TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

康 健 國 際 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8138)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting of Town Health International Holdings Company Limited to be held at Shop 1A-1C, Level 1, Hilton Plaza Commercial Centre, 3-9 Shatin Centre Street, Shatin, New Territories, Hong Kong on Thursday, 14 June 2007 at 9:00 a.m. and at any adjournment thereof.

I/We *(note a)* _____ of _____

being the registered holder(s) of _____ *(note b)* shares of HK$0.01 each in the capital of Town Health International Holdings Company Limited (the "**Company**") hereby appoint the chairman of the extraordinary general meeting or _____ of _____ to act as my/our proxy *(note c)* to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be held at Shop 1A–1C, Level 1, Hilton Plaza Commercial Centre, 3–9 Shatin Centre Street, Shatin, New Territories, Hong Kong on Thursday, 14 June 2007 at 9:00 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your proxy to vote on a poll *(note d)*.

		FOR	AGAINST
1.	To approve the placing agreement dated 8 May 2007 between the Company and ABN AMRO Bank N.V., Hong Kong Branch in relation to the placing of up to an aggregate of 320,000,000 new shares (the "Placing Shares") in the share capital of the Company and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Placing Shares		

Dated the _____ day of _____ 2007

Shareholder's signature _____ *(notes e, f, g and h)*

Notes:

a.   Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.

b.   Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

c.   A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the extraordinary general meeting as your proxy, please delete the words "the chairman of the extraordinary general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialled.

d.   If you wish to vote for the resolution, please tick ("✓") in the box marked "For". If you wish to vote against the resolution, please tick ("✓") in the box marked "Against". If there is no specific direction, the proxy will vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.

e.   In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f.   This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

g.   To be valid, this form of proxy together with any 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 at the offices of the Company's branch share registrar in Hong Kong, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.

h.   Any alteration made to this form should be initialled by the person who signs the form.