



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/We¹ _____
of _____
being holder(s) of _____² share(s) 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 meeting³ 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 Friday, 2 December 2011 at 11:00 a.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 RESOLUTION	FOR ⁴	AGAINST ⁴
<p>"THAT</p> <p>(a) subject to the terms and conditions of the proposed amendments to the convertible bonds ("Proposed Amendments") under the amendment agreement dated 10 October 2011 ("Amendment Agreement") entered into between the Company and the holders ("Bondholders") of the unsecured zero coupon rate convertible bonds in the principal amount of HK\$200 million due 2014 issued by the Company on 17 March 2011 ("Convertible Bonds") as set out in the circular of the Company dated 16 November 2011 ("Circular"), the agreement by the Company to uplift the conversion restriction restricting the Bondholders to exercise the conversion rights attaching to the Convertible Bonds where such exercise may trigger an obligation for a mandatory general offer under the Code of Takeovers and Mergers in Hong Kong and the Proposed Amendments be and are hereby approved;</p> <p>(b) subject to the passing of the resolution under paragraph (a) of this ordinary resolution in relation to the Proposed Amendments, the Terms and Conditions (as defined in the Circular) be replaced in its entirety by the Amended and Restated Bond Instrument (as defined in the Circular), the adoption of the Amended and Restated Bond Instrument be and is hereby approved; and</p> <p>(c) any one director of the Company, or any two directors of the Company or any one director and the secretary of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised to execute the Amended and Restated Bond Instrument (as defined in the Circular) and do all such acts and things and to sign and execute all such other or further documents, deeds (if any) and to do all such steps which in his/her opinion, may be necessary, appropriate, desirable or expedient to give full effect to or in connection with all matters contemplated under the Amendment Agreement and the adoption of the Amended and Restated Bond Instrument and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the transactions contemplated under the Amendment Agreement and/or the Amended and Restated Bond Instrument."</p>		

Dated _____

Signature⁵ _____

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 the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is appointed, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST" THE 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 executed 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 true 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 of the meeting or any adjournment thereof.
7. In case of joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares 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