



TAO HEUNG HOLDINGS LIMITED

稻香控股有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 573)

Form of proxy for use by shareholders at the extraordinary general meeting (the “EGM”) of Tao Heung Holdings Limited (the “Company”) to be held at No 13 Au Pui Wan Street, Fo Tan, Shatin, New Territories, Hong Kong on Monday, 31 December 2007 at 10:00 a.m. and at any adjournment thereof.

I/We¹ _____ of _____
being the registered holder(s) of² _____ share(s) of HK\$0.10 each in the share capital of the Company

HEREBY APPOINT³ _____ or failing him, the **CHAIRMAN OF THE EGM** to act as my/our proxy to attend and vote for me/us at the EGM and at any adjournment thereof (and to exercise all rights conferred on proxies under the articles of association of the Company and the applicable laws and regulations) as indicated below⁴ and, if no such indication is given, as my/our proxy thinks fit.

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

Ordinary resolution	For ⁴	Against ⁴
To approve or authorise:		
(a) the master supply agreement (the “ Master Supply Agreement ”) dated 26 November 2007 entered into between the Company and Miracle Time Enterprise Limited (“ Miracle Time ”) and Skybest International Investment Enterprise Limited (“ Skybest ”) in relation to the supply of fresh food, semi-processed food, food ingredients, utensils, packaging materials, printing materials, uniform and such other materials as agreed between the parties to the Master Supply Agreement from time to time to the restaurant(s) operated by Miracle Time and Skybest under the brand of <i>Tao Heung</i> and <i>Chao Inn</i> ;		
(b) the Annual Cap (as defined in the circular of the Company to its shareholders dated 10 December 2007); and		
(c) any of the directors of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of the implementation of the Master Supply Agreement in accordance with the terms therein.		

Dated _____ day of _____ 2007. Shareholder’s signature⁵ _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) of HK\$0.10 each in the share 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT 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/her/its discretion in respect of the proposed resolution; or if 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/her/its discretion. Your proxy will also be entitled to vote or abstain on any amendment to the proposed resolution put to the EGM as he/she/it thinks fit.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under seal or under the hand of an officer, attorney or other person duly authorized in writing.
- Where there are joint shareholders of the Company, any one of such shareholders may vote at the EGM, either personally or by proxy, in respect of the Shares as if he/she/it is solely entitled thereto, but if more than one of such joint shareholders be present at the EGM personally or by proxy, that one of the said shareholders so present whose name stands first in the register of shareholders of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- The form of proxy and power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be delivered to the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment (as the case may be) and in default, the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM or any adjournment (as the case may be) should they so wish. If a shareholder of the Company who has lodged a form of proxy attends the EGM, his/her/its form of proxy will be deemed to have been revoked.
- A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such event, this form of proxy will be deemed to have been revoked.

* For identification purpose only