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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 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Monday, 16 December 2013 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “Subject to each of the other resolutions set out in this Notice being passed, the conditional sale and purchase agreement dated 16 August 2013 and as amended on 22 November 2013 (the “**Great Prosper SPA**”, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purposes of identification), entered into between Tysan Building Construction (China) Company Limited as the vendor and Duncan Properties Limited as the purchaser for the acquisition of 20% of the issued share capital of Great Prosper Limited and related shareholder’s loan for an aggregate consideration of HK\$129,411,764 be approved, confirmed and ratified, as the case may be.”
2. “Subject to each of the other resolutions set out in this Notice being passed:
  - (i) the conditional sale and purchase agreement dated 16 August 2013, as amended on 18 August 2013 and 22 November 2013 (the “**Tysan Foundation (Hong Kong) SPA**”, a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purposes of identification and which, for the avoidance of doubt includes the related Shareholders’ Agreement and Deed of Counter-Indemnity contemplated thereby), entered into between the Company as the vendor and Fortunate Pool Limited as the purchaser for the disposal of 40% of the issued share capital of Tysan Foundation (Hong Kong) Limited and the related shareholder’s loan for an aggregate consideration of HK\$157,000,000 be approved, confirmed and ratified, as the case may be; and
  - (ii) the continued provision of the Guarantees and Indemnities (as defined in the circular of which this Notice forms part) after completion of the Tysan Foundation (Hong Kong) SPA subject to an annual maximum amount of HK\$1.25 billion for each of the financial years ending 31 March 2014, 2015 and 2016, be and is approved.”
3. “Subject to each of the other resolutions set out in this Notice being passed, the conditional sale and purchase agreement dated 16 August 2013 and as amended on 22 November 2013 (the “**Tysan Building Construction SPA**”, a copy of which has been produced to the Meeting marked

“C” and signed by the chairman of the Meeting for the purposes of identification), entered into between Tysan Construction Company Limited as the vendor and Mr. Victor Fung as the purchaser for the disposal of 49% of the issued share capital of Tysan Building Construction Company Limited and the related shareholder’s loan for an aggregate consideration of HK\$17,150,000 be and is approved, confirmed and ratified, as the case may be.”

4. “Subject to each of the other resolutions set out in this Notice being passed, the conditional sale and purchase agreement dated 16 August 2013 and as amended on 22 November 2013 (the “**Tysan Trading SPA**”, a copy of which has been produced to the Meeting marked “D” and signed by the chairman of the Meeting for the purposes of identification), entered into between Tysan Investment Limited as the vendor and Miss Jennifer Kwok as the purchaser, in relation to the disposal of 40% of the issued share capital of Tysan Trading Company Limited and the related shareholder’s loan for an aggregate consideration of HK\$4,400,000, be and is approved, confirmed and ratified, as the case may be.”
5. “Subject to each of the other resolutions set out in this Notice being passed, the conditional service agreement dated 16 August 2013 (the “**Miss Jennifer Kwok’s Service Agreement**”, a copy of which has been produced to the Meeting marked “E” and signed by the chairman of the Meeting for the purposes of identification), entered into between Tysan Management Limited as the employer and Miss Jennifer Kwok, as the employee, in relation to the terms of service of Miss Jennifer Kwok, be and is approved, confirmed and ratified, as the case may be.”
6. “Subject to each of the other resolutions set out in this Notice being passed, any one or more of the directors of the Company be authorised, for and on behalf of the Company and any member of its subsidiaries, to take all steps necessary or expedient in his/her/their opinion to approve and implement and/or give effect to the Great Prosper SPA, the Tysan Foundation (Hong Kong) SPA (including the related Shareholders’ Agreement and Deed of Counter-Indemnity contemplated thereby), the Tysan Building Construction SPA, Tysan Trading SPA and/or Miss Jennifer Kwok’s Service Agreement and the respective transactions contemplated thereunder, including, among other things, to sign and deliver for and on behalf of the Company or its relevant subsidiary any and all documents necessary or desirable for giving effect to such agreements, of making non-material amendments thereto but including the authority to waive any conditions (save where they are stated not capable of being waived) and the authority to amend the time by which completions of such agreements are to take place if the date by which the possible general offer is to become unconditional (as described in the circular of which this Notice forms part) is also extended.”

By order of the Board  
**TYSAN HOLDINGS LIMITED**  
**CHIU CHIN HUNG**  
*Executive Director*

Hong Kong, 25 November 2013

*Head office and principal place  
of business in Hong Kong:*  
20th Floor, One Island South  
No. 2 Heung Yip Road  
Wong Chuk Hang  
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 authorised, the authorisation 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 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, 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 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; Mr. Lau Kin Fai and Mr. Harvey Jackel Cheung; and the independent non-executive Directors of the Company are Mr. Fan Chor Ho; Mr. Tse Man Bun; Mr. Lung Chee Ming, George and Mr. Li Kit Chee.*

*Company website: [www.tysan.com](http://www.tysan.com)*