branch Share Registrar, 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. Lee Yiu Tung, Mr. Ip Wing Lun, Ms. Wong Po Ling, Pauline and Ms. Siu Bessie as executive directors, Mr. Fu Wing Kwok, Ewing as non-executive director, Mr. Chang Kin Man, Mr. Zhou Han Ping, and Mr. Yip Man Ki as independent non-executive directors.