



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

FORM OF PROXY

Form of proxy for use by Shareholders at the Special General Meeting (“Meeting”) to be held at 6th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 28 September 2007 at 10:00 a.m..

I/We (Note a) _____

of _____

being the registered holder(s) of _____ ordinary shares (Note b) of HK\$0.10 each in the capital of **TYSAN HOLDINGS LIMITED** (the “Company”), hereby appoint the

Chairman of the Meeting or (Note c) _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 6th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 28 September 2007 at 10:00 a.m., and at any adjournment thereof, on the undermentioned resolution(s) (Note d) as indicated and if no such indication is given as my/our proxy thinks fit:

ORDINARY RESOLUTIONS	FOR (Note d)	AGAINST (Note d)
(1) To approve the refreshing of the existing mandate limit under the share option scheme of the Company adopted on 28 August 2002 (the “Scheme”) such that the total number of shares in the Company (“Shares”) which may be issued upon the exercise of all options to be granted under the Scheme and any other schemes of the Company or its subsidiaries, excluding options previously granted, and excluding options outstanding, cancelled, lapsed or exercised in accordance with the Scheme, shall not exceed 10% of the Shares in issue as at the date of the passing of this resolution (the “Refreshed Mandate Limit”).		
(2) To authorize the directors of the Company to grant options up to the Refreshed Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options, conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and permission to deal in, the Shares which may be required to be issued and allotted pursuant to the exercise of any options under the Scheme up to the Refreshed Mandate Limit.		

Signature _____

Dated _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, the form of proxy will be deemed to relate to all of the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Under the Company’s Bye-Laws, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is properly demanded; and on a show of hands, every member present in person or (being a corporation) by a duly authorized representative shall have one vote. **AS THE CHAIRMAN IS ONLY ABLE TO EXERCISE ONE VOTE ON A SHOW OF HANDS, HE WILL USE THE VOTE FOR THOSE MEMBERS WHO WISH TO VOTE FOR ANY OR ALL OF THE RESOLUTIONS PUT TO THE MEETING. IF YOU WISH TO VOTE AGAINST ANY OR ALL OF THE RESOLUTIONS PUT TO THE MEETING, YOU MUST APPOINT A PERSON OTHER THAN THE CHAIRMAN OF THE MEETING TO ACT AS YOUR PROXY.**
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s head office and principal place of business in Hong Kong at 6th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) should you so wish.