



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 I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 6th December, 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. **“THAT**, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Revised Offer Shares (as defined below), the Warrants (as defined below) and the Shares which may fall to be issued upon the exercise of the Warrants to be allotted and issued to the qualifying shareholders of the Company pursuant to the terms and conditions of the Revised Open Offer (as defined below); (ii) the registration and filing of all relevant documents relating to the Revised Open Offer required by law to be registered or filed with the Registrar of Companies in Hong Kong; and (iii) the obligations of 3V Capital Limited (the “Underwriter”) under the underwriting agreement dated 25th September, 2007 (the “Underwriting Agreement” including, if any, all supplemental agreements relating thereto) made between the Company and the Underwriter becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 4:00 p.m. on the second business day after the date which is the latest time for acceptance of, and payment for, the Revised Offer Shares (as defined below), as set out in the circular dated 22nd October, 2007 (the “Circular”) despatched by the Company to the Shareholders (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):
  - (a) the issue, by way of an open offer, of 251,853,983 new shares of par value of HK\$0.20 each (the “Shares”) in the issued share capital of the Company (the “Revised Open Offer”), such 251,853,983 new Shares (the “Revised Offer Shares”) to be issued at a price of HK\$6.00 per Revised Offer Share (the “Subscription Price”) to the Shareholders whose names appear on the register of members of the Company on the date by reference to which entitlements under the Revised Open Offer will be determined (other than those Shareholders (the “Excluded Shareholders”) with registered addresses outside Hong Kong and whom the directors of the Company (the “Directors”), after making relevant enquiry, considers their exclusion from the Revised Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant jurisdiction or any requirements of the relevant regulatory body or stock exchange in that jurisdiction) in the proportion of one Revised Offer Share for every five Shares then held and otherwise pursuant to and in accordance with the terms and conditions set out in the Circular be and is hereby approved;

- (b) the issue of 251,853,983 warrants (the “Warrants”) which entitle the holder thereto to subscribe for Shares at an initial price of HK\$10.00 per Share (subject to adjustment), on the basis of one unit of subscription right for every one Revised Offer Share taken up (the “Warrant Issue”) be and is hereby approved;
- (c) the issue of 251,853,983 new Shares which fall to be issued upon the exercise of the Warrants pursuant to the Warrant Issue be and is hereby approved;
- (d) (i) the Directors be and are hereby authorised to allot and issue the Revised Offer Shares and the Warrants pursuant to or in connection with the Revised Open Offer and the Warrant Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, (ii) the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements or Excluded Shareholders as they may, at their absolute discretion, deem necessary or expedient or appropriate;
- (e) the Underwriting Agreement, a copy of which has been produced at the Meeting marked “B” and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified, and that all the transactions contemplated under the Underwriting Agreement be and are hereby approved, confirmed and ratified, and that the Directors be and are hereby authorised to do such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Underwriting Agreement; and
- (f) the Directors be and are hereby authorised to do all such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Revised Open Offer and the Warrant Issue.”

2. **“THAT:**

- (a) subject to the passing of the ordinary resolution numbered 1 above, and subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase securities (i.e. Shares or Warrants to be issued under the Warrant Issue) be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution as enlarged (subject to the completion of the Revised Open Offer) by the allotment and issue of the Revised Offer Shares and the aggregate nominal amount of subscription rights attaching to all Warrants outstanding which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of subscription rights attaching to all Warrants outstanding as at the date of the passing of this Resolution (subject to the completion of the Warrant Issue), and such approval shall be limited accordingly;

- (c) the general mandate granted to the Directors to exercise the powers of the Company to repurchase the Shares as approved by the Shareholders in the annual general meeting held on 18th May, 2007 (the “2007 AGM”) be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this Resolution); and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by articles of association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.”

3. **“THAT:**

- (a) subject to the passing of the ordinary resolution numbered 2 above, and subject further to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional Shares or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of rights of subscription or conversion under the terms of any Warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of any options to subscribe for, Shares or rights to acquire Shares; or

- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution as enlarged (subject to the completion of the Revised Open Offer) by the allotment and issue of the Revised Offer Shares (such percentage being a refreshment of the unused portion of the general mandate granted by the shareholders of the Company at the 2007 AGM authorising the Directors, amongst other things, to allot, issue and deal in the Shares of the then issued share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the relevant period which shall not exceed an aggregate of 20% of the nominal amount of the share capital of the Company in issue as at the date of the 2007 AGM) and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 4. “**THAT** conditional upon the passing of the ordinary resolutions numbered 2 and 3 set out above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares pursuant to the ordinary resolution numbered 3 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution numbered 2 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution as enlarged by the allotment and issue of the Revised Offer Shares.”

5. “**THAT** subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Revised Offer Shares, the Warrants and the Shares which may fall to be issued upon the exercise of the Warrants either unconditionally or subject to such condition as may be reasonably acceptable to the Company, the Directors be and are hereby authorised to allot and issue up to a maximum of not more than 251,853,983 Offer Shares, 251,853,983 Warrants which entitle the holder thereto to subscribe for Shares at an initial price of HK\$10.00 per Share (subject to adjustment) and 251,853,983 new Shares which fall to be issued upon the exercise of the Warrants pursuant to the Warrant Issue, to qualifying shareholders in accordance with the terms and conditions of the Revised Open Offer be and are hereby approved, and the Directors be and are hereby authorised to do all such acts and things, to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Revised Offer Shares, the Warrants and new Shares which fall to be issued upon the exercise of the Warrants.”

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

Hong Kong, 19th November, 2007

Registered Office:  
22nd Floor  
Allied Kajima Building  
138 Gloucester 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 a poll, vote in 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 preclude you from attending and voting in person at the Meeting or any adjournment 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 or authority, must be deposited at the Company’s registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, 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/she was solely entitled thereto, but if more than one of such holders are 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.
5. In relation to the ordinary resolutions nos. 2 and 3 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

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