



TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 687)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING (the "Special General Meeting") to be held on Monday, 16 December 2013 at 10:00 a.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 ("Company") HEREBY APPOINT (Note 3) the Chairman of the Special General Meeting, or _____
of _____
as my/our proxy to attend the Special General Meeting (or any adjournment thereof) of the Company to be held at 10:00 a.m. on Monday, 16 December 2013 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 RESOLUTION <i>(as set out in the Notice of Special General Meeting)</i>	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	To approve, ratify and confirm the Great Prosper SPA (as defined in the circular of the Company dated 25 November 2013 ("Circular")) and the transactions contemplated thereunder.		
2.	To approve, ratify and confirm the (i) Tysan Foundation (Hong Kong) SPA (as defined in the Circular) and the transactions contemplated thereunder, (ii) the continued provision of the Guarantees and Indemnities (as defined in the Circular).		
3.	To approve, ratify and confirm the Tysan Building Construction SPA (as defined in the Circular) and the transactions contemplated thereunder.		
4.	To approve, ratify and confirm the Tysan Trading SPA (as defined in the Circular) and the transactions contemplated thereunder.		
5.	To approve, ratify and confirm the Miss Jennifer Kwok's Service Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
6.	To authorise any one or more of the directors of the Company, for and on behalf of the Company and any of its subsidiaries, to execute and carry into effect the Great Prosper SPA, Tysan Foundation (Hong Kong) SPA, Tysan Building Construction SPA, Tysan Trading SPA and Miss Jennifer Kwok's Service Agreement (as defined in the Circular) and the transactions contemplated thereunder.		

Signature (Note 7) _____

Dated this _____ day of _____ 2013.

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 Special General Meeting is preferred, please delete the words "the Chairman of the Special General 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 needs 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 Special General Meeting other than those referred to in the Notice of Special 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 Special 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 Special General Meeting if you so wish. In the event that you do attend the Special 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 bear the same meanings as are given to them in the Notice of Special General Meeting and the Company's circular to the Shareholders dated 25 November 2013.