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香港交易及結算有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本批准及接納表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對因本批准及接納表格全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Unless the context requires otherwise, terms used in this Form of Approval and Acceptance shall have the same meanings as defined in the composite document dated 18th November, 2011 jointly issued by Allied Properties (H.K.) Limited and Tian An China Investments Company Limited (the "Composite Document").

除文義另有所指外，本批准及接納表格所用詞彙與聯合地產(香港)有限公司及天安中國投資有限公司聯合刊發之日期為二零一一年十一月十八日之綜合文件(「綜合文件」)所界定者具有相同涵義。

This Form of Approval and Acceptance should be read in conjunction with the Composite Document, the contents of which form part of the terms and conditions of the Partial Share Exchange Offer.

本批准及接納表格應與綜合文件一併閱讀，其內容構成部份換股要約之條款及條件其中部份。

FORM OF APPROVAL AND ACCEPTANCE
批准及接納表格

To be completed in all respects except the sections marked "Do not complete"
除註明「毋須填寫」的部份外，每項均須填寫

Share Registrar:
Tricor Secretaries Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Hong Kong



天安中國投資有限公司
TIAN AN CHINA INVESTMENTS COMPANY LIMITED
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 28)
(股份代號：28)

股份過戶登記處：
卓佳秘書商務有限公司
香港
皇后大道東28號
金鐘匯中心
26樓

VOLUNTARY CONDITIONAL PARTIAL SHARE EXCHANGE OFFER BY
YU MING INVESTMENT MANAGEMENT LIMITED
ON BEHALF OF
CHINA ELITE HOLDINGS LIMITED, A WHOLLY-OWNED SUBSIDIARY OF
ALLIED PROPERTIES (H.K.) LIMITED
TO ACQUIRE 103,180,000 TIAN AN OFFER SHARES
IN THE ISSUED SHARE CAPITAL OF
TIAN AN CHINA INVESTMENTS COMPANY LIMITED
FROM INDEPENDENT TIAN AN SHAREHOLDERS

禹銘投資管理有限公司代表
聯合地產(香港)有限公司之全資附屬公司
CHINA ELITE HOLDINGS LIMITED
向獨立天安股東提呈收購
天安中國投資有限公司之
已發行股本中103,180,000股天安收購股份之
自願性有條件部份換股要約

If you have approved the Partial Share Exchange Offer in Box A and/or accepted the Partial Share Exchange Offer in Box B of this Form of Approval and Acceptance, please **SIGN ON THE FOLLOWING PAGE ONCE** in the capacity as Independent Tian An Shareholder(s) to approve the Partial Share Exchange Offer and/or as transferor(s) to accept the Partial Share Exchange Offer (as the case may be).

倘閣下於本批准及接納表格中之甲欄批准部份換股要約及/或乙欄接納部份換股要約，請於下頁簽署，以作為獨立天安股東批准部份換股要約及/或作為轉讓人接納部份換股要約(視情況而定)。

If you have accepted the Partial Share Exchange Offer, your signature should be witnessed by a person aged 18 or above who is not another joint holder and who must also sign and print his/her name and address where indicated below. All joint holders must sign.

倘閣下接納部份換股要約，閣下應在並非另一名聯名持有人之18歲或以上人士之見證下簽署，而該人士亦須如下所示簽署及填寫其姓名及地址。所有聯名持有人均須簽署。

FOR THE CONSIDERATION stated on the following page, the "transferor(s)" named below hereby transfer(s) to the "transferee" named on the following page the ordinary share(s) of HK\$0.20 each in the issued share capital of Tian An China Investments Company Limited specified in Box B of this Form of Approval and Acceptance.

就下頁所述代價而言，下列之「轉讓人」現將本批准及接納表格中之乙欄所列之天安中國投資有限公司已發行股本中每股面值0.20港元之普通股轉讓予下頁之「承讓人」。

Your name(s) and address(es) in full in the capacity as Independent Tian An Shareholder(s) to approve the Partial Share Exchange Offer and/or transferor(s) to accept the Partial Share Exchange Offer 閣下之全名及地址(以獨立天安股東之身份批准部份換股要約及/或以轉讓人身份接納部份換股要約) (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或正楷填寫)	Family name(s) or company name(s) 姓氏或公司名稱	Other name(s) 名字
	Registered address 登記地址	Telephone number 電話號碼

TO APPROVE THE PARTIAL SHARE EXCHANGE OFFER 批准部份換股要約

Whether you accept the Partial Share Exchange Offer or not, please consider whether to approve the Partial Share Exchange Offer. If you approve the Partial Share Exchange Offer, please specify your approval by putting a tick “√” in the left column AND specify the number of Tian An Shares in respect of which you wish to approve the Partial Share Exchange Offer in the right column of Box A below. The approval will be valid only if you have put a tick “√” in the left column of Box A below, specified the number of Tian An Shares in respect of which you wish to approve the Partial Share Exchange Offer in the right column of Box A below and signed this Form of Approval and Acceptance. Each Tian An Share shall be entitled to ONE vote. Multiple votes in respect of the same Tian An Share will not be taken into account in counting the approval and acceptance of the Partial Share Exchange Offer. If you have put a tick “√” in the left column of Box A below but no number is inserted, the approval will be considered as invalid. If you have put a tick “√” in the left column of Box A and a number in excess of the number of Tian An Shares registered in your name on the First Closing Date or the Final Closing Date (whichever is applicable) is inserted, the approval will be considered as invalid. Therefore if you have submitted your Form of Approval and Acceptance and that the number of Tian An Shares registered in your name on the First Closing Date or the Final Closing Date (whichever is applicable) will be lower than the number of Tian An Shares as specified in the right column of Box A below, you are requested to contact the Share Registrar to amend the number of Tian An Shares in respect of your approval on the Form of Approval and Acceptance. You may vote in respect of the total number of Tian An Shares you hold even though you do not intend to accept the Partial Share Exchange Offer and/or the number of Tian An Shares voted may be more than the number of Tian An Shares tendered for acceptance.

不論閣下是否接納部份換股要約，請考慮是否批准部份換股要約。倘閣下批准部份換股要約，請於下文甲欄左方填上「√」號以表明閣下批准部份換股要約，並於下文甲欄右方註明閣下欲批准部份換股要約之天安股份數目。批准將僅在閣下已於下文甲欄左方填上「√」號、於下文甲欄右方註明閣下欲批准部份換股要約之天安股份數目及簽署本批准及接納表格後，方為有效。每股天安股份僅有權投一票。就批准及接納部份換股要約而言，有關相同天安股份之重複投票將不計算在內。如閣下已於下文甲欄左方填上「√」號但未有填寫數目，有關批准將被視作無效。如閣下已於下文甲欄左方填上「√」號而所填寫數目超過於首個截止日期或最後截止日期（以適用者為準）以閣下名義登記之天安股份數目，有關批准將被視作無效。因此，如閣下已呈交批准及接納表格且於首個截止日期或最後截止日期（以適用者為準）以閣下名義登記之天安股份數目將少於下文甲欄右方註明之天安股份數目，則閣下務須自行聯絡股份過戶登記處以修改批准及接納表格內涉及閣下批准之天安股份數目。即使閣下無意接納部份換股要約及/或已投票之天安股份數目可能超過就接納所提呈之天安股份數目，閣下仍可就閣下所持有的天安股份總數投票。

BOX A 甲欄	If approve the Partial Share Exchange Offer, please √ here 如批准部份換股要約，請在此加上√	➔	□	Number of Tian An Shares to approve the Partial Share Exchange Offer 批准部份換股要約之天安股份數目 _____ Shares (股)
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TO ACCEPT THE PARTIAL SHARE EXCHANGE OFFER (please refer to note) 接納部份換股要約（請參閱附註）

If you accept the Partial Share Exchange Offer, please insert the total number of Tian An Shares for which you wish to tender for acceptance of the Partial Share Exchange Offer in Box B below. The total number of Tian An Shares taken up by the Offeror from you will be determined by the total number of Tian An Shares tendered for acceptance in accordance with the formula set out in the Composite Document. Fractions of Tian An Shares will not be taken up under the Partial Share Exchange Offer. The number of Tian An Shares to be purchased from you by the Offeror in respect of your acceptance will be rounded up or down to the nearest whole number at the discretion of the Offeror.

如閣下接納部份換股要約，請於下文乙欄填寫閣下擬交出以供接納部份換股要約之天安股份總數。收購人向閣下收購之天安股份總數將按照綜合文件所載之公式根據交出以供接納之天安股份總數釐定。零碎天安股份將不會根據部份換股要約被接納。收購人就閣下之接納將向閣下購入之天安股份數目，將由收購人的情向上或向下調整至最接近之整數。

BOX B 乙欄	Number of Tian An Shares tendered for acceptance 閣下交出以供接納之天安股份數目	FIGURES 數字	WORDS 大寫
	Share certificate number(s) 股票編號		

The consideration for the Partial Share Exchange Offer is four (4) APL Exchange Shares for every one (1) Tian An Share tendered for acceptance.

部份換股要約之代價為交出以供接納之每一(1)股天安股份換取四(4)股聯合地產交換股份。

Note: Subject to the Partial Share Exchange Offer becoming unconditional in all respects, if valid acceptances are received for more than 103,180,000 Tian An Offer Shares, the number of Tian An Shares to be taken up by the Offeror from you will be scaled down in accordance with the formula set out in the Composite Document. Fractions of Tian An Shares will not be taken up under the Partial Share Exchange Offer. The number of Tian An Shares to be taken up by the Offeror in respect of your acceptance will be rounded up or down to the nearest whole number at the discretion of the Offeror.

附註：受限於部份換股要約在各方面成為無條件，倘收到超過103,180,000股天安收購股份之有效接納，收購人向閣下收購之天安股份數目將按綜合文件所載之公式調減。零碎天安股份將不會根據部份換股要約被接納。收購人就閣下之接納將向閣下認購之天安股份數目，將由收購人的情向上或向下調整至最接近之整數。

and PLEASE SIGN BELOW

及於下列簽署

INDEPENDENT TIAN AN SHAREHOLDER(S)/TRANSFEROR(S) (where applicable)

獨立天安股東／轉讓人（如適用）

ALL JOINT

HOLDERS

MUST SIGN

所有聯名持有人

均須於本欄簽署

Signed by the transferor(s) in the presence of:

由轉讓人在下列見證人見證下簽署：

Signature of witness 見證人簽署

Name 姓名／名稱

(1) (2) (3) (4)

Address 地址

Signature(s) of Independent Tian An Shareholder(s)/transferor(s)

(where applicable)

獨立天安股東／轉讓人簽署（如適用）

Occupation 職業

TRANSFEEE (DO NOT COMPLETE)

承讓人（毋須填寫）

Name名稱:

CHINA ELITE HOLDINGS LIMITED

Correspondence Address:

22nd Floor, Allied Kajima Building,

138 Gloucester Road, Wanchai,

Hong Kong

通訊地址：

香港

灣仔

告士打道138號

聯合鹿島大廈22樓

Corporation 法團

代表

China Elite Holdings Limited

Signed by the transferee in the presence of:

由承讓人在下列見證人見證下簽署：

Signature of witness 見證人簽署

Name 姓名／名稱

Address 地址

Occupation 職業

Signature of transferee

承讓人簽署

Date of Transfer 轉讓日期

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practices of the Offeror, Yu Ming and the Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance of Hong Kong (Chapter 486 of the Laws of Hong Kong) (the "Privacy Ordinance").

1. Reasons for the collection of your personal data

To approve and/or accept the Partial Share Exchange Offer for your Tian An Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed.

2. Purposes

The personal data which you provide on this Form of Approval and Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing your approval and/or acceptance and verification of compliance with the terms and application procedures set out in this Form of Approval and Acceptance;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from the Offeror and/or its subsidiaries or agents such as Yu Ming and the Share Registrar;
- compiling statistical information and Independent Tian An Shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purposes in connection with the business of the Offeror or Yu Ming or the Share Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or Yu Ming and/or the Share Registrar to discharge their obligations to the Independent Tian An Shareholders and/or under applicable regulations, and any other purposes to which the Independent Tian An Shareholders may from time to time agree or be informed of.

3. Transfer of personal data

The personal data provided in this Form of Approval and Acceptance will be kept confidential by the Offeror, Yu Ming and the Share Registrar who may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offeror and/or its parent company, subsidiaries or agents such as Yu Ming and the Share Registrar;
- Tian An and their respective agents or any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Share Registrar, Yu Ming or the Offeror in connection with the operation of their respective businesses;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, professional accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom the Offeror, Yu Ming and the Share Registrar consider(s) to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Privacy Ordinance provides you with the rights to ascertain whether the Offeror, Yu Ming and the Share Registrar hold(s) your personal data, to obtain a copy of that data, and to correct any of your personal data that is incorrect. In accordance with the Privacy Ordinance, the Offeror, Yu Ming and the Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Offeror, Yu Ming or the Share Registrar (as the case may be).

BY SIGNING THIS FORM OF APPROVAL AND ACCEPTANCE YOU AGREE TO ALL OF THE ABOVE.

個人資料

個人資料收集聲明

本個人資料收集聲明知會閣下有關收購人、禹銘及股份過戶登記處就有關個人資料及香港法例第486章個人資料(私隱)條例(「私隱條例」)之政策及慣例。

1. 收集閣下個人資料之原因

倘閣下欲就閣下之天安股份批准及/或接納部份換股要約,則閣下須提供所需之個人資料。若未能提供所需資料,可能會導致閣下之接納不予受理或遭延誤。

2. 資料用途

閣下於本批准及接納表格所提供之個人資料可以任何方式被採用、持有及/或保存,以作下列用途:

- 處理閣下之批准及/或接納及核實是否遵守本批准及接納表格所載之條款及申請程序;
- 進行或協助進行核對簽名,以及核對或交換任何其他資料;
- 送遞收購人及/或其附屬公司或代理(例如禹銘及股份過戶登記處)所發出之通訊;
- 編製統計資料及獨立天安股東資料;
- 按照法例、規則或規例(不論法定或在其他方面)之規定作出披露;
- 披露有關資料以便進行申索或獲得所有權;
- 與收購人或禹銘或股份過戶登記處之業務有關之任何其他用途;及
- 與上述有關之任何其他附帶或相關用途及/或令收購人及/或禹銘及/或股份過戶登記處得以履行彼等對獨立天安股東及/或適用規例之責任,以及獨立天安股東可能不時同意或獲知會之任何其他用途。

3. 向他人提供個人資料

本批准及接納表格所提供之個人資料將會由收購人、禹銘及股份過戶登記處保密,收購人、禹銘及股份過戶登記處可作出必要之查詢以確定個人資料之準確性,以便資料可作任何上述用途,尤其可能會向下列任何及所有人士及實體披露、取得或轉移該等個人資料(不論在香港或香港以外地方):

- 收購人及/或其母公司、附屬公司或代理(例如禹銘及股份過戶登記處);
- 天安及彼等各自之代理或任何向股份過戶登記處、禹銘或收購人提供與彼等各自之業務運作有關之行政、電訊、電腦、付款或其他服務之代理、承包商或第三方服務供應商;
- 任何監管或政府機關;
- 與閣下有業務往來或擬有業務往來之任何其他人士或機構,例如銀行、律師、專業會計師、持牌證券交易商或註冊證券機構;及
- 收購人、禹銘及股份過戶登記處在該等情況下認為必需或適當之任何其他人士或機構。

4. 查閱及更正個人資料

私隱條例賦予閣下權利確定收購人、禹銘及股份過戶登記處是否持有閣下之個人資料、索取資料副本及更正閣下任何不正確之個人資料。根據私隱條例,收購人、禹銘及股份過戶登記處有權就處理任何查閱資料之查詢收取合理費用。所有關於查閱資料或更正資料或查閱關於政策及慣例及所持之資料類別之查詢,應向收購人、禹銘或股份過戶登記處(視情況而定)提出。

簽署本批准及接納表格後,即表示閣下同意上述各項。

THIS FORM OF APPROVAL AND ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this Form of Approval and Acceptance or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Tian An Shares, you should at once hand this Form of Approval and Acceptance together with the Composite Document to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s). Acceptance of the Partial Share Exchange Offer by persons who are citizens, residents or nationals of jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. **If you are a citizen, resident or national of a jurisdiction outside Hong Kong, you should inform yourself about and observe any applicable legal or regulatory requirements. It is your responsibility if you wish to accept the Partial Share Exchange Offer to satisfy yourself as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities or legal or regulatory requirements and the payment of any issue, transfer or other taxes due in such jurisdictions.** Acceptance of the Partial Share Exchange Offer by you will, subject to the Partial Share Exchange Offer becoming unconditional in all respects, be deemed to constitute a representation and warranty by you to the Offeror and Yu Ming that you are permitted under all applicable laws and regulatory requirements to receive and accept the Partial Share Exchange Offer and any revision thereof. All words and expressions defined in the Composite Document shall, unless the context otherwise requires, have the same meanings when used in this Form of Approval and Acceptance.

HOW TO COMPLETE THIS FORM OF APPROVAL AND ACCEPTANCE

You should read the Composite Document before completing this Form of Approval and Acceptance. Whether or not you accept the Partial Share Exchange Offer, please consider whether to approve the Partial Share Exchange Offer by completing Box A of this Form of Approval and Acceptance and sign and return it to the Share Registrar. To approve and/or accept the Partial Share Exchange Offer made by Yu Ming on behalf of the Offeror at a consideration of four (4) APL Exchange Shares for every one (1) Tian An Share, you should duly complete and sign this Form of Approval and Acceptance and forward this entire Form of Approval and Acceptance, together with the share certificate(s) and/or transfer receipt(s) and/or other documents of title (and/or satisfactory indemnity or indemnities required in respect thereof) in respect of your Tian An Shares (where applicable), by post or by hand, in an envelope marked "Tian An China Investments Company Limited – Partial Share Exchange Offer", to the Share Registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as practicable and in any event not later than 4:00 p.m. (Hong Kong time) on Friday, 9th December, 2011 (being the First Closing Date) or such later time and/or date as the Offeror may, subject to the Takeovers Code, decide and announce.

If you require any assistance in completing this Form of Approval and Acceptance or have any enquiries regarding the procedures for tendering and settlement or any other similar aspect of the Partial Share Exchange Offer, please contact the Share Registrar at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong or at its telephone enquiry hotline at (852) 2980 1333.

FORM OF APPROVAL AND ACCEPTANCE IN RESPECT OF THE PARTIAL SHARE EXCHANGE OFFER

To: The Offeror and Yu Ming

1. My/Our execution of this Form of Approval and Acceptance shall be binding on me and my/our personal representatives, heirs, successors and assigns, and I/we irrevocably undertake, represent, warrant and agree to and with the Offeror and Yu Ming to the following effect:
 - (a) my/our acceptance of the Partial Share Exchange Offer made by Yu Ming on behalf of the Offeror on and subject to the terms and conditions set out or referred to in the Composite Document and this Form of Approval and Acceptance in respect of the number of Tian An Shares inserted in Box B of this Form of Approval and Acceptance, in each case subject to scaling down and that such acceptance shall be irrevocable except in the circumstances that the Executive requires that such Accepting Tian An Shareholder is granted a right to withdraw in accordance with Rule 19.2 of the Takeovers Code or in compliance with Rule 17 of the Takeovers Code;
 - (b) my/our acceptance that the provisions of this Form of Approval and Acceptance and the other terms and conditions in the Composite Document are deemed to be incorporated into the terms and conditions of the Partial Share Exchange Offer;
 - (c) I/we am/are irrevocably and unconditionally entitled to transfer the Tian An Shares in respect of which the Partial Share Exchange Offer is accepted by me/us and such Tian An Shares are sold by me/us free from all liens, charges, encumbrances, rights of pre-emption and other third party rights of any nature and together with all rights accruing or attaching thereto, including, without limitation, the right to receive in full all dividends and distributions (if any) declared, made or paid on or after the date of the Joint Announcement;
 - (d) (in respect of citizens, residents or nationals of jurisdictions outside Hong Kong) I/we have fully observed any applicable legal or regulatory requirements and that the Partial Share Exchange Offer (and any revision or extension of the Partial Share Exchange Offer) may be accepted by me/us lawfully under the laws and regulations of the relevant jurisdiction;
 - (e) my/our irrevocable instruction and authority to each of the Offeror and/or Yu Ming and/or the Share Registrar or their respective agent(s) or such person(s) as any of them may direct for the purpose, to send APL Share certificate(s) for the consideration to which I/we shall have become entitled under the terms of the Partial Share Exchange Offer, together with any Tian An Share certificate(s) and/or transfer receipt(s) and/or other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (where applicable) for Tian An Shares which are not successfully tendered and/or accepted under the Partial Share Exchange Offer or, where applicable, a replaced Tian An Share certificate(s) in respect of the balance of such Tian An Shares by ordinary post at my/our own risk to the person named at the address stated below or, if no name or address is stated below, to me or the first-named of us (in the case of joint registered shareholders) at the registered address shown in the Register;
(Note: insert name and address of the person to whom the APL Share certificate(s) is/are to be sent (if different from the registered shareholder or the first-named of joint registered shareholders))
Name: (in block capitals)
Address:
 - (f) my/our irrevocable instruction and authority to each of the Offeror and/or Yu Ming and/or the Share Registrar or their respective agent(s) or such person(s) as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note (if any) as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) or any necessary instrument of transfer or other documents to be made and executed by me/us as the seller(s) of the Tian An Shares to be sold by me/us under the Partial Share Exchange Offer and where necessary to cause the same to be stamped and to cause an endorsement to be made on the Form of Approval and Acceptance in accordance with the provisions of that Ordinance;
 - (g) my/our irrevocable instruction and authority to each of the Offeror and/or Yu Ming and/or the Share Registrar or their respective agent(s) or such other person(s) as any of them may direct to complete and execute this Form of Approval and Acceptance and/or any other document at their discretion on my/our behalf in accordance with the Takeovers Code and to do any other acts or things as may in their opinion be necessary, expedient or desirable for the purpose of the Offeror to acquire some or all of the Tian An Shares (as the Offeror may in its discretion determine in accordance with the formula as set out in the "Letter from Yu Ming" headed "The Conditional Partial Share Exchange Offer" in the Composite Document) in respect of which I/we have accepted the Partial Share Exchange Offer;
 - (h) my/our understanding that my/our execution of this Form of Approval and Acceptance shall be deemed to constitute approval and/or acceptance of the Partial Share Exchange Offer on and subject to the terms set out or referred to in the Composite Document and this Form of Approval and Acceptance, including any revision or extension of the terms of such Partial Share Exchange Offer, in the case of any revision, where the Partial Share Exchange Offer is revised and the consideration offered under such revised Partial Share Exchange Offer does not represent on such date (on such basis as Yu Ming, on behalf of the Offeror, may consider appropriate) a reduction in the value of the Partial Share Exchange Offer in its original or any previously revised form(s). Also, my/our instruction and authority to each of the Offeror and/or Yu Ming and/or the Share Registrar or their respective agent(s) or such person(s) as any of them may direct for the purpose, to accept any such revised Partial Share Exchange Offer on my/our behalf and to execute on behalf of and in my/our name all such further documents (if any) as may be required to give effect to such acceptance, unless I/we become entitled to withdraw my/our acceptance and duly do so in accordance with the Takeovers Code;
 - (i) my/our undertaking to execute any further documents, take any further action and give any further assurances which may be required in connection with my/our acceptance of the Partial Share Exchange Offer as the Offeror may consider to be necessary, expedient or desirable in accordance with the Takeovers Code, including, without limitation, to secure the transfer of the Tian An Shares in respect of which I/we have accepted the Partial Share Exchange Offer to the Offeror free from all liens, charges, encumbrances, rights of pre-emption or other third party rights of any nature and together with all rights accruing or attaching thereto, including, without limitations, the right to receive in full all dividends and distributions (if any) declared, made or paid on or after the date of the Joint Announcement, and/or to perfect any of the authorities expressed to be given hereunder; and
 - (j) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror or Yu Ming or the Share Registrar or any of their agent(s) or such person(s) as any of them may direct in the proper exercise of their powers and/or authorities contained herein.
 2. I/We understand that acceptance of the Partial Share Exchange Offer by me/us will, subject to the Partial Share Exchange Offer becoming unconditional in all respects, be deemed to constitute a warranty by me/us to the Offeror and Yu Ming that the Tian An Shares held by me/us to be acquired under the Partial Share Exchange Offer are fully paid and sold by me/us free from all liens, charges, encumbrances, rights of pre-emption and other third party rights of any nature and together with all rights accruing or attaching thereto, including, without limitation, the right to receive in full all dividends and distributions (if any) declared, made or paid, if any, on or after the date of the Joint Announcement.
 3. In the event that my/our acceptance is not valid, in accordance with the terms of the Partial Share Exchange Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease in which event, I/we authorise and request you to return to me/us my/our Tian An Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) (where applicable), together with this Form of Approval and Acceptance duly cancelled, by ordinary post at my/our own risk to the person named in paragraph 1(e) above or, if no name or address is inserted, to me or the first-named of us (in the case of joint registered shareholders) at the registered address shown in the Register.
 4. I/We enclose the relevant Tian An Share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (if applicable) for the whole or part of my/our holding of Tian An Share(s) which are to be held by the Offeror and/or Yu Ming and/or the Share Registrar and/or such person or persons as any of them may direct on the terms and conditions of the Partial Share Exchange Offer. I/We understand that no acknowledgement of receipt of any Form(s) of Approval and Acceptance, Tian An Share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (if applicable) will be given. I/We further understand that all documents will be sent by ordinary post at my/our own risk.
 5. I/We represent and warrant to each of the Offeror and/or Yu Ming and/or the Share Registrar and/or such person or persons as any of them may direct that I am/we are the registered Tian An Shareholder(s) of the number of Tian An Share(s) specified in this Form of Approval and Acceptance and I/we have the full right, power and authority tender and pass the title and ownership of my/our Tian An Share(s) to the Offeror by way of acceptance of the Partial Share Exchange Offer.
 6. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Approval and Acceptance, all acceptances, instructions, authorities and undertakings hereby given shall be irrevocable and unconditional.
- Note: Where you have sent one or more transfer receipt(s) and in the meantime one or more Tian An Share certificate(s) has/have been collected on your behalf by any of the Offeror and/or Yu Ming or any of their agent(s) from Tian An or the Share Registrar in respect thereof, you will be sent such Tian An Share certificate(s) in lieu of the transfer receipt(s).

本批准及接納表格乃重要文件，請即處理。閣下如對本批准及接納表格任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已出售或轉讓所有名下之天安股份，應立即將本批准及接納表格連同綜合文件送交買方或承讓人，或經手買賣或轉讓之銀行、持牌證券交易商或註冊證券機構或其他代理人，以便轉交買方或承讓人。香港以外司法權區之市民、居民或國民接納部份換股要約，或會受有關司法權區之法律禁止或影響。倘閣下為香港以外司法權區之市民、居民或國民，務請自行瞭解並遵守任何適用法律或監管規定。閣下如欲接納部份換股要約，則有責任自行全面遵守相關司法權區與此有關之法例及規例，包括取得任何所需之政府、外匯管制或其他同意，或遵守其他必要之手續或法例或監管規定及支付任何發行或轉讓之費用或該等司法權區應繳之其他稅項。受限於部份換股要約在各方面成為無條件，閣下接納部份換股要約，將被視為構成閣下向收購人及馮銘聲明及保證。閣下根據所有適用法例及監管規定獲准收取及接納部份換股要約及任何有關修訂。除文義另有所指外，綜合文件所界定之所有用字及詞彙與本批准及接納表格所採用者具有相同涵義。

本批准及接納表格填寫方法

閣下於填寫本批准及接納表格前應閱讀綜合文件。不論閣下是否接納部份換股要約，請考慮是否透過填妥本批准及接納表格甲欄及簽署及交回股份過戶登記處以批准部份換股要約。閣下如批准及/或接納由馮銘代表收購人提出之按每一(1)股天安股份換取四(4)股聯合地產交換股份之代價進行之部份換股要約，應填妥並簽署本批准及接納表格，並在切實可行情況下將整份批准及接納表格，連同股票及/或過戶收據及/或閣下之天安股份之其他所有權文件(及/或就此所需並令人滿意之任何一份或多份彌償保證)(如適用)以郵寄或專人送遞方式交回股份過戶登記處卓佳秘書商務有限公司(地址為香港皇后大道東28號金鐘匯中心26樓)，信封面註明「天安中國投資有限公司一部份換股要約」，惟無論如何最遲須於二零一一年十二月九日(星期五)(即首個截止日期)下午四時正(香港時間)或收購人根據收購守則可能決定及公佈之較後時間及/或日期前送達。

閣下如於填寫本批准及接納表格時需要任何協助或對提交及交收程序或部份換股要約任何其他類似方面有任何疑問，請聯絡股份過戶登記處(地址為香港皇后大道東28號金鐘匯中心26樓)或致電其電話查詢熱線(852)2980 1333。

部份換股要約之批准及接納表格

致：收購人及馮銘

- 本人/吾等一經簽署本批准及接納表格，本人及本人/吾等之遺產代理人、繼承人、承任人及受讓人將受此約束，而本人/吾等不可撤回地向收購人及馮銘承諾、聲明、保證及同意下列各項：
 - 本人/吾等依據及受制於綜合文件及本批准及接納表格所載或所指條款及條件，就本批准及接納表格乙欄所填入之天安股份數目接納由馮銘代表收購人提出之部份換股要約，在各情況下均可作出調減，而此接納不得撤回，惟執行理事根據收購守則規則19.2或依據收購守則規則17要求賦予有關接納天安股東權利撤回則除外；
 - 本人/吾等接納本批准及接納表格之規定及綜合文件之其他條款及條件被視為已納入部份換股要約之條款及條件；
 - 本人/吾等不可撤回及無條件地有權轉讓本人/吾等接納部份換股要約涉及之天安股份，而本人/吾等於出售該等天安股份時均不附帶一切留置權、押記、產權負擔、優先購買權及任何性質之其他第三方權利並連同其應計或附帶之一切權利，包括(但不限於)全數收取於該聯合公佈刊發日期當日或之後宣派、作出或派付之所有股息及分派(如有)之權利；
 - (就香港以外司法權區之市民、居民或國民而言)本人/吾等已全面遵守任何適用法律或監管規定，以及本人/吾等合法根據有關司法權區之法例及規例接納部份換股要約(及部份換股要約之任何修訂或延期)；
 - 本人/吾等不可撤回的指示及授權收購人及/或馮銘及/或股份過戶登記處或彼等各自之代理，或彼等任何一方可能為此指示之人士寄發聯合地產股票作為本人/吾等根據部份換股要約之條款應得之代價，連同未有根據部份換股要約成功交出及/或獲接納之天安股份之任何天安股票及/或過戶收據及/或其他所有權文件(及/或就此所需並令人滿意之任何一份或多份彌償保證)(如適用)，或(如適用)有關該等天安股份餘額之替代天安股票，以平郵方式按下列姓名及地址寄予所列人士，或如無於下文填上姓名或地址，則按股東名冊之登記地址寄予本人或(如屬聯名登記股東)吾等中排名首位者，郵誤風險概由本人/吾等自行承擔；
(附註：如收取聯合地產股票人士之姓名及地址並非登記股東或聯名登記股東排名首位者之姓名及地址，則請在本欄填寫應收取股票人士之姓名及地址)
姓名：(請用正楷填寫)
地址：.....
 - 本人/吾等不可撤回的指示及授權收購人及/或馮銘及/或股份過戶登記處或彼等各自之代理，或彼等任何一方可能為此指示之人士，代表本人/吾等以根據部份換股要約出售天安股份賣方之身份，製備及簽立香港法例第117章印花稅條例第19(1)條所規定須具備及簽立之成交單據(如有)或(如需要)安排根據該條例之規定繳付印花稅及安排在批准及接納表格背書證明；
 - 本人/吾等不可撤回的指示及授權收購人及/或馮銘及/或股份過戶登記處或彼等各自之代理，或彼等任何一方可能指示之其他人士，代表本人/吾等根據收購守則酌情填妥及簽立本批准及接納表格及/或任何其他文件，並作出彼等認為必要、權宜或合宜之任何其他行動或事宜，以使收購人購入本人/吾等接納部份換股要約所涉及之部份或全部天安股份(由收購人根據綜合文件「馮銘函件」內「有條件部份換股要約」一節所載之公式酌情釐定)；
 - 本人/吾等明白本人/吾等簽立本批准及接納表格將被視為根據及受制於綜合文件及本批准及接納表格所載或所指之條款(包括部份換股要約條款之任何修訂或延期)批准及/或接納部份換股要約，而就修訂條款而言，倘若部份換股要約獲修訂，根據有關經修訂部份換股要約提呈之代價並不代表在該日(按馮銘(代表收購人)可能認為合適之基準)部份換股要約原價或任何原先經修訂之價值有所減少。本人/吾等亦指示及授權收購人及/或馮銘及/或股份過戶登記處或彼等各自之代理，或彼等任何一方可能為此指示之人士，代表本人/吾等接納任何有關經修訂部份換股要約及代表本人/吾等以本人/吾等之名義簽立所有有關進一步文件(如有)以使有關接納有效，除非本人/吾等有權根據收購守則撤回本人/吾等之接納並正式撤回該等接納則作別論；
 - 本人/吾等承諾於收購人及/或馮銘及/或股份過戶登記處或彼等各自之代理或根據收購守則認為可能屬必要、權宜或合宜時簽立進一步文件、採取進一步行動及作出進一步保證，包括(但不限於)確保本人/吾等接納部份換股要約所涉及之天安股份轉讓予收購人時並不附帶一切留置權、押記、產權負擔、優先購買權或任何性質之其他第三方權利並連同其應計或附帶之一切權利，包括(但不限於)全數收取於該聯合公佈刊發日期當日或之後宣派、作出或派付之所有股息及分派(如有)之權利；
 - 本人/吾等同意追認收購人或馮銘或股份過戶登記處或彼等之任何代理或其可能指示之人士於各自妥為行使本批准及接納表格所載彼等之權力及/或授權時所作出或進行之任何行動或事宜。
- 本人/吾等明白，受限於部份換股要約在各方面成為無條件，本人/吾等接納部份換股要約，將被視為構成本人/吾等向收購人及馮銘保證，由本人/吾等持有將根據部份換股要約作出收購之天安股份已繳足股款，而本人/吾等於出售該等股份時均不附帶一切留置權、押記、產權負擔、優先購買權及任何性質之其他第三方權利並連同其應計或附帶之一切權利，包括(但不限於)全數收取於該聯合公佈刊發日期當日或之後宣派、作出或派付之所有股息及分派(如有)之權利。
- 倘根據部份換股要約之條款，本人/吾等之接納屬無效，則上文第1段所載一切指示、授權及承諾均會終止，在此情況下，本人/吾等授權並要求閣下將本人/吾等之天安股票及/或過戶收據及/或任何其他所有權文件(及/或就此所需並令人滿意之任何一份或多份彌償保證)(如適用)，連同已正式註銷之本批准及接納表格一併以平郵方式寄予上文第1(c)段所列之人士，或如無列明姓名或地址，則按股東名冊所示之登記地址寄予本人或(如屬聯名登記股東)吾等中排名首位者，郵誤風險概由本人/吾等自行承擔。
- 本人/吾等茲附上本人/吾等持有之全部或部份天安股份之相關天安股票、過戶收據及/或任何其他所有權文件(及/或就此所需並令人滿意之任何一份或多份彌償保證)(如適用)，由收購人及/或馮銘及/或股份過戶登記處及/或彼等任何一方可能指定之人士按部份換股要約之條款及條件予以保存。本人/吾等明白任何交回之批准及接納表格、天安股票、過戶收據及/或任何其他所有權文件(及/或就此所需並令人滿意之任何一份或多份彌償保證)(如適用)概不獲發收據。本人/吾等亦瞭解以平郵方式寄發所有文件之一切郵誤風險概由本人/吾等自行承擔。
- 本人/吾等向各收購人及/或馮銘及/或股份過戶登記處及/或彼等任何一方可能指定之人士聲明及保證，本人/吾等為本批准及接納表格所註明天安股份數目之登記天安股東，而本人/吾等有十足權利、權力及授權以接納部份換股要約之方式，向收購人提交及移交本人/吾等之天安股份之所有權及擁有權。
- 本人/吾等知悉，除綜合文件及本批准及接納表格明文規定外，據此作出之所有接納、指示、授權及承諾均不可撤回及為無條件。

附註：倘閣下已寄出一份或多份過戶收據，而同時收購人及/或馮銘或彼等之任何代理其中任何一方已代表閣下向天安或股份過戶登記處領取一張或多張天安股票，則將向閣下寄回天安股票而非過戶收據。