



**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)

**Form of proxy for use at the Extraordinary General Meeting  
to be held on Monday, 10 September 2007  
(or at any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member of Grandtop International Holdings Limited (the “Company”) and the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote and act for me/us at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at Tianshan Room and Lushan Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 10 September 2007 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the Resolutions set out in the Notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION:	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To approve, ratify and confirm the entering into of the conditional sale and purchase agreement dated 23 July 2007 (“Agreement”) and the deed of variation dated 24 July 2007 (“Deed”) and all transactions contemplated under the Agreement and the Deed, and to authorise any one director of the Company 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 Agreement and the Deed		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature<sup>5</sup>: \_\_\_\_\_

- Notes:*
1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
  2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
  3. If any proxy other than the Chairman is preferred, strike out “Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
  4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
  5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
  6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
  7. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Branch Share Registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
  8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
  9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjourned meeting if you so wish.

\* For identification purpose only