



# 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 ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 28 AUGUST 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 Annual General Meeting (and at any adjournment thereof) of the Company to be held at Salon III, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 28 August 2008 at 11:00 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 RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2008		
2.	(i) To re-elect Mr. Fan Zhi Yi as executive director		
	(ii) To re-elect Mr. Chan Wai Keung as non-executive director		
	(iii) To re-elect Mr. Yau Yan Ming Raymond as independent non-executive director		
	(iv) To re-elect Mr. Lee Yiu Tung as executive director		
	(v) To re-elect Mr. Chang Kin Man as independent non-executive director		
3.	To appoint Shu Lun Pan Horwath Hong Kong CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration		
4A	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company		
4B	To grant a general mandate to the directors of the Company to repurchase shares of the Company		
4C	To extend the general mandate granted to the directors to allot, issue and deal with the shares of the Company by the amount of shares repurchased		

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 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).
- 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.**
- 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.
- 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.
- 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 Company's Branch Share Registrar, Tricolor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later 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 purpose only