



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)

Annual General Meeting Second Proxy Form

Second Proxy Form for the Annual 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 Thursday, 20th May, 2010 at 10:00 a.m.:

I/We, (Note 1) _____
of _____

being the registered holder(s) of (Note 2) _____ shares 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 Thursday, 20th May, 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the revised notice convening the Meeting ("Revised 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 resolutions as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31st December, 2009.		
2. To declare a final dividend.		
3. (A) To re-elect Mr. Lee Seng Hui as a Director.		
(B) To re-elect Mr. Ng Qing Hai as a Director.		
(C) To re-elect Mr. Francis J. Chang Chu Fai as a Director.		
(D) To re-elect Ms. Lisa Yang Lai Sum as a Director.		
(E) To re-elect Mr. Tao Tsan Sang as a Director.		
(F) To re-elect Mr. Hu Aimin as a Director.		
(G) To re-elect Mr. Jin Hui Zhi as a Director.		
(H) To fix the Directors' fee.		
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix its remuneration.		
5. (A) To adopt the Ordinary Resolution No. 5(A) of the Revised Notice.		
(B) To adopt the Ordinary Resolution No. 5(B) of the Revised Notice.		
(C) To adopt the Ordinary Resolution No. 5(C) of the Revised Notice.		

Signature (Note 5): _____

Dated this _____ day of _____ 2010.

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this Second Proxy Form relates. If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- 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 SECOND PROXY FORM 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the relevant resolutions. 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 Revised Notice.
- This Second Proxy Form 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.
- To be valid, this Second Proxy Form, 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.
- 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 whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- Completion and return of this Second Proxy Form 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 Second Proxy Form, it will be deemed to have been revoked.
- IMPORTANT: A SHAREHOLDER OF THE COMPANY ("SHAREHOLDER(S)") WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 12TH APRIL, 2010 AND 2009 ANNUAL REPORT OF THE COMPANY, SHOULD NOTE THAT:**
 - If no Second Proxy Form is lodged with the Company's share registrar, the First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting dated 12th April, 2010 and the First Proxy Form, including the resolutions for the appointment of additional candidates set out in the supplemental circular of the Company dated 19th April, 2010 as Directors.
 - If the Second Proxy Form is lodged with the Company's share registrar before 48 hours prior to the time appointed for holding the Meeting ("Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him or her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
 - If the Second Proxy Form is lodged with the Company's share registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.