



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 HELD ON 20TH APRIL, 2005 POLL RESULTS

The Board is pleased to announce that the ordinary resolutions for the approval of the connected transactions regarding the acquisition of an additional 40% interest in Tiandu and the discloseable and continuing connected transactions regarding the Loan Agreement and the relevant Cap were duly passed by the Shareholders at the EGM held on 20th April, 2005 by way of a poll.

References are made to the announcements of the Company dated 22nd February, 2005 and 2nd March, 2005 and the circular of the Company dated 16th March, 2005 (the "Circular") issued by the Company in relation to (i) the connected transactions regarding the acquisition of an additional 40% interest in Tiandu, and (ii) the discloseable and continuing connected transactions regarding the Loan Agreement with Ranbridge. Unless otherwise stated, the terms used herein shall have the same respective meanings as those defined in the Circular.

The Board is pleased to announce that at the EGM held on 20th April, 2005, the respective ordinary resolutions proposed in relation to the approval of (i) above (the "Ordinary Resolution No. 1") and (ii) above (the "Ordinary Resolution No. 2") (collectively the "Ordinary Resolutions") were duly passed by the Shareholders by way of a poll as more than 50% of the votes were cast in favour of each of the Ordinary Resolutions. The vote-taking at the EGM were scrutinized by the registrar of the Company, Secretaries Limited.

### RESULTS OF THE EGM

The poll results taken at the EGM were as follows:

		<b>Ordinary Resolution No. 1</b>	<b>Ordinary Resolution No. 2</b>
1.	The total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions at the EGM	875,469,918	449,959,315
2.	The total number of Shares represented by the votes cast at the EGM	572,994,892	147,484,289
3.	The number of Shares represented by the votes cast in favour of the Ordinary Resolutions	572,994,892	147,484,289
4.	The percentage of the votes cast in favour of the Ordinary Resolutions relative to the total number of votes cast at the EGM	100%	100%
5.	The number of Shares represented by the votes cast against the Ordinary Resolutions	Nil	Nil
6.	The percentage of the votes cast against the Ordinary Resolutions relative to the total number of votes cast at the EGM	0%	0%

As stated in the Circular, only the independent Shareholders were permitted to vote on the poll on Ordinary Resolution No. 2. As such, in respect of Ordinary Resolution No. 2, only the independent Shareholders voted at the EGM and SHK and its associates, who are interested in the Loan Agreement and who in aggregate held 425,510,603 Shares, representing approximately 48.6% of the total issued share capital of the Company as at the date of the EGM, have abstained from voting in respect of Ordinary Resolution No. 2 at the EGM.

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

Hong Kong, 20th April, 2005

*As at the date of this announcement, the Board 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.*

“Please also refer to the published version of this announcement in The Standard”