



TACK FAT GROUP INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00928)

PROXY FORM FOR USE AT THE 2011 ANNUAL GENERAL MEETING (or at any adjournment thereof)

I/We, (Note 1) _____
of _____
being the registered holder(s) of _____ (Note 2) ordinary shares of HK\$0.10
each (“Shares”) in the capital of Tack Fat Group International Limited (the “Company”), HEREBY APPOINT the Chairman of the 2011 annual general meeting or any
adjournment thereof of the Company (the “2011 AGM”) or (Note 3) _____
of _____
to act as my/our proxy(ies) to attend, act and vote for me/us and on my/our behalf at the 2011 AGM to be held at 9:00 a.m. on Friday, 30 September 2011, at 30/F, China
United Centre, 28 Marble Road, North Point, Hong Kong and at any adjournment thereof as indicated below.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the auditors of the Company for the year ended 31 March 2011.		
2.	To re-appoint Hopkins CPA Limited as the auditors of the Company and authorise the board of Directors to fix their remuneration.		
3.	To re-elect the following Directors:		
	(a) Mr. Chiu Siu Po as executive Director;		
	(b) Mr. Liu On Bong, Peter as executive Director;		
	(c) Mr. Ho Tak Fun as executive Director;		
	(d) Mr. Au Wai June as executive Director;		
	(e) Mr. King Phillip as executive Director;		
	(f) Dr. Leung Shiu Ki, Albert as independent non-executive Director;		
	(g) Mr. Robert James Iaia II as independent non-executive Director;		
	(h) Ms. Lam Yan Fong, Flora as independent non-executive Director;		
	(i) Mr. Yau Yan Ming, Raymond as independent non-executive Director; and		
	(j) Mr. Miu H., Frank as independent non-executive Director.		
4.	To authorise the board of Directors to fix the Directors’ remuneration.		
5.	To give a general mandate to the Directors to issue additional shares of the Company with an aggregate nominal value not exceeding 20% of the issued share capital of the Company as at the date of the passing of the resolution.		
6.	To give a general mandate to the Directors to repurchase shares of the Company with an aggregate nominal value not exceeding 10% of the issued share capital of the Company as at the date of the passing of the resolution.		
7.	Conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the additional shares of the Company by the aggregate nominal amount of shares capital of the Company purchased under the authority granted pursuant to the resolutions no.6 above.		
8.	Conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which be granted under the Scheme Mandate Limit, (as defined below), to approve the refreshment of the limit in respect of the granting of share options under the Share Option Scheme of the Company adopted on 11 April 2002 up to 10% of the number of shares of the Company in issue at the date of the passing of this resolution (the “Scheme Mandate Limit”) and that any director of the Company be and is hereby authorised to do all such acts and execute all such documents to effect the Scheme Mandate Limit.		
SPECIAL RESOLUTIONS			
9.	Conditional upon approval of the Registrar of Companies in the Cayman Islands, to approve the change of the name of the Company from “Tack Fat Group International Limited 德發集團國際有限公司” to “Tack Fiori International Group Limited 野馬國際集團有限公司”; and any director of the Company be and is hereby authorised to do all such acts and execute all such documents to give effect to the change of Company name.		
10.	To approve the adoption of the new articles of association of the Company in substitution for and to the exclusion of all of the existing articles of association of the Company.		

Date: _____

Signature: (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.10 each 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 ordinary shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the 2011 AGM is preferred, strike out the words “the Chairman of the 2011 AGM or” herein inserted 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 WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (“√”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (“×”) IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the 2011 AGM other than those referred in the Notice convening the 2011 AGM.
- 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 duly authorised.
- In order to be valid, this form of proxy, together with the 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 deposited with the 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 of the 2011 AGM.
- In the case of joint holders, any one of such joint holders may vote at the 2011 AGM, either personally or by proxy, but if more than one of such joint holders be present at the 2011 AGM personally or by proxy, that one of the said persons whose name stands first on the register of shareholders of the Company, in respect of the relevant shares shall alone be entitled to vote in respect thereof.
- The proxy needs not be a member of the Company but must attend the 2011 AGM in person to represent you. Appointment of a proxy will not preclude you from attending and voting at the 2011 AGM in person.