



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)

**EXTRAORDINARY GENERAL MEETING
FORM OF PROXY**

Form of proxy for the Extraordinary General Meeting (“Meeting”) of Tian An China Investments Company Limited (“Company”) to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Monday, 2nd April, 2012 at 10:45 a.m.:

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ share(s) of HK\$0.20 each in the capital of the Company, HEREBY APPOINT (Note 3) the Chairman of the Meeting or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the Meeting to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Monday, 2nd April, 2012 at 10:45 a.m. for the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the Meeting (“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 resolution as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve, ratify and confirm 《關於建設「白龍港項目」合作協議》(Bailonggang Project Construction Cooperation Agreement*) and 《關於設立合資公司(原則)協議》(Principle Agreement for the Establishment of the Joint Venture Company*), both dated 13th February, 2012, entered into between Shanghai Allied Cement Co., Ltd. (上海聯合水泥有限公司) and 上海建築材料(集團)總公司 (Shanghai Building Material (Group) General Company*), and the respective transactions contemplated thereunder.		

Signature (Note 5): _____

Dated this _____ day of _____ 2012.

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 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 in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Meeting or” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the resolution. Your proxy will also be entitled to vote at his or her discretion or abstain on any other resolution properly put to the Meeting other than that referred to in the Notice.
5. This 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. 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 or authority, must be deposited at the Company’s share 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.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint 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 shares.
8. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.

* for identification purpose only