



# TAO HEUNG HOLDINGS LIMITED

稻香控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 573)

Form of Proxy for use by shareholders at the Annual General Meeting of Tao Heung Holdings Limited to be held at No.13 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Wednesday, 25 May 2016 at 10:00 a.m. and at any adjournment thereof.

I/We, (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_ shares of HK\$0.10 each in the capital of **Tao Heung Holdings Limited** (the "**Company**"), hereby appoint (note 3) \_\_\_\_\_ of or failing him, the **CHAIRMAN OF THE ANNUAL GENERAL MEETING** to act as my/our proxy to attend and vote for me/us at the annual general meeting of the Company to be held at No.13 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on Wednesday, 25 May 2016 at 10:00 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under the bye-laws of the Company and the applicable laws and regulations) as indicated below (note 4) and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in appropriate boxes to indicate how you wish your vote(s) to be cast. (note 4)

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
1	To receive and adopt the audited financial statements and the reports of the directors (the " <b>directors</b> ") and auditors (the " <b>Auditors</b> ") of the Company for the year ended 31 December 2015		
2	To approve and declare the payment of a final dividend of HK6.00 cents per share for the year ended 31 December 2015		
3	(A) To re-elect Mr. Leung Yiu Chun as director		
	(B) To re-elect Mr. Chan Yue Kwong, Michael as director		
	(C) To re-elect Professor Chan Chi Fai, Andrew as director (who has served as an Independent Non-executive director for more than 9 years)		
	(D) To re-elect Mr. Mak Hing Keung, Thomas as director (who has served as an Independent Non-executive director for more than 9 years)		
	(E) To re-elect Mr. Ng Yat Cheung as director (who has served as an Independent Non-executive director for more than 9 years)		
	(F) To authorize the board of directors to fix the directors' remuneration		
4	To re-appoint Ernst and Young as Auditors and to authorize the board of directors to fix their remuneration		
5	(A) To grant an unconditional mandate to director to allot shares		
	(B) To grant an unconditional mandate to the directors to purchase the Company's own shares		
	(C) To extend the share issue mandate granted to the directors		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2016. Shareholder's signature \_\_\_\_\_ (note 5)

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of share(s) of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL, SUBJECT TO THE LIMITATIONS AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** If this form of proxy returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution; or in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain on any amendment to the proposed resolution put to the annual general meeting as he thinks fit.
5. This form of proxy must be signed by you or your attorney duly authorized in writing, or in case of a corporation, must be either under seal or under the hand of an officer, attorney or other person duly authorized in writing.
6. In the case of joint holders of any share, this form of proxy may be signed by any one of such joint holders. But if more than one of such joint holders is present at the annual general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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.
7. In order to be valid, this form of proxy and the 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the annual general meeting or any adjournments thereof (as the case may be).
8. A proxy need not be a shareholder of the Company but must attend the annual general 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 annual general meeting if you so wish. In such event, this form of proxy will be deemed to have been revoked.

\* For identification purposes only