



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)

**EXTRAORDINARY GENERAL MEETING
FORM OF PROXY**

Form of proxy for the Extraordinary General Meeting of Tian An China Investments Company Limited (the “Company”) to be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 27th April, 2005 at 10:00 a.m.

I/We, ^(Note 1) _____
of _____,
being the registered holder(s) of ^(Note 2) _____
ordinary shares of HK\$0.20 each in the capital of the Company, **HEREBY APPOINT** ^(Note 3) the Chairman of the
Extraordinary General Meeting or _____
of _____

as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) to be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 27th April, 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the Notice convening the Extraordinary General Meeting and at such Meeting or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the ordinary resolution as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

	FOR ^(Note 4)	AGAINST ^(Note 4)
Ordinary Resolution		

Signature ^(Note 5) _____

Dated this _____ day of _____ 2005.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of the shares in the capital of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words “the Chairman of the Extraordinary General Meeting 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.** A member entitled to attend and vote at the Extraordinary General 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, but must attend the Extraordinary General Meeting to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion or abstain from voting on the resolution. Your proxy will also be entitled to vote at his discretion or abstain on any other resolution properly put to the Extraordinary General Meeting other than that referred to in the Notice convening the Extraordinary General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint holders of a share of the Company, any one of such holders may vote at the Extraordinary General 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 joint holders be present at the Extraordinary General Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect of such share.
7. 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 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 holding the Extraordinary General Meeting or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Extraordinary General Meeting after having returned this completed form of proxy, your form of proxy will be deemed to have been revoked.