



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, 27th April, 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional agreement dated 3rd February, 2005 (the “CZTA Real Estate Disposal Agreement”) entered into between Tian An Investment Company Limited (天安投資有限公司) (“TA Investment”) as vendor and 常州長江經濟技術開發有限公司 (Changzhou Changjiang Economic Technology Development Company Limited) (“Changzhou Changjiang”) as purchaser pursuant to which TA Investment agreed to sell and Changzhou Changjiang agreed to purchase 51% interest in the registered capital of 常州天安房地產開發有限公司 (Changzhou Tianan Real Estate Development Co., Ltd.) at a total consideration of RMB8,070,000 (equivalent to approximately HK\$7,613,200) (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 3rd February, 2005 (the “CZTA City Development Acquisition Agreement”) entered into between Changzhou Changjiang 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 Changzhou Changjiang agreed to sell and TA Shanghai agreed to purchase 10% interest in the registered capital of 常州天安城市發展有限公司 (Changzhou Tian An City Development Co., Ltd.) at a total consideration of RMB2,194,000 (equivalent to approximately HK\$2,069,800) (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 conditional agreement dated 3rd February, 2005 (the “CZTA Yuan Cheng Acquisition Agreement”) entered into between Changzhou Changjiang as transferor and TA Shanghai as transferee pursuant to which Changzhou Changjiang agreed to transfer to TA Shanghai the 10% interest held by Changzhou Changjiang in the registered capital of 常州天安元城房地產發展有限公司 (Changzhou Tian An Yuan Cheng Real Estate Development Company Limited) (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;
- (d) the transactions contemplated under the CZTA Real Estate Disposal Agreement, the CZTA City Development Acquisition Agreement and the CZTA Yuan Cheng Acquisition Agreement be and are hereby approved; and

(e) 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 CZTA Real Estate Disposal Agreement, the CZTA City Development Acquisition Agreement and the CZTA Yuan Cheng Acquisition Agreement.”

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

Hong Kong, 8th April, 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.