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## **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)**

### **DISCLOSEABLE TRANSACTION REGARDING ESTABLISHMENT OF BIRMINGHAM CHARITY FUND**

On 18 November 2009, the Company entered into the Cooperation Agreement with China Foundation for Disabled Persons (中國殘疾人福利基金會) whereby the Company has agreed to establish the Birmingham Charity Fund (伯明翰集善基金) under China Foundation for Disabled Persons and will, through a subsidiary to be established by the Company in the name of Birmingham (China) Company Limited (伯明翰(中國)有限責任公司) in Mainland China, donate up to an aggregate amount of RMB50,000,000 (equivalent to approximately HK\$56,818,182) to the Birmingham Charity Fund during the 5-year period from the date of the Cooperation Agreement of RMB10,000,000 (equivalent to approximately HK\$11,363,636) each year.

The entering into of the Cooperation Agreement and the payment of the Donation constitute a discloseable transaction for the Company under the Listing Rules.

### **ESTABLISHMENT OF BIRMINGHAM CHARITY FUND**

On 18 November 2009, the Company entered into a cooperation agreement (the “Cooperation Agreement”) with China Foundation for Disabled Persons (中國殘疾人福利基金會) whereby the Company has agreed to establish the Birmingham Charity Fund (伯明翰集善基金) under China Foundation for Disabled Persons and will, through a subsidiary to be established by the Company in the name of Birmingham (China) Company Limited (伯明翰(中國)有限責任公司) in Mainland China engaging in advertising, marketing and sponsorship businesses, donate up to an aggregate amount of RMB50,000,000 (equivalent to approximately HK\$56,818,182) (the “**Donation**”) to the Birmingham Charity Fund during the 5-year period from the date of the Cooperation Agreement of RMB10,000,000 (equivalent to approximately HK\$11,363,636) each year.

\* *For identification purpose only*

China Foundation for Disabled Persons was established on 15 March 1984 in Beijing as a national welfare foundation approved by State Council. Its principles are humanity, care and service to disabled people. Mr. Deng Pufang, Chairman of China Foundation for Disabled Persons, has emphasized that the foundation shall innovate and endeavor to become an open, transparent, efficient and trustworthy world-class foundation.

The Birmingham Charity Fund has the mission of supporting charities and promoting the welfare and benefits of disabled persons in China. Pursuant to the Cooperation Agreement, China Foundation for Disabled Persons will be responsible for planning, coordinating and organizing the charitable activities of the Birmingham Charity Fund in Mainland China. A management committee responsible for supervising the management and use of the Birmingham Charity Fund will be jointly set up by the Company and China Foundation for Disabled Persons.

Under the Cooperation Agreement, the Company shall, within 5 business days from the date of the signing of the Cooperation Agreement, donate an initial amount of RMB5,000,000 (equivalent to approximately HK\$5,681,818) to the Birmingham Charity Fund with the balance of RMB5,000,000 (equivalent to approximately HK\$5,681,818) being paid within 1 year from the date of signing of the Cooperation Agreement. The Company shall thereafter, through Birmingham (China) Company Limited (伯明翰(中國)有限責任公司), donate up to RMB10,000,000 (equivalent to approximately HK\$11,363,636) to the Birmingham Charity Fund on or before 18 November each year up to the expiry of the 5-year period from the date of the Cooperation Agreement.

## **REASONS FOR AND BENEFITS OF THE ESTABLISHMENT OF BIRMINGHAM CHARITY FUND**

The Company is an investment holding company. The Company and its subsidiaries are principally engaged in apparel sourcing, apparel trading and sales support services and the activity of a Premier League football club.

The Company's business in operating a Premier League football club and its market position in promoting the football industry in Mainland China has helped the Company to establish a responsible, reputable and reliable brand-name image. Participating in charities is a crucial strategy of the Company in building brand image in Mainland China with a strong sense of social responsibility. Setting up Birmingham Charity Fund will help the Company to further build up and market its charitable reputation in Mainland China. Birmingham City Football Club Plc. has also been actively participating in charitable activities in the United Kingdom. The entering into of the Cooperation Agreement will create beneficial opportunities for the Group in building up a business network with other donors at the China Foundation for Disabled Persons that can assist the Group to seek potential sponsors and develop its business in Mainland China.

## **IMPLICATION UNDER THE LISTING RULES**

The entering into of the Cooperation Agreement and the payment of the Donation constitute a discloseable transaction for the Company under the Listing Rules.

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

Hong Kong, 20 November 2009

*As at the date of this announcement, the executive Directors 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, the non-executive Directors are Mr. Christian Lali Karembou and Mr. Chan Wai Keung and the independent non-executive Directors are Mr. Chang Kin Man, Mr. Yau Yan Ming, Raymond and Mr. Zhou Han Ping.*

*The exchange rate used in this announcement is HK\$1=RMB0.88.*