



GRANDY CORPORATION

泓迪有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8143)

EXTRAORDINARY GENERAL MEETING FORM OF PROXY

Form of Proxy for use by shareholders at the extraordinary general meeting (the "Meeting") to be convened at Room 1902, 19th Floor, Sing Pao Building, No. 101 King's Road, North Point, Hong Kong on Tuesday, 3 January 2006 at 11:00 a.m. and at any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.05 each in the capital of Grandy Corporation (the "**Company**"), hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(Note 3) at the Meeting to be held at Room 1902, 19th Floor, Sing Pao Building, No. 101 King's Road, North Point, Hong Kong on Tuesday, 3 January 2006 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.

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
To approve the placing agreement dated 25 November 2005 entered into between the Company and Hantec Capital Limited ^(Note 5)		

Dated this _____ day of _____ 200 _____

Signature: _____ ^(Notes 6 to 9)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If a number is inserted, this form of proxy 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).
3. 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. **Any alteration made to this form of proxy must be initialed by the person who signs it.** If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
4. **IMPORTANT: 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 ("✓") in the box marked "Against". If no indication is given, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice of the Meeting.**
5. The full text of this resolution appears in the notice convening the Meeting date 15 December 2005.
6. Corporations must execute this form of proxy 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.
7. In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney or authority, must be lodged with the Company's principal place of business in Hong Kong at Room 1902, 19th Floor, Sing Pao Building, No.101 King's Road, North Point, Hong Kong by not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
8. Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
9. 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