



天安中國投資有限公司

TIAN AN CHINA INVESTMENTS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 28)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Tian An China Investments Company Limited (the “Company”) will be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 20th April, 2005 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTION NO. 1

“THAT:

- (a) the conditional agreement dated 22nd February, 2005 (the “Changfa Acquisition Agreement”) entered into between 南京長江發展股份有限公司 (Nanjing Changjiang Development Joint Stock Company Limited) (“Changfa”) as vendor and 天安(上海)投資有限公司 (Tian An (Shanghai) Investments Co., Ltd.) (“TA Shanghai”) as purchaser pursuant to which Changfa agreed to sell and TA Shanghai agreed to purchase a 20% interest in the registered capital of 南京天都實業有限公司 (Nanjing Tiandu Industry Co., Ltd.) (“Tiandu”) at a total consideration of RMB10,209,600 (a copy of which has been produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), be and is hereby approved, ratified and confirmed;
- (b) the conditional agreement dated 22nd February, 2005 (the “Jianye Acquisition Agreement”) entered into between 南京市建鄴區城鎮建設綜合開發總公司 (Nanjing City Jianye District Town Infrastructure Integrated Development Company) (“Jianye”) as vendor and TA Shanghai as purchaser pursuant to which Jianye agreed to sell and TA Shanghai agreed to purchase a 20% interest in the registered capital of Tiandu at a total consideration of RMB10,209,600 (a copy of which has been produced to the Meeting marked “B” and signed by the Chairman of the Meeting for the purpose of identification), be and is hereby approved, ratified and confirmed;
- (c) the transactions contemplated under the Changfa Acquisition Agreement and the Jianye Acquisition Agreement be and are hereby approved; and
- (d) the directors of the Company be and are hereby authorised for and on behalf of the Company, amongst other matters, to sign, execute, perfect and deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, and to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Changfa Acquisition Agreement and the Jianye Acquisition Agreement.”

and

ORDINARY RESOLUTION NO. 2

“THAT:

- (a) the conditional loan agreement dated 2nd March, 2005 (the “Loan Agreement”) entered into between Ranbridge Finance Limited (“Ranbridge”) as lender, Join View Development Limited (“Join View”) as borrower, and the Company as the guarantor pursuant to which Ranbridge agreed to make available to Join View a loan facility up to HK\$100,000,000 (the “Cap”) for its general working capital (the “Loan Facility”) and the Company agreed to guarantee the repayment of the loan under the Loan Facility (a copy of which has been produced to the Meeting marked “C” and signed by the Chairman of the Meeting for the purpose of identification), be and is hereby approved, ratified and confirmed;
- (b) the transactions contemplated under the Loan Agreement and the Cap be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorised for and on behalf of the Company, amongst other matters, to sign, execute, perfect and deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, and to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Loan Agreement.”

By Order of the Board
Tian An China Investments Company Limited
Cindy Yung Yee Mei
Company Secretary

Hong Kong, 16th March, 2005

Registered office:
27th Floor, China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
2. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not prevent you from attending and voting in person at the Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
3. To be valid, the 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 of attorney, must be deposited at the Company’s registrar, Secretaries Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.

4. Where there are joint holders of a share of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.

As at the date of this announcement, the board of directors of the Company comprises Mr. Patrick Lee Seng Wei (Chairman), Mr. Ng Qing Hai (Managing Director), Mr. Ma Sun, Mr. Edwin Lo King Yau and Mr. Li Chi Kong being the Executive Directors, Mr. Moses Cheng Mo Chi and Miss Lisa Yang Lai Sum being the Non-Executive Directors, and Mr. Francis J. Chang Chu Fai, Mr. Goodwin Gaw, Mr. Ngai Wah Sang and Mr. Xu Su Jing being the Independent Non-Executive Directors.