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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** the Special General Meeting of Tysan Holdings Limited (the “**Special General Meeting**” and the “**Company**” respectively) will be held at Gloucester Room I, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong at 3:30 p.m. on Wednesday, 8 August 2012 (or so soon thereafter, or earlier, as the case may be, immediately after the conclusion of the Company’s annual general meeting to be held at the same venue at 3:00 p.m. on the same day) for the purposes of considering and, if thought fit, passing, with or without amendments, the following proposed resolutions as Ordinary Resolutions of the Company by way of poll:

#### **ORDINARY RESOLUTIONS**

- A. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, shares in the capital of the Company which may fall to be issued pursuant to the exercise of any options under the proposed new share option scheme of the Company, the principal terms of which are summarized in the circular dated 13 July 2012 of the Company (the rules of which are contained in the document produced to the meeting marked “A” and signed by the Chairman of this meeting for the purposes of identification) (the “**2012 Share Option Scheme**”), the 2012 Share Option Scheme be and is hereby approved and adopted by the Company and that the board of directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2012 Share Option Scheme including but without limitation:
- (a) to administer the 2012 Share Option Scheme under which options will be granted to eligible participants under the 2012 Share Option Scheme in accordance with the terms thereof to subscribe for shares of the Company;
  - (b) to modify and/or amend the 2012 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2012 Share Option Scheme relating to the modification and/or amendment thereof;
  - (c) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued and allotted pursuant to the exercise of the options under the 2012 Share Option Scheme;

- (d) to make application at the appropriate time or times and from time to time to the Stock Exchange for the listing of and permission to deal in any shares of the Company which may from time to time be issued and allotted pursuant to the exercise of the options granted under the 2012 Share Option Scheme; and
- (e) to consent or adopt, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2012 Share Option Scheme.”

B. “**THAT** subject to and conditional upon the passing of Ordinary Resolution A set out in the notice convening this meeting, the existing share option scheme of the Company and its subsidiaries which was adopted by the Company in general meeting on 28 August 2002 be terminated with effect from the date on which the 2012 Share Option Scheme (as defined in Ordinary Resolution A set out in the notice convening this meeting) shall take effect unconditionally.”

By order of the Board  
**TYSAN HOLDINGS LIMITED**  
**Wong Suk Han, Kitty**  
*Company Secretary*

Hong Kong, 13 July 2012

**Notes:**

1. Any Shareholder entitled to attend and vote at the Special General 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 Shareholder.
2. To be valid, a 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 with the Company at the Company’s principal office 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 Special General Meeting or any adjourned meeting thereof.
3. For the purpose of the Special General Meeting, in order to qualify for attending and voting at the Special General Meeting, duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, by no later than 4:30 p.m. on Friday, 3 August 2012. The Register of Members of the Company will be closed from Monday, 6 August 2012 to Wednesday, 8 August 2012 (both dates inclusive), during which period no transfer of shares of the Company will be registered.

*As at the date of this notice, 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; Mr. Wong Kay; Mr. Lau Kin Fai and Mr. Cheung Harvey Jackel; 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.*