



Grandy Corporation 泓迪有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8143)

EXTRAORDINARY GENERAL MEETING PROXY FORM

Proxy form for use by shareholders at the extraordinary general meeting (the "Meeting") to be convened at 10/F., Luk Kwok Centre, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 May 2005 at 11:00 a.m.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of HK\$0.01 each of Grandy Corporation (the "Company") hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at 10/F., Luk Kwok Centre, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 May 2005 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast on a poll ^(notes d and e).

Ordinary Resolution	For	Against
To approve the consolidation of every five issued and unissued ordinary shares of HK\$0.01 each in the ordinary share capital of the Company into one ordinary share of HK\$0.05 each		

Dated this _____ day of _____ 2005

Signature: _____ ^(notes f to i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of ordinary shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in **BLOCK CAPITAL LETTERS** in the space provided. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- If you wish to vote for the resolution set out above, please tick ("✓") in the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If no indication is given, the proxy will vote or abstain at his/her discretion.
- Corporations must execute this proxy form under common seal or by an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- If this proxy form is signed by a person under a power of attorney or any other authority on your behalf, a certified copy of that power of attorney or other authority must be deposited with the Company's branch registrar in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed must be lodged with the Company's branch registrar in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

* For identification purpose only