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Application Form No.
申請表格編號

IMPORTANT
重要提示

TERMS DEFINED IN THE PROSPECTUS OF GRANDTOP INTERNATIONAL HOLDINGS LIMITED (THE "Company") DATED 30 SEPTEMBER 2009 (THE "PROSPECTUS") SHALL HAVE THE SAME MEANINGS WHEN USED HEREIN UNLESS THE CONTEXT OTHERWISE REQUIRES. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

除文意另有所指外，泓鋒國際控股有限公司(「本公司」)於二零零九年九月三十日刊發之發售章程(「發售章程」)所界定詞彙與本文件所使用者具有相同涵義。閣下如對本文件之任何方面或應採取之行動有任何疑問，應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

THIS DOCUMENT IS VALUABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS DOCUMENT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO ACCEPT THE OFFER SHARES OFFERED TO HIM/HER/IT/THEM. THE OFFER CONTAINED IN THIS DOCUMENT EXPIRES AT 4:00 P.M. ON 14 OCTOBER 2009.

此乃屬有價值之文件，請即處理。本文件不可轉讓，只供下列親接納提呈發售予後之發售股份之合資格股東使用。本文件所載要約建議於二零零九年十月十四日下午四時正截止。

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A copy of this application form, together with a copy of the Prospectus and the consent letter referred to in the paragraph headed "Expert and Consent" in Appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Cap. 32 of the laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission in Hong Kong take no responsibility as to the contents of any of these documents.

本申請表格之副本連同發售章程之副本及發售章程附錄三「專家及同意」一段所述之同意書，已依據香港法例第32章公司條例第342C條之規定送呈香港公司註冊處登記。香港公司註冊處及香港證券及期貨事務監察委員會對任何該等文件之內容概不負責。

Dealings in the securities in the Company may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your licensed securities dealer, bank manager, solicitor, professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

本公司證券之買賣乃透過中央結算及交收系統(中央結算系統)進行交收。閣下應諮詢閣下之持牌證券交易商、銀行經理、律師及專業顧問有關該等交收安排之詳情，以及該等安排可能對閣下之權利及權益構成之影響。



GRANDTOP INTERNATIONAL HOLDINGS LIMITED

泓鋒國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 2309)

(股份代號: 2309)

OPEN OFFER OF 1,961,694,400 OFFER SHARES
AT A PRICE OF HK\$0.40 PER OFFER SHARE
ON THE BASIS OF EIGHT OFFER SHARES
FOR EVERY FIVE EXISTING SHARES
HELD ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 P.M. ON 14 OCTOBER 2009

不遲於二零零九年十月十四日下午四時正前

按於記錄日期每持有五股現有股份

獲發八股發售股份之基準(須於接納時繳足)

按每股發售股份0.40港元之價格公開發售1,961,694,400股發售股份

APPLICATION FORM
申請表格

Branch Share Registrar in Hong Kong:

Tricor Tengis Limited

26th Floor

Tesbury Centre

28 Queen's Road East

Wanchai,

Hong Kong

香港股份過戶登記分處:

卓佳登捷時有限公司

香港

灣仔

皇后大道東28號

金鐘匯中心26樓

Head Office and Principal place of

business in Hong Kong:

Unit 300B, 30th Floor,

West Tower, Shun Tak Centre,

No. 168-200 Connaught Road Central

Hong Kong

香港總辦事處及主要營業地點:

香港

干諾道中168-200號

信德中心西座

30樓300B室

Name(s) and address of Qualifying Shareholder(s)

合資格股東名稱及地址

BOX A

甲欄

Number of Shares registered in your name(s) on 29 September 2009

於二零零九年九月二十九日以閣下名義登記之股份數目

Number of Offer Shares in your assured allotment

閣下獲保證配發之發售股份數目

BOX B

乙欄

Amount payable when applied in full

於全數申請認購時應付之款額

BOX C

丙欄

HK\$

港元

BOX D

丁欄

Remittance enclosed

隨附股款

HK\$

港元

Note: The number of Offer Shares applied for cannot exceed the number as specified in Box B above.

附註: 所申請認購之發售股份數目不可超過上文乙欄所示之數目。

Application can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares being applied for and amount of remittance enclosed (calculated as the number of Offer Shares being applied for multiplied by HK\$0.40).

申請僅可由上述登記合資格股東作出

請於丁欄填上閣下所申請認購之發售股份數目及隨附股款金額(按所申請認購發售股份數目乘以0.40港元計算)

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of eight Offer Shares for every five existing Shares held on 29 September 2009.

If you wish to apply for any number of Offer Shares that is equal to or less than your assured entitlement of Offer Shares set out in Box B above, you should complete and sign this application form, and lodge the form(s) together with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares being applied for with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "Grandtop International Holdings Limited - Open Offer" and crossed "Account Payee Only" and comply with the procedures set out overleaf. If the number of Offer Shares you wish to apply for is less than your assured entitlement, fill in Box D with the number of Offer Shares you wish to apply for and include in your remittance the appropriate amount. If the amount remitted is more or less than that payable for the number of Offer Shares you have indicated in Box D, or if you have not filled in Box D, the application will be treated as being made for the maximum number of Offer Shares that could be applied for at the Subscription Price under this Application Form and any balance will be refunded to you. No application(s) of Offer Shares can be made by any person who were Prohibited Shareholders.

Note: Under bad weather conditions, the Latest Time for Acceptance will be postponed. For details, please refer to the paragraph headed "Effect of Bad Weather" overleaf.

閣下有權透過填寫本申請表格申請認購相等或於或少於上文乙欄所列閣下保證配額之任何發售股份數目。根據發售章程所述，上述要約乃向名列本公司股東名冊而屬合資格股東之人士作出，基準為按於二零零九年九月二十九日每持有五股現有股份獲保證配發八股發售股份。

閣下如欲申請認購相等或於或少於上文乙欄所列閣下發售股份保證配額之任何發售股份數目，閣下應填妥及簽署本申請表格，並將表格連同申請認購發售股份涉及之全數應繳款項之適當股款，交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。根據本申請表格申請認購發售股份之所有申請股款必須為港元，並須註明抬頭人為「Grandtop International Holdings Limited - Open Offer」及以「只准入抬頭人賬戶」方式劃線開出，並須符合背頁所載程序。閣下如欲申請少於閣下保證配額之發售股份數目，請於丁欄填上閣下欲申請之發售股份數目，並附上應繳付之適當股款。倘所繳交款項多於或少於閣下於丁欄所示發售股份數目應付之款項，或倘閣下並無填妥丁欄，則申請將被視為根據本申請表格按認購價可申請之最高發售股份數目作出，而任何餘款將退還閣下。屬受禁制股東之任何人士不得申請認購發售股份。

附註: 於惡劣天氣情況下，最後接納時間將延遲。有關詳情，請參閱背頁「惡劣天氣之影響」一段。

* For identification purposes only

* 僅供識別



GRANDTOP INTERNATIONAL HOLDINGS LIMITED

泓鋒國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 2309)
(股份代號: 2309)

To: Grandtop International Holdings Limited
致: 泓鋒國際控股有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of Shares, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at the subscription price of HK\$0.40 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D), I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 30 September 2009 and subject to the memorandum of association and articles of association of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and application procedures set out overleaf and agree to be bound thereby.

敬啟者：

本人/吾等為背頁所列股份之登記持有人，現申請認購乙欄(或倘及僅倘填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.40港元之認購價計算須於申請時繳足之股款**。本人/吾等謹此依照日期為二零零九年九月三十日之發售章程所載條款及條件，以及在貴公司之組織章程大綱及組織章程細則之規限下，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之該等發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入股東名冊，作為前述有關發售股份或任何較少數目發售股份之持有人，並請貴公司將有關股票按背頁所示地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact telephone number 請填上聯絡電話號碼	
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Signature(s) of shareholder(s)
(all joint shareholder(s) must sign)
股東簽署
(所有聯名股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2009

日期：二零零九年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情：

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份之數目 (即丁欄(如未有填妥，則乙欄)所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which the total specified in Box C) 股款總額 (即丁欄(如未有填妥，則丙欄)所列明之總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/Banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier orders should be crossed "**Account Payee Only**" and made payable to "**Grandtop International Holdings Limited – Open Offer**" (see the section headed "Procedure for Application and Payment on the reverse side of this form)

** 支票或銀行本票須以「**只准入抬頭人賬戶**」方式劃線開出，並以「**Grandtop International Holdings Limited – Open Offer**」為抬頭人(請參閱本表格背頁「申請及付款手續」一節)

Valid application for a number of Offer Shares which is less than or equal to a Qualifying Shareholder's entitlement will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公开发售之條件已獲達成，認購少於或相等於合資格股東配額之發售股份數目之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將被視作申請認購已收款項所涉及之發售股份數目。倘股款少於認購所填數目之發售股份所需股款，則閣下將被視作申請認購全數已收款項所涉及之發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。

* For identification purposes only
* 僅供識別



GRANDTOP INTERNATIONAL HOLDINGS LIMITED

泓鋒國際控股有限公司*

(於開曼群島註冊成立之有限公司)

(股份代號: 2309)

敬啟者:

緒言

根據於二零零九年九月三十日刊發之發售章程(「發售章程」)所載條款及受其條件規限,本公司正在按於二零零九年九月二十九日(星期二)(「記錄日期」)每五股登記於合資格股東名下之現有股份獲發八股發售股份之基準,向合資格股東發售發售股份。閣下持有之股份列於甲欄,而閣下獲保證配發之發售股份數目列於乙欄。除文義另有所指外,發售章程所界定之詞彙與本文件所採用者具有相同涵義。

本公司並無亦不會根據香港以外任何司法權區之任何適用證券或對等法例將就公開發售刊發之章程文件登記或存檔。本公司並無在香港以外任何地區採取任何行動以批准發售股份或派發就公開發售刊發之任何文件(惟發售章程及海外函件副本將寄發予受禁制股東,僅供彼等參考)。因此,概不會向任何受禁制股東發售發售股份,及概不會接納受禁制股東提交之申請表格。原應發售予受禁制股東之發售股份及未獲合資格股東接納之發售股份將由包銷商接納。

發售股份將在各方面與於繳足股款發售股份配發當日之已發行股份享有同等權益,包括有權收取該日或之後可能宣派、作出或派付之一切股息及分派。

申請及付款手續

閣下如欲接納閣下之保證配額(相等於或少於乙欄所示之發售股份數目),則須將本申請表格整份連同丙欄或丁欄所載之於接納時應繳之全部款項,於二零零九年十月十四日(星期三)(或在惡劣天氣情況下,下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付,支票須由香港持牌銀行之賬戶開出,或銀行本票須由香港持牌銀行發出,並註明抬頭人為「Grandtop International Holdings Limited — Open Offer」及以「只准入抬頭人賬戶」方式劃線開出。有關付款將構成接納本申請表格及發售章程之條款,並受限於本公司之組織章程大綱及組織章程細則。申請繳款將不會獲發收據。所接納申請涉及之任何發售股份之股票將於二零零九年十月二十日(星期二)或之前按背頁所示地址以平郵方式寄發予合資格股東(而倘為聯名合資格股東,則寄發予排名首位之合資格股東),郵誤風險概由彼等自行承擔。

謹請留意,除非本申請表格連同丙欄或丁欄所示之適當股款已如上文所述於二零零九年十月十四日(星期三)(或在惡劣天氣情況下,下文「惡劣天氣之影響」一段所述之有關較後日期)下午四時正前遞交,否則本申請表格及一切有關權利將被視為已被放棄,而有關發售股份將由包銷商接納。本公司可(全權酌情但並無責任)視申請表格(以上述方式遞交)為有效,並對自行或由代表遞交申請表格之人士具約束力(即使該等人士並未依照有關指示填妥申請表格)。本公司可要求有關申請人將未填妥之申請表格於稍後填妥。

受禁制股東

除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈要約或邀請,否則於任何香港以外地區或司法權區接獲發售章程或本申請表格之人士,概不得視為申請認購發售股份之要約或邀請。香港境外任何人士如欲申請認購發售股份,均有責任自行遵守一切有關司法權區之法例及規例,包括取得任何政府或其他同意,以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。

填妥及交回本申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有相關地區有關接納發售股份之所有登記、法律及監管規定。閣下如對本身之狀況有任何疑問,應諮詢閣下之專業顧問。

惡劣天氣之影響

於以下情況下,接納發售股份及支付股款之最後時間將不會生效:倘八號或以上熱帶氣旋警告信號或「黑色」暴雨警告(i)於二零零九年十月十四日(星期三)中午十二時正前任何本地時間在香港生效,而於中午十二時正後不再生效,則接納發售股份及支付股款之最後時間將延至同日下午五時正;(ii)於二零零九年十月十四日(星期三)中午十二時正至下午四時正期間任何本地時間在香港生效,則接納發售股份及支付股款之最後時間將改為於上午九時正至下午四時正期間任何時間任何該等警告並無生效之下一個營業日下午四時正。

倘接納發售股份及支付股款之最後時間並無於二零零九年十月十四日(星期三)生效,則本節所述之日期可能會受到影響。在該情況下,本公司將作出公佈。

終止包銷協議

倘於最後終止時間(惟就包銷協議而言,倘最後終止時間為當日上午九時正至下午四時正於香港懸掛八號或以上熱帶氣旋警告信號或黑色暴雨警告信號或該等信號維持懸掛之營業日,則最後終止時間將為當日上午九時正至下午四時正並無於香港懸掛八號或以上熱帶氣旋警告信號或黑色暴雨警告信號或該等信號並無維持懸掛之下一個營業日)前:

(1) 包銷商全權認為公開發售之順利進行將會因以下事件而受到重大及不利影響:

- 頒佈任何新規例或現行法例或規例(或其司法詮釋)出現任何變動或發生任何其他有關事件(不論其性質為何),而包銷商全權認為會對本集團整體業務或財政或貿易狀況或前景構成重大及不利影響或對公開發售重大不利;或
- 發生有關政治、軍事、金融、經濟或其他性質(無論是否與前述任何一項同類)之任何本地、國家或國際事件或變動(無論是否構成於包銷協議日期之前及/或之後所發生或持續發生之一連串事件或變動之一部分),或本地、國家或國際爆發敵對行為或武裝衝突或該等行為或衝突升級,或可影響本地證券市場之事件,而包銷商全權認為會對本集團整體業務或財政或貿易狀況或前景構成重大及不利影響;或
- 本集團整體業務或財政或貿易狀況或前景出現任何重大不利變動;或
- 出現任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工,而包銷商全權認為會對本集團整體業務或財政或貿易狀況或前景構成重大及不利影響;或
- 由於出現特殊之財政情況或其他原因而全面禁止、暫停或嚴格限制股份在聯交所之買賣;或
- 整體證券或本公司證券於聯交所暫停買賣超過十個連續營業日(定義見上市規則),不包括就核准本公佈、章程文件或有關公開發售之其他公佈或通函而引致之任何暫停買賣;或

(2) 市場狀況出現任何重大不利變動(包括但不限於財政或金融政策或外匯或貨幣市場之變動,證券買賣暫停或受到限制以及貨幣狀況變動,就本段而言包括香港貨幣價值與美元堅合眾國貨幣價值掛鈎之聯繫匯率制度變動),而包銷商全權認為導致進行公開發售屬不宜或不智;或

(3) 發售章程於刊發時載有關於包銷協議日期前本公司未曾公開公佈或刊發之資料(與本集團業務前景或狀況或與其遵守任何法例或上市規則或任何適用規例有關),而包銷商全權認為該等資料對本集團整體而言屬重大及可能對公開發售之順利進行構成重大及不利影響。

倘包銷商根據包銷協議之條款向本公司發出終止通知,包銷商於包銷協議項下之所有責任將會終止,任何訂約方不得就包銷協議所產生或與之有關之任何事宜或事情向任何其他方提出任何索償,惟本公司仍須向包銷商支付包銷商產生之任何合理法律費用及其他合理實付開支,惟倘包銷協議並無成為無條件或倘包銷商根據包銷協議終止包銷協議,則須向包銷商支付2.5%包銷費。倘包銷商行使其權利終止包銷協議,則公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票將於收取後立即過戶,而有關款項所賺取之所有利息(如有)將撥歸本公司所有。填妥及遞交本申請表格連同支付申請認購發售股份股款之支票或銀行本票,即表示申請人作出保證,有關支票或銀行本票將於首次過戶時兌現。倘任何支票或銀行本票於首次過戶時未能兌現,則本申請表格可遭拒絕受理,而在該情況下,閣下之保證配額及其項下之所有權利將被視為被放棄並將註銷。

發售股份之股票

預期繳足股款發售股份之股票將於二零零九年十月二十日(星期二)或之前以平郵方式寄予應得人士之登記地址,郵誤風險概由彼等自行承擔。閣下將就所有配發予閣下之發售股份收取一張股票。

一般事項

遞交已由獲發申請表格之人士簽署之申請表格,即已確實證明遞交上述文件之人士有權處理申請表格,並有權收取有關發售股份之股票。

所有文件(包括應付款項之支票(如有))將以平郵方式寄予應得人士之登記地址,郵誤風險概由彼等承擔。

發售章程所載有關申請認購發售股份之條款及條件將予以適用。申請表格及任何發售股份之申請均受香港法例管轄,並按其詮釋。

載有公開發售詳情之發售章程副本可於本公司之香港股份過戶登記分處卓佳登捷時有限公司索取,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

此致

列位合資格股東 台照

代表董事會
泓鋒國際控股有限公司
執行董事兼首席執行官
許浩略

* 僅供識別