



# TACK HSIN HOLDINGS LIMITED

德興集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 611)

## Proxy form for use at the Special General Meeting or any adjournment thereof

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of \_\_\_\_\_<sup>2</sup> shares with a par value of HK\$0.10 each in the capital of Tack Hsin Holdings Limited (the "Company"), HEREBY APPOINT the Chairman of the meeting<sup>3</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Special General Meeting of the Company, to be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 22 October 2009 at 3:00 p.m. or any adjournment thereof, and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	For <sup>4</sup>	Against <sup>4</sup>
<p><b>"THAT</b></p> <p>(a) the subscription agreement (the "<b>Subscription Agreement</b>") dated 15 September 2009 and entered into between the Company and Project Giant Investments Limited (the "<b>Subscriber</b>") pursuant to which the Company agreed to issue, and the Subscriber agreed to subscribe for, the convertible bonds (the "<b>Convertible Bonds</b>") in the principal amount of HK\$800,000,000, and all the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed;</p> <p>(b) the issue of the Convertible Bonds by the Company in accordance with the terms and conditions of the Subscription Agreement and the terms and conditions of the Convertible Bonds attached to the Subscription Agreement be and are hereby approved, ratified and confirmed;</p> <p>(c) the issue and allotment of up to 200,000,000 new ordinary shares of HK\$0.10 each in the share capital of the Company at HK\$0.40 each (subject to adjustment) which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds be and are hereby approved, ratified and confirmed; and</p> <p>(d) the directors of the Company be and is/are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider necessary desirable or expedient to carry and implement the Subscription Agreement and all the transactions contemplated thereunder into full effect."</p>		

Dated \_\_\_\_\_

Signature<sup>5</sup> \_\_\_\_\_

**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) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.

\* For identification purposes only