



# TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (the "Annual General Meeting") TO BE HELD ON WEDNESDAY, 8 AUGUST 2012 AT 3:00 P.M.

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.10 each in  
the capital of Tysan Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the Annual General Meeting,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company to be held at 3:00 p.m. on  
Wednesday, 8 August 2012 and to vote for me/us and on my/our behalf in respect of the undermentioned resolutions (the "Resolutions")  
as indicated, and if no such indication is given, to vote in such a manner as my/our proxy thinks fit.

Ordinary Resolutions			For (Note 4)	Against (Note 4)
1.	To receive, consider and adopt the Audited Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 31 March 2012.			
2.	To declare a final dividend of HK\$0.04 per share of the Company in respect of the year ended 31 March 2012.			
3.	(1)	(a) To re-elect Mr. David Chien as an Executive Director.		
	(1)	(b) To re-elect Mr. Fan Chor Ho Paul as an Independent Non-Executive Director.		
	(1)	(c) To re-elect Mr. Lung Chee Ming George as an Independent Non-Executive Director.		
	(2)	To authorize the Board to fix the remuneration of the directors of the Company.		
4.	To re-appoint Messrs. Ernst & Young as Independent Auditors for the ensuing year, and to authorize the Board to fix their remuneration.			
5A.	To give a general mandate to the directors of the Company to repurchase fully paid up issued shares of the Company as set out in paragraph 5A of the Notice of Annual General Meeting.			
5B.	To give a general mandate to the directors of the Company to allot, issue, grant and deal with shares and other securities of the Company as set out in paragraph 5B of the Notice of Annual General Meeting.			
5C.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.			
6.	To transact any other business.			

Signature (Note 7): \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

### 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 Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** A proxy need not be a member of the Company.
4. Please mark with a "✓" in the spaces opposite to each of the Resolutions under the column of "For" or "Against", as the case may be, to indicate how you wish the proxy to vote on your behalf. In the absence of any such indication, your proxy may vote for or against the Resolutions or any of them or may abstain 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 of Annual General Meeting.
5. You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, at the Company's principal place of business in Hong Kong at 20th Floor, One Island South, No.2 Heung Yip Road, Wong Chuk Hang, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.
6. 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 votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
7. 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 any officer or attorney or other person duly authorized.
8. Completion and return of this form of proxy will not preclude you from personally attending and voting at the Annual General Meeting if you so wish. In the event that you do attend the Annual General Meeting, this form of proxy will automatically be deemed to have been revoked.
9. Unless the context indicates or specifies otherwise, defined terms used in this form of proxy shall have the same meanings as are given to them in the Notice of Annual General Meeting and the Company's circular to the Shareholders dated 5 July 2012.