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## **GRANDTOP INTERNATIONAL HOLDINGS LIMITED**

### **泓鋒國際控股有限公司\***

*(Incorporation in the Cayman Islands with limited liability)*

**(Stock code: 2309)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 9 SEPTEMBER 2009 AND RETIREMENT OF DIRECTOR**

The board of directors (the “Board”) of Grandtop International Holdings Limited (the “Company”) is pleased to announce that, on 9 September 2009, the Company held the AGM at which all resolutions set out in the notice of the AGM dated 7 August 2009 (the “Resolutions”) were duly passed by way of poll.

Reference is made to the circular of the Company dated 7 August 2009 (the “Circular”) and notice of the annual general meeting (the “AGM”) held by the Company on 9 September 2009 (the “Notice”). Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

#### **RESULTS OF THE AGM**

The Board is pleased to announce that all Resolutions set out in the notice of the AGM dated 7 August 2009 were duly passed by way of poll by the Shareholders at the AGM. The poll results in respect of the Resolutions were as follows:

<b>Ordinary Resolutions:</b>		<b>No. of Shares Voted (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive, consider and adopt the audited financial statements and the directors’ reports and auditors’ report for the year ended 31 March 2009.	406,395,000 (100%)	0 (0%)
2.	(A) To re-elect Mr. Hui Ho Luek, Vico as an executive director;	406,395,000 (100%)	0 (0%)
	(B) To re-elect Mr. Steven McManaman as an executive director;	406,395,000 (100%)	0 (0%)
	(C) To re-elect Ms. Wong Po Ling, Pauline as an executive director;	406,395,000 (100%)	0 (0%)
	(D) To authorise the board of directors to fix the remuneration of the directors.	406,395,000 (100%)	0 (0%)

<b>Ordinary Resolutions:</b>		<b>No. of Shares Voted (%)</b>	
		<b>For</b>	<b>Against</b>
3.	To appoint BDO Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.	406,395,000 (100%)	0 (0%)
4.	(A) To grant a general mandate to the Directors to issue, allot and deal with new shares of the Company.	326,395,000 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase shares of the Company.	406,395,000 (100%)	0 (0%)
	(C) To extend the general mandate to the Directors to allot, issue and deal with the shares of the Company by the amount of shares repurchased.	326,395,000 (100%)	0 (0%)
<b>Special Resolution:</b>			
5.	To approve the amendments to the Articles of Association of the Company as set out in the Notice.	406,395,000 (100%)	0 (0%)

*Notes:*

- (1) The full text of the Resolutions is set out in the notice of the AGM dated 7 August 2009.
- (2) As at the date of the AGM,
  - (a) The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 1,226,059,000; and
  - (b) No Shareholder was entitled to attend and vote only against the Resolutions at the AGM.
- (3) There were no restrictions on the Shareholders to cast votes on any Resolutions at the AGM.
- (4) Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking in respect of the Resolutions.

## **RETIREMENT OF DIRECTOR**

As disclosed in the Circular, Mr. Fan Zhi Yi ("Mr. Fan"), an executive Director, has retired by rotation at the AGM in accordance with 87(1) of the Articles of Association but did not offer himself for re-election at the AGM for personal reasons. Mr. Fan has confirmed to the Board that there is no disagreement between himself and the Board and there is no matter that needs to be brought to the attention of Shareholders or the Stock Exchange in relation to his retirement from office. The Board would like to take this opportunity to express its gratitude to Mr. Fan for his past contributions to the Company.

By Order of the Board  
**Grandtop International Holdings Limited**  
**Hui Ho Luek, Vico**  
*Executive Director and Chief Executive Officer*

Hong Kong, 9 September 2009

*As at the date of this announcement, the directors of the Company are Mr. Yeung Ka Sing, Carson, Mr. Hui Ho Luek, Vico, Mr. Steven McManaman, Mr. Lee Yiu Tung, Mr. Ip Wing Lun and Ms. Wong Po Ling, Pauline as executive directors, Mr. Christian Lali Karembou and Mr. Chan Wai Keung as non-executive directors, Mr. Chang Kin Man, Mr. Yau Yan Ming, Raymond and Mr. Zhou Han Ping as independent non-executive directors.*

\* for identification purpose only