

If you are in any doubt about this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tan Chong International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Tan Chong International Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 693)

Proposed General Mandates to Issue Shares and Repurchase Shares AND Information on the Retiring Directors to be Re-elected at the 2005 AGM

A notice convening an annual general meeting of Tan Chong International Limited to be held at The Dynasty Club, 7/F South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong, on Friday, 13 May 2005 at 11:00 a.m. is set out in this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal office of the Company in Hong Kong at Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent shareholders from attending and voting at the meeting if they so wish.

6 April 2005

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on 13 May 2005 at 11:00 a.m.
“Bye-laws”	the bye-laws of the Company
“Code”	the Code on Takeovers and Mergers
“Company”	Tan Chong International Limited, a company incorporated in Bermuda and currently listed on the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong “	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 April 2005, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“Share(s)”	ordinary share(s) of \$0.50 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TCC”	Tan Chong Consolidated Sdn. Bhd., the controlling shareholder of the Company
“\$” and “cents”	Hong Kong dollars and cents

LETTER FROM THE BOARD

Tan Chong International Limited

(Incorporated in Bermuda with limited liability)

Directors:

Dato' Tan Kim Hor
Mr. Tan Eng Soon
Mr. Joseph Ong Yong Loke
Mr. Tan Kheng Leong
Mr. Neo Ah Chap
Mdm. Sng Chiew Huat
Mr. Lee Han Yang*
Mr. Liu Kwei Ming*
Mr. Masatoshi Matsuo*
Mdm Jeny Lau**

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business:

Unit 3001, 30th Floor
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

* Independent non-executive director
** Non-executive director

6 April 2005

To Shareholders,

Dear Sir or Madam,

Proposed General Mandates to Issue Shares and Repurchase Shares and Information on the Retiring Directors to be Re-elected at the 2005 AGM

INTRODUCTION

On 16 March 2005 the Directors of the Company announced the audited consolidated results of the Company for the year ended 31 December 2004 and the proposals to seek general mandates at the Annual General Meeting to be held on 13 May 2005 for the Directors to issue Shares and repurchase Shares. This circular gives you details of those mandates and seeks your approval of such proposals at the Annual General Meeting.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the Annual General Meeting, an ordinary resolution No.1 will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue new shares in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company immediately after the passing of the resolution in relation to such general mandate. In addition, subject to a separate approval of the ordinary resolution No.3, the number of Shares purchased by the Company under ordinary resolution No.2 will also be added to the 20 per cent general mandate as mentioned in the ordinary resolution No.1. The Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of a Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company immediately after the passing of the resolution in relation to such Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in the Appendix to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting.

INFORMATION OF THE RETIRING DIRECTORS TO BE RE-ELECTED AT THE 2005 AGM

For your further information, we set out below the relevant details of the retiring directors proposed to be re-elected at the 2005 AGM:

Mr Joseph Ong Yong Loke (“Mr Ong”), aged 56, was appointed as executive director of the Company in March 1997. He is the Managing Director of the Company since its listing in July 1998. He is also a director of many subsidiaries of the Group. He joined the Group in 1981 and has served in a number of senior capacities in Singapore before his posting to Hong Kong in 1992. Mr Ong, a Chartered Surveyor, graduated with a Bachelor of Science degree (Building Economics) from the University of Reading, United Kingdom in 1971. His previous work experience includes appointment with the Singapore Ministry of Defence and Straits Steamship Co. Limited from 1976 to 1980.

Mr Ong had been a non-executive director of Stamford Tyres Corporation Limited, a company listed on the Stock Exchange of Singapore till Mar 2003. Other than this and the directorship in the Company, he did not hold directorship in other listed public companies in the last three years. Mr Ong does not have any relationships with any directors, senior management, substantial or controlling Shareholder of the Company for the purpose of the Listing Rules. As at the latest Practicable Date, Mr Ong has the interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no fixed term of appointment of Mr Ong who is subject to retirement and re-election provisions in accordance with the Bye-laws of the Company. His director’s fee will be determined by the Board by reference to his job responsibility, prevailing market conditions and the Company’s operating and profitability.

Mr. Masatoshi Matsuo (“Mr Matsuo”), aged 61, was appointed as an independent non-executive director of the Company in December 2004. Mr Matsuo does not hold other position in the Group. He graduated from Yamaguchi National University in Japan with a degree in Mechanical Engineering. He has over 18 years’ experience in manufacturing and technical activities and another 18 years’ experience in corporate and commercial activities in Europe, South America, Middle East, Africa, South East Asia and China and was the Senior Managing Director of Nissan Diesel Motor Co Ltd, a renown world-wide truck and engine manufacturing and distribution company listed on the Tokyo Stock Exchange, until his retirement in 2001.

Mr Matsuo did not hold directorship in other listed public companies in the last three years other than the directorship in the Company. Mr Matsuo does not have any relationships with any directors, senior management, substantial or controlling Shareholder of the Company for the purpose of the Listing Rules. As at the latest Practicable Date, Mr Matsuo does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no fixed term of appointment of Mr Matsuo who is subject to retirement and re-election provisions in accordance with the Bye-laws of the Company. His director’s fee will be determined by the Board by reference to his job responsibility, prevailing market conditions and the Company’s operating and profitability.

LETTER FROM THE BOARD

RIGHT TO DEMAND A POLL

Pursuant to Bye-law 66 of the Bye-laws, at any general meeting, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed in this circular . Whether or not you intend to be present at the meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent the Shareholders from attending and voting at the Annual General Meeting if they so wish.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the general mandate to issue Shares and the Proposed Repurchase Mandate are in the interests of the Group as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Sng Chiew Huat
Finance Director

APPENDIX – EXPLANATORY STATEMENT

LISTING RULES FOR REPURCHASE OF SHARES

The relevant sections of the Listing Rules which permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange, subject to certain restrictions, are summarised below:

- **Shareholders approval**

The Listing Rules provide that all proposed repurchase of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

- **Source of funds**

Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's memorandum of association, bye-laws and the applicable laws of Bermuda. Under Bermuda law, any repurchases by the company may be made out of capital paid up on the shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose and, in the case of premiums payable on repurchases, funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company.

- **Trading restrictions**

The shares proposed to be repurchased by a company must be fully paid up.

A maximum of 10 per cent of the fully paid up issued share capital of the company as at the date of the passing of the relevant resolution may be repurchased on the Stock Exchange.

A company shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a company from repurchasing its shares on the Stock Exchange if the repurchase would result in the number of listed shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Listing Rules, being not less than 25 per cent. Furthermore, a company is not allowed to repurchase its shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

- **Subsequent issue of shares**

A company may not issue or announce an issue of new shares for a period of 30 days immediately following a repurchase, other than an issue of shares pursuant to an exercise of warrants, share options or similar instruments (if any) requiring the company to issue shares which were outstanding prior to such repurchase, without the prior approval of the Stock Exchange.

- **Status of repurchased shares**

The Listing Rules provide that the listing of all repurchased shares are automatically cancelled and the company must ensure that the certificates for the repurchased shares are cancelled and destroyed as soon as reasonably practicable following the settlement of any such repurchase. Under Bermuda law, all shares repurchased shall be treated as cancelled.

APPENDIX – EXPLANATORY STATEMENT (CONTINUED)

LISTING RULES FOR REPURCHASE OF SHARES (Continued)

- **Suspension of repurchases**

The Listing Rules prohibit any repurchase of shares at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding either the approval of the preliminary announcement of a company's annual results or publication of a company's interim report, the company may not repurchase its shares on the Stock Exchange unless the circumstances are exceptional. In addition, the Stock Exchange may prohibit a repurchase of shares on the Stock Exchange if a company has breached the Listing Rules.

- **Reporting requirements**

Under the Listing Rules, repurchases of shares on the Stock Exchange must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, the company's annual report is required to disclose details regarding repurchases of shares (on a monthly basis) made during the year, including the number of shares repurchased and the aggregate prices paid. The directors' report shall contain reference to the repurchases made during the year and the directors' reasons for making such repurchases. Furthermore, the company should make arrangements with its brokers to ensure that they provide to the company in a timely fashion the necessary information to enable the issuer to make the report to the Stock Exchange.

- **Connected parties**

The Listing Rules prohibit a company from knowingly repurchasing shares on the Stock Exchange from connected persons, which include directors, chief executives, substantial shareholders of the company or any of its subsidiaries or their associates, as defined in the Listing Rules. Also, a connected person shall not knowingly sell his shares to the company.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,013,309,000 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 201,330,900 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. If such a repurchase is made, the Directors propose to use the Company's internal cash surplus to fund such repurchase.

APPENDIX – EXPLANATORY STATEMENT (CONTINUED)

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it could have a material adverse impact on the working capital but not the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2004, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months.

Month	Highest trade price \$	Lowest trade price \$
2004		
April	1.660	1.550
May	1.610	1.450
June	1.520	1.450
July	1.530	1.450
August	1.520	1.480
September	1.520	1.490
October	1.530	1.480
November	1.610	1.430
December	1.590	1.450
2005		
January	1.570	1.500
February	1.580	1.550
March	1.590	1.470

Source: The Stock Exchange of Hong Kong Limited

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates currently intend to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

APPENDIX – EXPLANATORY STATEMENT (CONTINUED)

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, TCC is interested in approximately 45.34 per cent of the existing issued share capital of the Company. In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholding of TCC in the Company will be increased to approximately 50.38 per cent of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations under the Code for TCC to make a mandatory offer.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE PURCHASE MADE BY THE COMPANY

The Company had not purchased any Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Tan Chong International Limited
NOTICE OF ANNUAL GENERAL MEETING

We invite our shareholders to the Eighth Annual General Meeting of Tan Chong International Limited to be held at The Dynasty Club, 7/F South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 13 May 2005 at 11:00 a.m.

AGENDA

As ordinary business

1. To receive and adopt the audited consolidated financial statements for the year ended 31 December 2004 and the reports of the Directors and Auditors thereon.
2. To declare a final dividend.
3. To re-elect Directors.
4. To authorise the Directors to fix Directors Fees.
5. To re-appoint KPMG as Auditors and authorise the Directors to fix their remuneration.

As special business

6. To consider and, if thought fit, pass the following resolutions :-

(A) As Ordinary Resolution No. 1

“That :-

- (i) Subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and/or options which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of unissued shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to a Rights Issue or the exercise of subscription rights attaching to any warrants issued by the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of shares in the capital of the Company in issue as at the date of passing this Resolution;
- (iv) for the purpose of this Resolution :-
 - (a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of :-
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
 - (3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (b) “Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares in the capital of the Company whose names appear on the Register of Members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

Tan Chong International Limited
NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

(B) As Ordinary Resolution No. 2

“That :-

- (i) Subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this Resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this Resolution :-
“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of :-
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
 - (c) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) As Ordinary Resolution No. 3

“That the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company pursuant to the Ordinary Resolution numbered 1 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution numbered 2 above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution.”
(Note i)

By Order of the Board

Teo Siok Ghee

Company Secretary

Hong Kong, 21 April 2005

Registered Office : Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

Principal Office in Hong Kong : Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong

Tan Chong International Limited
NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Notes :

- (i) This resolution will be proposed to Shareholders for approval provided that Ordinary Resolutions Nos. 1 and 2 are passed by the Shareholders.
- (ii) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote for him in accordance with the bye-laws of the Company; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (iv) In order to be valid, a form of proxy must be deposited at Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (v) The Transfer Books and Register of Members will be closed from 28 April 2005 to 13 May 2005, both days inclusive, during which period no share transfers can be registered.

Tan Chong International Limited

(Incorporated in Bermuda with limited liability)

FORM OF PROXY

I / We (Name) _____ (Block capitals, please)

of (Address) _____

being the holder(s) of _____

(see Note 1) Shares in Tan Chong International Limited hereby appoint

(Name) _____

of (Address) _____ or failing him

(Name) _____

of (Address) _____

or failing him, the Chairman of the Meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company to be held at The Dynasty Club, 7/F South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 13 May 2005 at 11.00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat.

My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions :-

	Resolution (see Note 3)	For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2004 and the reports of the Directors and Auditors thereon.		
2.	To declare a final dividend.		
3.	To re-elect the following persons as Directors of the Company :-		
	(i) Mr. Joseph Ong Yong Loke		
	(ii) Mr. Masatoshi Matsuo		
4.	To authorise Directors to fix Directors Fees.		
5.	To re-appoint KPMG as Auditors and authorise the Directors to fix their remuneration.		
6.	(A) As Ordinary Resolution No. 1 To give a general mandate to the Directors to allot, issue and deal with unissued shares of the Company.		
	(B) As Ordinary Resolution No. 2 To give a general mandate to the Directors to repurchase the shares of the Company.		
	(C) As Ordinary Resolution No. 3 To add repurchased shares to the shares issue general mandate of the Company.		

Signature (s)

Dated this _____ day of _____, 2005



Notes :

1. Please insert the number of shares registered in your name(s); 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).
2. A member may appoint more than one proxy of his own choice. If such an appointment is made, delete the words “the Chairman of the Meeting”, and insert the name(s) of the person(s) appointed proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. IMPORTANT : IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
4. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
6. To be valid, this proxy form must be completed, signed and deposited at Unit 3001, 30th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the Meeting.
7. A proxy need not be a member of the Company.

----- Fold Here -----



Tan Chong International Limited

Unit 3001, 30th Floor, Shui On Centre
6-8 Harbour Road
Wanchai, Hong Kong

----- Fold Here -----