



**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)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
 CAUSE NO. 350 OF 2009**

**IN THE MATTER OF  
 THE MING AN (HOLDINGS) COMPANY LIMITED**

**AND**

**IN THE MATTER OF  
 SECTION 86 OF THE COMPANIES LAW (2007 REVISION)  
 OF THE CAYMAN ISLANDS AS AMENDED FROM TIME TO TIME**

**FORM OF PROXY  
 FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF  
 THE GRAND COURT  
 TO BE HELD AT 10:00 A.M. ON 7 OCTOBER 2009  
 (OR AT ANY ADJOURNMENT THEREOF)<sup>11</sup>**

For use at the meeting (the "Meeting") (or at any adjournment thereof) of the holders of shares of HK\$0.10 each in the capital of The Ming An (Holdings) Company Limited (the "Company") other than those of such shares legally and/or beneficially owned by CTIH (as defined in the Scheme hereinafter mentioned) and parties acting in concert with it

I/We<sup>1</sup>, \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company, **HEREBY APPOINT<sup>3</sup>**  
 the Chairman of the Meeting or \_\_\_\_\_  
 of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting of the holders of shares of HK\$0.10 each in the capital of the Company convened at the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held at 22/F, Phase II, Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong on Wednesday, 7 October 2009 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated 7 September 2009 (the "Scheme") between the Company and the holders of Scheme Shares (as defined in the Scheme) as referred to in the notice dated 7 September 2009 convening the Meeting, and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>4</sup>	AGAINST the Scheme <sup>4</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009 Signature(s)<sup>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 in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK THE BOX BELOW THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK THE BOX BELOW THE BOX MARKED "AGAINST the Scheme"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his or her discretion. Your proxy will also be entitled to vote at his or her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting or abstain.
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. In the case of joint holders of shares in the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. In order to be valid, this form of proxy, and, if requested by the board of the Company, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or by facsimile at (852) 2854 4505 (marked for the attention of the "Company Secretary") as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof) at which the person named in this form of proxy proposes to vote but if this form of proxy (together with any supporting documents (if required)), is not so lodged, it may be handed to the Chairman of the Meeting at the Meeting.
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting in person (or in the case of a member being a corporation, by its duly authorized representative) at the Meeting (or at any adjournment thereof) 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. In the event that a black rainstorm warning or a tropical cyclone signal number 8 or above is hoisted or remains hoisted at any time between 8:00 a.m. and 10:00 a.m. (Hong Kong time) on the date of the Meeting, the Meeting will not be held on that day but will be held at the same time and place on the first Business Day thereafter. "Business Day" means any day (excluding Saturday) on which no black rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at any time between 8:00 a.m. and 10:00 a.m. (Hong Kong time) and on which banks in Hong Kong are generally open for business.