



GRANDY CORPORATION

泓迪有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

Form of Proxy for Extraordinary General Meeting

Form of proxy for use by shareholders at the extraordinary general meeting (the "EGM") to be convened at Room 1902, 19th Floor, Sing Pao Building, No. 101 King's Road, North Point, Hong Kong on Tuesday, 9 May 2006 at 11:00 a.m. and at any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.05 each in the capital of Grandy Corporation (the "**Company**"), hereby appoint the Chairman of the EGM or _____
of _____
to act as my/our proxy ^(Note 3) attend and, on a show of hands or a poll, vote for me/us and on my/our behalf at the EGM to be held at Room 1902, 19th Floor, Sing Pao Building, No. 101 King's Road, North Point, Hong Kong on Tuesday, 9 May 2006 at 11:00 a.m. and at any adjournment thereof in respect of the resolutions as indicated below or, if no such indication is given to vote or abstain from voting, as my/our proxy thinks fit.

	Ordinary resolutions	For ^{Note 4}	Against ^{Note 4}
1.	To approve the increase in the authorized share capital of the Company.		
2.	To give a general mandate to the board of directors to issue additional new shares. (by way of poll)		
3.	To give a general mandate to the board of directors to repurchase shares of the Company.		
4.	To extend the general mandate granted to the board of directors to issue additional shares.		
5.	To consider and approve the refreshment of the 10% limit on grant of options under the share option scheme of the Company.		

Dated this _____ day of _____ 2006

Signature(s): _____ ^(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 a person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed as your proxy in **BLOCK CAPITAL LETTERS** in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it.** If a proxy is attending the EGM on your behalf, such proxy shall produce his/her own identity paper.
4. **IMPORTANT: If you wish to vote for the resolutions set out above, please tick ("✓") in the box marked "For". If you wish to vote against the resolutions, 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 EGM.**
5. The full text of these resolutions appears in the notice convening the EGM dated 20 April 2006.
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 EGM, 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 EGM 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 EGM 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