



TAO HEUNG HOLDINGS LIMITED

稻香控股有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 573)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Tao Heung Holdings Limited (the “**Company**”) will be held at No. 13 Au Pui Wan Street, Fo Tan, Shatin, New Territories, Hong Kong at 10:00 a.m. on 31 December 2007 for the purpose of considering, and if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (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 *Tao Heung* and *Chao Inn* (a copy of which is marked “A” and has been produced to the EGM and signed by the chairman of the EGM for the purpose of identification) be and is hereby approved;
- (b) the Annual Cap (as defined in the circular of the Company to its shareholders dated 10 December 2007) be and is hereby approved; and
- (c) any of the directors of the Company be and is hereby authorised on behalf 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 implementation of the Master Supply Agreement in accordance with the terms therein.”

By order of the Board
Tao Heung Holdings Limited
CHUNG Wai Ping
Chairman

Hong Kong, 10 December 2007

* *For identification purpose only*

Principal place of business in Hong Kong:

No. 13 Au Pui Wan Street

Fo Tan

Shatin

New Territories

Hong Kong

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote at the EGM. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder.
- (2) 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.
- (3) A form of proxy for use at the EGM is enclosed with this circular.
- (4) 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.
- (5) In accordance with rule 13.39(4) of The Rules Governing the Listing Securities on the Stock Exchange of Hong Kong Limited, voting on the above ordinary resolution will be taken by poll.

As at the date of this announcement, the board of the Directors comprised twelve Directors, of which six are executive Directors, namely Mr. CHUNG Wai Ping, Mr. WONG Ka Wing, Mr. CHUNG Ming Fat, Mr. LEUNG Yiu Chun, Ms. WONG Fun Ching and Mr. HO Yuen Wah; two are non-executive Directors, namely Mr. FONG Siu Kwong and Mr. CHAN Yue Kwong, Michael and four are independent non-executive Directors namely Mr. LI Tze Leung, Professor CHAN Chi Fai, Andrew, Mr. MAK Hing Keung, Thomas and Mr. NG Yat Cheung.