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## **TYSAN HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

**(Stock Code : 687)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting of Tysan Holdings Limited (the “Company”) will be held at 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Monday, 16 August 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**“THAT**

1. the Disposal (as defined in the Company’s circular dated 28 July 2010 dispatched to the shareholders of the Company, a copy of which has been produced to this special general meeting and marked “A” and initialled by the Chairman of this special general meeting for the purpose of identification, and which said circular is hereinafter referred to as the “Circular”) and all transactions contemplated under the Disposal Agreement (as defined in the Circular) be and are hereby approved, ratified and confirmed;
2. the Potential Acquisition and all transactions contemplated thereunder, including, without limitation, the submission of the Notice of Intention, payment of the Guarantee Payment, submission of the Auction Bid, execution of the Letter of Confirmation and the Acquisition Agreement (all of which said capitalized terms shall have the same meanings as those defined in the Circular) be and are hereby approved, ratified and confirmed, and that in respect of the Potential Acquisition, a mandate is hereby given to the directors of the Company (the “Acquisition Mandate”) authorizing them to proceed with the completion of the Potential Acquisition at the Acquisition Price of an amount up to HK\$180 million; and
3. any one of the directors of the Company be and is hereby authorized to execute for and on behalf of the Company all such documents by his/her hand and/or under the seal of the Company and to apply or caused to be applied the seal of the Company thereunto and to do or cause to be done all such acts and things which, in his/her opinion, may be necessary, desirable or expedient to carry into effect the Disposal and the Potential Acquisition and all transactions contemplated thereunder and all other matters in relation thereto or in

connection therewith, and that all acts of the directors of the Company or any of them in respect of or arising from the above be and are hereby approved, ratified and confirmed.”

By order of the Board  
**TYSAN HOLDINGS LIMITED**  
**Francis Cheung**  
*Chairman*

Hong Kong, 28 July 2010

*Head office and principal place  
of business in Hong Kong:*

11th Floor, Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

**Notes:**

1. Any member (other than a Clearing House (as hereinafter defined)) entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. A recognised clearing house within the meaning of Part 1 of Schedule 1 to the SFO (the “Clearing House”), being a member of the Company, may authorise such person or persons as it thinks fit to act as its representative or representatives at the meeting provided that, if more than one person is so authorized, the authorization shall specify the number and class of shares in respect of which each such person is so authorised.
3. To be valid, the form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the Company’s principal place of business in Hong Kong at 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.
5. Each of the ordinary resolutions as set out above will be determined by way of a poll.

*As at the date of this announcement, the executive directors of the Company are Mr. Francis Cheung, Mr. Fung Chiu Chak, Victor, Mr. David Chien, Miss Jennifer Kwok, Mr. Chiu Chin Hung and Mr. Wong Kay, and the independent non-executive directors of the Company are Mr. Fan Chor Ho, Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming, George.*