

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Grandtop International Holdings Limited (hereinafter referred to as the "Company") will be held at Salon III, 1st Floor, Harbour Plaza Hotel, 20 Tak Fung Street, Hunglum, Kowloon, Hong Kong on 27 August 2003 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors for the year ended 31 March 2003;
2. To re-elect retiring Director of the Company and to fix the remuneration of the Directors;
3. To re-appoint the auditors of the Company and authorise the Directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:-

"THAT:-

- (A) subject to paragraph (C) below, the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its issued shares at a price determined by the Directors;
- (C) the aggregate nominal amount of shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors of the Company pursuant to the approval in paragraph (A) above shall, in the case of shares of the Company, not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said authority shall be limited accordingly;
- (D) for the purposes of this Resolution:-

"Relevant Period" means the period from the date of passing of this Resolution until whichever is the earliest of:-

- i) the conclusion of the next Annual General Meeting of the Company;
- ii) the expiration of the period within the next Annual General Meeting of the Company is required either by the Company's Articles of Association or law to be held; and
- iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting."

NOTICE OF ANNUAL GENERAL MEETING (continued)

5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:-

“THAT:-

- (A) Subject to paragraph (C) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval grant in paragraph (A) of this Resolution, otherwise than pursuant to (i) a Right Issue, or (ii) the Share Option Scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company’s Articles of Association, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (D) for the purposes of this Resolution:-

“Relevant Period” shall have the same meaning as ascribed to it under Resolution set out in paragraph 4(D) of the Notice convening this Meeting; and

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING (continued)

6. As special business, to consider and, if thought fit, pass with or without amendments the following as an Ordinary Resolution:-

“THAT:-

conditional upon the passing of Ordinary Resolutions set out in paragraphs 4 and 5 of the Notice convening this Meeting, the general mandate granted to the Directors of the Company pursuant to the Ordinary Resolution set out in paragraph 5 of the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares in the capital of the Company that shall have been repurchased by the Company under the authority granted pursuant to and in accordance with the Ordinary Resolution set out in paragraph 4 of the Notice convening this Meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of share capital of the Company as at the date of passing this Resolution.”

7. To transact any other business.

By Order of the Board
Siu Kwok Kin, Garry
Chairman

Hong Kong, 23 July 2003

Notes:

- (i) A member entitled to attend and vote at the meeting convened is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Branch Registrar in Hong Kong, Tengis Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight hours before the time fixed for holding of the meeting and adjourned meeting.
- (iii) With respect to the resolution set out in paragraph 4 of the notice, approval is being sought from shareholders for a general mandate to be given to the Directors to repurchase shares of the Company.
- (iv) With respect to the resolutions set out in paragraphs 5 and 6 of the notice, approval is being sought from shareholders for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (v) The annual report of the Company for the year ended 31 March 2003 also containing this notice together with a circular setting further information regarding resolutions set out in paragraphs 4 to 6 above will be dispatched to shareholders as soon as practicable.
- (vi) The Register of Members of the Company will be closed from 22 August 2003 to 27 August 2003 both days inclusive, during which period no transfer of shares will be registered.

In order to qualify for attending the annual general meeting to be held on 27 August 2003, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on 21 August 2003.