
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Tai Sang Land Development Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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TAI SANG LAND DEVELOPMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 89)

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of Tai Sang Land Development Limited (the "Company") to be held at Salon 3, Level 3, JW Marriott Hotel Hong Kong, One Pacific Place, 88 Queensway, Hong Kong at 2:00 p.m. on Friday, 19th May 2006 is set out on pages 12 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the annual general meeting in accordance with the instructions printed thereon. Completion of the form of proxy will not preclude the shareholders from attending and voting at the meeting if they so wish.

21st April 2006

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on 19th May 2006 at 2:00 p.m.
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Tai Sang Land Development Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange.
“Director(s)”	director(s) of the Company
“Latest Practicable Date”	18th April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Shares”	Share(s) of HK\$1.00 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

LETTER FROM THE CHAIRMAN



TAI SANG LAND DEVELOPMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 89)

Directors:

Ma Ching Wai, William (*Chairman*)
Ma Ching Hang, Patrick (*Deputy Chairman*)
Ma Ching Kuen, Alfred (*Managing Director*)
Ma Ching Sau, Amy (*Managing Director*)
Ma Ching Man, Katy
Ma Ching Keung, Ruth
Ma Ching Kwai, Ida
Ma Ching Yeung, Philip
Cheung Wing Yui, Edward*
Chau Kwok Fun, Kevin**
Tan Soo Kiu**
Wong Hing Kwok, William**

Registered Office:

26th to 28th Floors
Tai Sang Commercial Building
24-34 Hennessy Road
Hong Kong

* *Non-executive Director*

** *Independent non-executive Director*

21st April 2006

To the shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed general mandates to repurchase Shares and to issue Shares and re-election of retiring Directors, and to seek the shareholders' approval at the Annual General Meeting in connection with the grant of the relevant general mandates and re-election of retiring Directors.

LETTER FROM THE CHAIRMAN

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 20th May 2005, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution. Such mandate will lapse at the conclusion of the Annual General Meeting unless renewed at a general meeting of the shareholders of the Company. An ordinary resolution will therefore be proposed at the Annual General Meeting to approve a general mandate to authorise the Company to engage in shares repurchases.

Your attention is drawn to ordinary resolution no.5(1) set out in the notice of Annual General Meeting. Such ordinary resolution proposes to give a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase during the Relevant Period (as defined in ordinary resolution no.5(1) set out in the notice of Annual General Meeting) Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing of ordinary resolution no.5(1).

An explanatory statement, as required under the Listing Rules to provide the requisite information regarding the repurchase mandate is set out in the Appendix I hereto.

3. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to issue during the Relevant Period (as defined in ordinary resolution no.5(2) set out in the notice of Annual General Meeting) Shares representing up to 20 per cent. of the issued share capital of the Company as at the date of the passing of ordinary resolution no.5(2) (i.e. not exceeding 57,533,935 Shares based on 20 per cent. of the issued share capital of the Company of 287,669,676 Shares as at the Latest Practicable Date and assuming that such issued share capital remains the same at the date of the passing of the ordinary resolution no.5(2)). In addition, an ordinary resolution (ordinary resolution no.5(3) set out in the notice of Annual General Meeting) will be proposed to extend the issue mandate which would increase the limit of the issue mandate by adding to it the number of Shares repurchased under the repurchase mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors of the Company are Mr. Ma Ching Wai, William, Mr. Ma Ching Hang, Patrick, Mr. Ma Ching Kuen, Alfred, Ms. Ma Ching Sau, Amy, Ms. Ma Ching Man, Katy, Ms. Ma Ching Keung, Ruth, Ms. Ma Ching Kwai, Ida, Mr. Ma Ching Yeung, Philip; the non-executive Director of the Company is Mr. Cheung Wing Yui, Edward; and the independent non-executive Directors of the Company are Mr. Chau Kwok Fun, Kevin, Mr. Tan Soo Kiu and Mr. Wong Hing Kwok, William.

Pursuant to Article 103(A) of the Articles of Association of the Company, Mr. Ma Ching Wai, William, Ms. Ma Ching Man, Katy, Ms. Ma Ching Kwai, Ida and Mr. Chau Kwok Fun, Kevin shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

LETTER FROM THE CHAIRMAN

5. ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the Annual General Meeting including re-election of retiring Directors and special business to be considered at the Annual General Meeting, being ordinary resolutions proposed to approve the repurchase mandate and the issue mandate.

The notice convening the Annual General Meeting is set out on pages 12 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon by no later than 2:00 p.m. Wednesday, 17th May 2006.

6. RIGHT TO DEMAND A POLL

Pursuant to Article 74 of the articles of association of the Company, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or any other applicable laws, rules or regulations or unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by a shareholder or shareholders present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

7. RECOMMENDATION

The Directors believe that the repurchase mandate, the issue mandate and re-election of retiring Directors are in the best interest of the Company and its shareholders as a whole and accordingly the Directors recommend shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
William MA Ching Wai
Chairman

This Appendix serves as an explanatory statement, as required by Rule 10.06(b) of the Listing Rules, to provide requisite information to shareholders for their consideration of the proposal to permit the repurchase of Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of the passing of ordinary resolution no.5(1).

This appendix also constitutes the memorandum as required under Section 49BA(3)(b) of the Companies Ordinance.

1. Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of funds

Repurchases must be made out of funds which are legally available for such purpose in accordance with the company's constitutional documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(b) Maximum number of shares to be repurchased

The shares proposed to be repurchased by a company must be fully paid up. A maximum of 10 per cent. of the issued share capital of a company as at the date of the passing of the relevant resolution approving the repurchase mandate may be repurchased on the Stock Exchange.

(c) Shareholders' approval

The Listing Rules provide that all proposed on-market repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchases.

2. Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 287,669,676 Shares.

Subject to the passing of ordinary resolution no.5(1) set out in the notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the repurchase mandate to repurchase Shares up to the limit of 28,766,967 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable date which are fully paid-up.

3. Reasons for Repurchase

The Directors believe that the repurchase mandate affords the Company the flexibility and ability in pursuing the best interests for the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, be beneficial to the shareholders by enhancing the net asset and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. The Directors have no immediate plans to repurchase Shares under the repurchase mandate.

4. Funding of Repurchase

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the laws of Hong Kong (including the Companies Ordinance and the Listing Rules). The Companies Ordinance provides that the amount of capital repaid in connection with a Share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase and any premium payable on repurchase shall be paid out of distributable profits of the Company unless such repurchased Shares were issued at a premium, in which case, any premium payable on repurchase may be paid out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance. The Directors propose that such repurchases of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities.

5. Impact of Repurchase

There might be material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the 2005 annual report) in the event that the repurchase mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. Share Prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the printing of this circular were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April, 2005	2.625	2.450
May, 2005	2.625	2.425
June, 2005	2.900	2.550
July, 2005	2.950	2.650
August, 2005	2.900	2.650
September, 2005	2.800	2.650
October, 2005	2.700	2.425
November, 2005	2.525	2.425
December, 2005	2.675	2.475
January, 2006	2.650	2.525
February, 2006	3.000	2.550
March, 2006	3.000	2.700

7. Undertakings and Directors' Dealings and Connected Persons

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to ordinary resolution no.5(1) set out in the notice of Annual General Meeting and in accordance with the Listing Rules and the laws of Hong Kong.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the repurchase mandate if the same is approved by the shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the repurchase mandate is approved by the shareholders.

8. Takeovers Code

If a shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to repurchase Shares pursuant to the repurchase mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Ma Ching Wai, William was taken to be interested in 161,928,586 Shares representing approximately 56.29 per cent. of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the repurchase mandate, then (if the present shareholdings remains the same) the attributable shareholding of Mr. Ma Ching Wai, William in the Company would be increased to approximately 62.54 per cent. of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the repurchase mandate, an obligation to make a general offer to shareholders under Rules 26 and 32 of the Takeovers Code will not arise. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the repurchase mandate.

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the repurchase mandate to such an extent as to result in the amount of Shares held by the public being reduced to less than 25%.

9. Share Repurchases made by the Company

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the date of this circular.

Mr. Ma Ching Wai, William

Mr. Ma Ching Wai, William, aged 52, joined the Company and appointed a Director in 1974. Appointed Chairman of the Board of Directors in 1984. He is a director of certain subsidiaries of the Company. He is currently the Chairman of the Board of Directors and the controlling shareholder of Kam Chan & Company, Limited which is a substantial shareholder of the Company and the Chairman of Board of Directors of Tai Sang Bank Limited. He is also Member of the Association of Chairmen of the Tung Wah Group of Hospitals, Life Member of Yan Oi Tong Advisory Board, Member of Hong Kong Chiu Chow Chamber of Commerce and Committee Member of Hong Kong Juvenile Care Centre. Save as disclosed above, Mr. Ma did not hold any other directorship in other listed public companies in the last three years or any other position with the Company or other members of the Company's group.

There is no service contract between the Company and Mr. Ma. He has no fixed term of service with the Company and will be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with Article 103(A) of the Company's articles of association. There is no agreement on the amount of the remuneration payable to Mr. Ma. The director's fee payable to Mr. Ma is determined by shareholders in general meeting. Mr. Ma received director's fee of HK\$15,400 for the year ended 31st December, 2005 which was determined by shareholders in the annual general meeting held on 20th May, 2005 and other remuneration of HK\$11,140,810 for the year ended 31st December, 2005 which was determined by reference to his duties and responsibilities with the Group, his performance and operating results of the Company. Mr. Ma is the brother of Mr. Patrick Ma Ching Hang, Mr. Alfred Ma Ching Kuen, Ms. Amy Ma Ching Sau, Ms. Katy Ma Ching Man, Ms. Ruth Ma Ching Keung, Ms. Ida Ma Ching Kwai and Mr. Philip Ma Ching Yeung. Save as disclosed above, Mr. Ma is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. William Ma has interest in 161,928,586 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, Mr. Ma has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of the Listing Rules.

Ms. Ma Ching Man, Katy

Ms. Ma Ching Man, Katy, aged 56, joined the Company and appointed a Director and also Company Secretary of the Company in 1972. She is a director of certain subsidiaries of the Company. She holds a Bachelor Degree of Arts and is currently a director and a shareholder of Kam Chan & Company, Limited which is a substantial shareholder of the Company and a director of Tai Sang Bank Limited. She is the secretary of the audit committee of the Company. Save as disclosed above, Ms. Ma did not hold any other directorship in other listed public companies in the last three years or any other position with the Company or other members of the Company's group.

There is no service contract between the Company and Ms. Ma. She has no fixed term of service with the Company and will be subject to retirement by rotation and re-election at the Company's

annual general meetings in accordance with Article 103(A) of the Company's articles of association. There is no agreement on the amount of the remuneration payable to Ms. Ma. The director's fee and audit committee's fee payable to Ms. Ma is determined by shareholders in general meeting. Ms. Ma received director's fee of HK\$12,000 and audit committee's fee of HK\$10,000 for the year ended 31st December, 2005 which was determined by shareholders in the annual general meeting of the Company held on 20th May, 2005 and other remuneration of HK\$1,359,834 for the year ended 31st December, 2005 which was determined by reference to her duties and responsibilities with the Group, her performance and operating results of the Company. She is the sister of Mr. William Ma Ching Wai, Mr. Patrick Ma Ching Hang, Mr. Alfred Ma Ching Kuen, Ms. Amy Ma Ching Sau, Ms. Ruth Ma Ching Keung, Ms. Ida Ma Ching Kwai and Mr. Philip Ma Ching Yeung. Save as disclosed above, Ms. Ma is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Ma has interest in 97,767 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, Ms. Ma has confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of the Listing Rules.

Ms. Ma Ching Kwai, Ida

Ms. Ma Ching Kwai, Ida, aged 48, appointed a Director of the Company in 1983. She holds a Bachelor Degree of Science in Business and is currently a director and a shareholder of Kam Chan & Company, Limited which is a substantial shareholder of the Company and a director of Tai Sang Bank Limited. Save as disclosed above, Ms. Ma did not hold any other directorship in other listed public companies in the last three years or any other position with the Company or other members of the Company's group.

There is no service contract between the Company and Ms. Ma. She has no fixed term of service with the Company and will be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with Article 103(A) of the Company's articles of association. There is no agreement on the amount of the remuneration payable to Ms. Ma. The director's fee payable to Ms. Ma is determined by shareholders in general meeting. Ms. Ma received director's fee of HK\$12,000 for the year ended 31st December, 2005 which was determined by shareholders in the annual general meeting held on 20th May, 2005. She is the sister of Mr. William Ma Ching Wai, Mr. Patrick Ma Ching Hang, Mr. Alfred Ma Ching Kuen, Ms. Amy Ma Ching Sau, Ms. Katy Ma Ching Man, Ms. Ruth Ma Ching Keung and Mr. Philip Ma Ching Yeung. Save as disclosed above, Ms. Ma is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Ma has interest in 19,712 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, Ms. Ma has confirmed that there are no other matters relating to her re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of the Listing Rules.

Mr. Chau Kwok Fun, Kevin

Mr. Chau Kwok Fun, Kevin, aged 46, appointed an independent non-executive Director of the Company in 1996. He is currently the Chairman of Sincere Brand Management Limited and was appointed as the Executive Vice-chairman of the listed holding company, Sincere Watch (Hong Kong) Limited (“Sincere Watch”) with effect from 1 October 2005. He is responsible for the overall development of Sincere Watch’s business, strategic planning as well as positioning and management of Sincere Watch. Mr. Chau graduated with a Bachelor of Arts in Economics from the Wesleyan University in Connecticut, USA. He began his career in 1982 with a US bank in New York dealing in fixed income and derivative syndication, and had been posted by the bank to their London and Tokyo offices. In 1990, he set up his own real estate investment company in California, USA, investing in real estate projects in Texas and California. Prior to joining Sincere Watch, Mr. Chau was a principal officer of an investment company in Hong Kong dealing in real estates and the food and beverage industry in the PRC. He is the Chairman of the audit committee of the Company. Save as disclosed above, Mr. Chau did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Company’s group.

Under the Company’s appointment letter dated 21 May 2005 as accepted by Mr. Chau, his term of appointment will end on the date of the Annual General Meeting. If Mr. Chau is re-elected as a director at the Annual General Meeting, the Company will renew his appointment for a specific term and he is also subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with Article 103(A) of the Company’s articles of association. There is no agreement on the amount of the remuneration payable to Mr. Chau. The director’s fee and audit committee’s fee payable to Mr. Chau are determined by shareholders in general meeting. Mr. Chau received a director’s fee and an audit committee’ fee in aggregate of HK\$106,000 for the year ended 31st December, 2005 which were determined by shareholders in the annual general meeting of the Company held on 20th May, 2005. Save as disclosed above, Mr. Chau is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chau does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclose above, Mr. Chau has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to rule 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TAI SANG LAND DEVELOPMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 89)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Shareholders of Tai Sang Land Development Limited (the “Company”) will be held at Salon 3, Level 3, JW Marriott Hotel Hong Kong, One Pacific Place, 88 Queensway, Hong Kong on Friday, 19th May 2006 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited Accounts for the year ended 31st December 2005, the report of the Directors and the report of the Auditors.
2. To declare a final dividend for the year ended 31st December 2005.
3. To re-elect Directors in place of those retiring and to fix the remuneration of the Directors.
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- (1) **“THAT:**
 - (a) a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time provided however that the aggregate nominal amount of the shares to be repurchased pursuant to this Resolution shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

(2) **“THAT:**

(a) a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements or options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers either during or after the expiry of the Relevant Period, provided that the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to this Resolution (otherwise than as scrip dividends pursuant to the articles of association of the Company from time to time or pursuant to a rights issue or pursuant to the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company or pursuant to any share option scheme), shall not exceed twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and

(b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** conditional upon the passing of Ordinary Resolutions Nos.5(1) and 5(2) set out in the notice convening this meeting, the general mandate granted to the Directors to allot shares pursuant to Ordinary Resolution No.5(2) set out in the notice convening this meeting be and is hereby extended by the additional thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No.5(1) set out in the notice convening this meeting, provided that such extended amount shall not exceed ten per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

By Order of the Board
Katy Ma Ching Man
Secretary

Hong Kong, 21st April 2006

Notes:

- (1) The registers of members of the Company will be closed from Friday, 12th May 2006 to Friday, 19th May 2006, both days inclusive, during which no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Registrars, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Thursday, 11th May 2006.
- (2) A member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. In order to be valid, a 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 lodged with the Company’s registered office not less than 48 hours before the time appointed for holding the meeting.
- (3) With regard to item 3 of this notice, details of retiring Directors proposed for re-election namely, Mr. Ma Ching Wai, William, Ms. Ma Ching Man, Katy, Ms. Ma Ching Kwai, Ida and Mr. Chau Kwok Fun, Kevin, are set out in the appendix II to the circular to shareholders dated 21st April 2006.
- (4) With reference to the Ordinary Resolutions sought in items 5(1), 5(2) and 5(3) of this notice, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any existing shares of the Company. Approval is being sought from members as a general mandate pursuant to the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

NOTICE OF ANNUAL GENERAL MEETING

- (5) As at the date of this notice, the executive Directors of the Company are Mr. Ma Ching Wai, William, Mr. Ma Ching Hang, Patrick, Mr. Ma Ching Kuen, Alfred, Ms. Ma Ching Sau, Amy, Ms. Ma Ching Man, Katy, Ms. Ma Ching Keung, Ruth, Ms. Ma Ching Kwai, Ida, Mr. Ma Ching Yeung, Philip; the non-executive Director of the Company is Mr. Cheung Wing Yui, Edward; and the independent non-executive Directors of the Company are Mr. Chau Kwok Fun, Kevin, Mr. Tan Soo Kiu and Mr. Wong Hing Kwok, William.



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(Incorporated in Hong Kong with limited liability)

(Stock Code: 89)

Proxy form for use at the Annual General Meeting to be held at 2:00 p.m. on 19th May, 2006

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2) of HK\$1.00 each in the capital of TAI SANG LAND DEVELOPMENT LIMITED ("the Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(note 3) _____
of _____
as my/our proxy to attend and vote for me/us at the Annual General Meeting of the Company to be held at Salon 3, Level 3, JW Marriott Hotel Hong Kong, One Pacific Place, 88 Queensway, Hong Kong on Friday, the 19th day of May, 2006 at 2:00 p.m. and at any adjournment thereof as indicated below or if no such indication is given, as my/our proxy thinks fit ^(note 4).

		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the audited Accounts for the year ended 31st December, 2005, the report of the Directors and the report of the Auditors.		
2.	To declare a final dividend for the year ended 31st December, 2005.		
3.	(1) (a) To re-elect Mr. Ma Ching Wai, William as a Director.		
	(b) To re-elect Ms. Ma Ching Man, Katy as a Director.		
	(c) To re-elect Ms. Ma Ching Kwai, Ida as a Director.		
	(d) To re-elect Mr. Chau Kwok Fun, Kevin as a Director.		
	(2) To fix the remuneration of the Directors.		
4.	To re-appoint Auditors and to authorise the Directors to fix their remuneration.		
5.	(1) Ordinary Resolution No.5(1) (to approve a general mandate to be given to Directors to repurchase shares) as more fully described in the notice of the Meeting.		
	(2) Ordinary Resolution No.5(2) (to approve a general mandate to be given to Directors to issue shares) as more fully described in the notice of the Meeting.		
	(3) Ordinary Resolution No.5(3) (to approve an extension of general mandate to be given to Directors to issue shares) as more fully described in the notice of the Meeting.		

Date _____ Shareholder's Signature ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$1.00 each in the Company registered in your name(s). If no number is inserted, the proxy form 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 is preferred, strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the full name and address of the proxy desired in **BLOCK CAPITALS**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation this proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form 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 registered office of the Company at 26th-28th Floors, Tai Sang Commercial Building, 24-34 Hennessy Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.
10. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**