



GRANDTOP INTERNATIONAL HOLDINGS LIMITED

(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, 13 August 2007 (or at any adjournment thereof)

I/We¹ _____ of _____
_____ being a member of Grandtop

International Holdings Limited (the "Company") and the registered holder(s) of _____
shares² of HK\$0.01 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**,
or³ _____ 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 Level 5, Taishan Room, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court
Road, Central, Hong Kong on Monday, 13 August 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 ⁴	AGAINST ⁴
To approve, ratify and confirm the Placing Agreement; to authorize the directors of the Company to issue the Warrants in accordance with the warrant instrument constituting the Warrants; and to authorize any one director of the Company to take such actions or execute such documents to give effect to the Placing Agreement, the issue of Warrants and the allotment and issue of shares of the Company upon exercise of the Warrants		

Dated this _____ day of _____ 2007 Signature⁵: _____

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, 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.