



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 Tuesday, 6th December, 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 supplemental loan agreement dated 7th November, 2005 (the “Supplemental Loan Agreement”) entered into between Ranbridge Finance Limited (“Ranbridge”) as lender, Join View Development Limited (“Join View”) as borrower, and the Company, Sky Full Enterprises Limited (“Sky Full”) and Tian An Real Estate Agency (China) Limited (“Tian An Real Estate Agency”) as the guarantors, pursuant to which, Ranbridge agreed to make available to Join View a revolving loan facility up to HK\$280,000,000.00 (the “Cap”) for its general working capital (the “Supplemental Loan Facility”) and the Company, Sky Full and Tian An Real Estate Agency agreed to jointly and severally guarantee the repayment of the loan under the Supplemental Loan Facility, together with the draft share mortgages (the “Sky Full Share Mortgage” and the “Tian An Share Mortgage”) to be executed in respect of the entire issued share capital in Sky Full and Tian An Real Estate Agency (copies of which have been produced to the Meeting marked “A”, “B” and “C” and signed by the Chairman of the Meeting for the purpose of identification), be and are hereby approved, ratified and confirmed;
- (b) the transactions contemplated under the Supplemental Loan Agreement, the Sky Full Share Mortgage and the Tian An Share Mortgage and the Cap be and are hereby approved; and
- (c) any director of the Company be and is 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 he may in his discretion consider necessary, expedient or desirable to give effect to and implement the Supplemental Loan Agreement, the Sky Full Share Mortgage and the Tian An Share Mortgage.”

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

Hong Kong, 18th November, 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.*