



# TACK FAT GROUP INTERNATIONAL LIMITED

## 德發集團國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

### Form of Proxy for use at the Extraordinary General Meeting to be held on Friday, 28 December 2007

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares<sup>(Note 2)</sup> of HK\$0.10 each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at 13th Floor, Roxy Industrial Centre, 58-66 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 28 December 2007 at 4:00 p.m. (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in the manner as indicated below<sup>(Note 4)</sup>.

ORDINARY RESOLUTION	FOR	AGAINST
To approve the agreement dated 13 October 2007 (the “Agreement”) and entered into among Newest Global Limited, the Company, Lung Investment Holding, LLC, Mudd (USA) LLC and Sino Legend Limited, in relation to the redemption of all the class A preferred shares held by Newest Global Limited by Sino Legend Limited pursuant to the terms and conditions of the Agreement		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full names(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick any of the box will entitle your proxy to cast his votes 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 resolution referred to in the notice convening the Meeting.
- 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 executed under its common seal or under the hand on an officer or attorney duly authorised.
- On a show of hands every member of the Company present in person or by proxy or being a corporation, is present by its duly authorised representative, shall have one vote and on a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- In the case of joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint Meeting.
- To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.