



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)

ANNUAL GENERAL MEETING  
FORM OF PROXY

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ share(s) of HK\$0.20 each in  
the capital of TIAN AN CHINA INVESTMENTS COMPANY LIMITED (the "Company"), **HEREBY APPOINT** (Note 3)

\_\_\_\_\_ of \_\_\_\_\_  
or the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 12th May, 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without modifications) as set out in the notice convening the Meeting (the "Notice") and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1.	To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December, 2004.		
2.	(a) To re-elect Mr. Ma Sun as a Director.		
	(b) To re-elect Mr. Li Chi Kong as a Director.		
	(c) To re-elect Mr. Francis J. Chang Chu Fai as a Director.		
	(d) To re-elect Mr. Goodwin Gaw as a Director.		
	(e) To re-elect Mr. Ngai Wah Sang as a Director.		
	(f) To re-elect Mr. Xu Su Jing as a Director.		
	(g) To fix the remuneration of the Directors.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Board of Directors to fix their remuneration.		
4.	(a) To grant a general mandate to the Directors to issue securities (Ordinary Resolution 4(A) of the Notice).		
	(b) To grant a general mandate to the Directors to repurchase shares (Ordinary Resolution 4(B) of the Notice).		
	(c) To extend the general mandate to the Directors to issue securities (Ordinary Resolution 4(C) of the Notice).		
5.	To amend the Articles of Association of the Company (Special Resolution 5 of the Notice).		

Signature (Note 5): \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of 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 of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy to cast his votes 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.
5. The form of proxy must be signed by you or your attorney duly authorised in writing or, in case of 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 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 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 of 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 Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**