



GRANDY CORPORATION

泓迪有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We¹, _____
of¹ _____
being the registered holder(s) of² _____ share(s) of
HK\$0.01 each in the issued share capital of Grandy Corporation (the "Company") hereby appoint³ the Chairman of
the meeting or _____ of _____ or
failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10/F., Luk Kwok Centre, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 30 September 2004, at 10:15 a.m. or immediately after the extraordinary general meeting to be held on the same date and at any adjournment thereof on the under-mentioned resolutions referred to in the notice convening the Annual General Meeting, or if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For ⁴	Against ⁴
1.	To receive and consider the audited financial statements and the directors' and auditors' reports of the Company for the year ended 31 March 2004.		
2.	(A) To re-elect Mr. Chan Hon Chiu as director.		
	(B) To authorize the board of directors to fix the remuneration of the directors.		
3.	To re-appoint auditors and authorize the board of directors to fix their remuneration.		
4.	To give a general mandate to the board of directors to issue additional new shares.		
5.	To give a general mandate to the board of directors to repurchase shares of the Company.		
6.	To extend the general mandate granted to the board of directors to issue additional shares.		

Date: _____

Signature(s)⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Any shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by the appointor, or his attorney duly authorized in writing, or if such appointor be a corporation, either under its Common Seal or under the hand of an officer, attorney or other person so authorized.
6. In the case of joint registered 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 holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's principal place of business in Hong Kong at 10/F., Luk Kwok Centre, 72 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjournment thereof.
8. Any alterations made in this proxy form should be initialed by the person who signs it.

* for identification purpose only