



# 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 (the "Meeting") to be held on Monday, 7 July 2008 (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 Meeting (or at any adjournment thereof) of the Company to 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, with or without modification, the resolution set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution 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>
Subject to and conditional upon the grant of listing approval for the Conversion Shares (as defined in the circular to the shareholders of the Company dated 20 June 2008):  (a) to approve, ratify and confirm the entering into of the Subscription Agreement (as defined in the notice convening the Meeting to the shareholders of the Company dated 20 June 2008);  (b) to approve the terms and conditions of the Convertible Notes (as defined in the notice convening the Meeting to the shareholders of the Company dated 20 June 2008); and  (c) to authorise the directors of the Company:— (i) to issue the Convertible Notes; (ii) to 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 in the capital of the Company; and (iii) to 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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008 Signature<sup>5</sup>: \_\_\_\_\_

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
  - Please insert the number of shares in the capital of the Company 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 in the capital of the Company registered in your name(s).
  - If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING, or" 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.**
  - IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast your 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 in the notice convening the Meeting.
  - 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 executed under its common seal or under the hand of an officer or attorney duly authorized.
  - 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.
  - 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 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 appointed time for the holding of the Meeting (or at any adjournment thereof).
  - A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
  - Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

\* For identification purposes only