



**民安(控股)有限公司**  
*The Ming An (Holdings) Company Limited*  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1389)

**FORM OF PROXY**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the share capital of The Ming An (Holdings) Company Limited (the "Company"), hereby appoint <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him the Chairman of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 24/F (Penthouse), Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong on Monday, 14 April 2008 at 10:30 a.m. (the "EGM") and to vote for me/us as directed below or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To approve the Joint Bidding Agreement and the Transaction		

Date: \_\_\_\_\_ 2008

Signature: <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM. If you wish to vote part of your shares for and part of your shares against the resolution in the event that a poll is called, please insert the number of shares in the relevant box.
5. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. Where there are joint holders of any share in the capital of the Company, any one of such joint holders may vote, either in person or by proxy, at the EGM, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. To be valid, this form of proxy, together with the 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 branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be).
8. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.
11. At the EGM, the chairman of the EGM will exercise his power under Article 84 of the Company's Articles of Association to put each of the above resolutions to the vote by way of a poll. On a poll, every member who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every fully paid share of which he is the holder.