
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Grandtop International Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**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)****PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Grandtop International Holdings Limited to be held at Unit 3008, 30/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 8 December, 2009 at 4 p.m., or any adjournments thereof, is set out on pages 7 to 8 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Center, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Grandtop International Holdings Limited” to “Birmingham International Holdings Limited” and to adopt a new Chinese name “伯明翰環球控股有限公司” in place of the existing Chinese name “泓鋒國際控股有限公司” which has been used by the Company for identification purposes only
“Company”	Grandtop International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Effective Date”	the effective date of the Change of Company Name
“EGM”	the extraordinary general meeting of the Company to be held at Unit 3008, 30/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 8 December, 2009 at 4 p.m. or at any adjourned meeting thereof to consider and, if appropriate, to pass the special resolution set out in the Notice
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	means the notice convening the EGM which is set out on pages 7 to 8

DEFINITIONS

“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of par value of HK\$0.01 in the share capital of the Company
“Shareholder(s)”	holder of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

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

Non-executive Directors:

Mr. Christian Lali Karembou
Mr. Chan Wai Keung

Independent non-executive Directors:

Mr. Chang Kin Man
Mr. Yau Yan Ming, Raymond
Mr. Zhou Han Ping

Registered Office:

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

Head office and principal

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

9 November, 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

As disclosed in the announcement of the Company dated 13 October, 2009, the Board proposed the Change of Company Name. The purpose of this circular is to provide the Shareholders with information in respect of the special resolution to be proposed at the EGM for the Change of Company Name.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Grandtop International Holdings Limited” to “Birmingham International Holdings Limited” and to adopt a new Chinese name “伯明翰環球控股有限公司” in place of the existing Chinese name “泓鋒國際控股有限公司” which has been used by the Company for identification purposes only.

REASONS FOR THE CHANGE OF COMPANY NAME

Following completion of the acquisition of Birmingham City PLC by the Company as disclosed in the announcement of the Company dated 12 October, 2009, the Company and its subsidiaries will continue to carry out its existing business but will also engage in the activity of an English premier league football club. In order to better reflect and benefit the Company’s future development, the Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to:

1. the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
2. the approval of the Change of Company Name by the Registrar of Companies in the Cayman Islands.

The effective date of the Change of Company Name will be the date on which the new name of the Company is entered by the Registrar of Companies in the Cayman Islands on the register of companies in place of its existing name. The Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the shares of the Company and will be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, any issue of share certificates will be under the new name of the Company.

LETTER FROM THE BOARD

Further announcement will be made in relation to the Effective Date and the trading arrangements of the securities of the Company in its new name (including the date on which trading under the new name on the Stock Exchange will take effect) when the Change of Company Name has become effective.

EXTRAORDINARY GENERAL MEETING

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (i) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (ii) there are no other matters the omission of which would make any statement in this circular misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on the bases and assumptions that are fair and reasonable.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposed special resolution for the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of such resolution at the EGM.

By Order of the Board

Grandtop International Holdings Limited

Hui Ho Luek, Vico

Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that the extraordinary general meeting (the “Meeting”) of Grandtop International Holdings Limited (the “Company”) will be held at Unit 3008, 30/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 8 December, 2009 at 4 p.m. to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Grandtop International Holdings Limited” to “Birmingham International Holdings Limited 伯明翰環球控股有限公司” and that the Directors be and are hereby authorized to do all such acts and things and execute all documents that they consider necessary or expedient to effect the change of name and attend to any necessary registration in Hong Kong for and on behalf of the Company”.

By Order of the Board

Grandtop International Holdings Limited

Hui Ho Luek, Vico

Executive Director and Chief Executive Officer

Hong Kong, 9 November, 2009

Head office and principal place of business in Hong Kong:

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

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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, if he is a holder of more than one share, more than one proxy to attend and, subject to the provisions of the articles of association 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 and in such event, the proxy shall be deemed to be revoked.
- (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.