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TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Tysan Holdings Limited (the “**Annual 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 3:00 p.m. on Friday, 7 August 2015 for the following purposes:

1. To receive, consider and adopt the Audited Financial Statements and the Reports of the Directors and Independent Auditors of the Company for the year ended 31 March 2015.
2. To declare a final dividend of HK\$0.15 per share of the Company in respect of the year ended 31 March 2015 to the shareholders of the Company (the “**Shareholders**”) whose names appear on the Company’s register of members on 17 August 2015.
3. To re-elect Mr. Chiu Chin Hung as an Executive Director, the terms of appointment of which are set out in the Company’s circular to which this notice forms part (the “**Circular**”).
4. To re-elect Mr. Fan Chor Ho as an Independent Non-executive Director, the terms of appointment of which are set out in the Circular.
5. To re-elect Mr. Lung Chee Ming, George as an Independent Non-executive Director, the terms of appointment of which are set out in the Circular.
6. To authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company for the year ending 31 March 2016 and such amount be divided amongst the Board in such proportions and in such manner as the Board may determine.
7. To re-appoint Messrs. Ernst & Young as Independent Auditors for the ensuing year and to authorize the Board to fix their remuneration.

8. To consider and, if thought fit, pass with or without modification, the following proposed resolutions as Ordinary Resolutions by way of special business:

ORDINARY RESOLUTIONS

A. “**THAT**

- (1) subject to paragraph (2) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (3) below) of all the powers of the Company to repurchase fully paid up issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which shares of the Company may be listed and recognized by the Stock Exchange and the Securities and Futures Commission of Hong Kong for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange applicable to the Company, as amended from time to time, be and is hereby generally and unconditionally approved;
- (2) the aggregate number of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (1) above shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this Resolution and the authority pursuant to paragraph (1) of this Resolution shall be limited accordingly; and
- (3) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

B. **“THAT**

- (1) subject to paragraph (3) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (**“Listing Rules”**), the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to allot, issue, grant and deal with additional unissued shares in the capital of the Company, to allot, issue, grant and deal with other securities of the Company, including warrants and debentures convertible into shares of the Company, and to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall be in addition to (and shall not in any way prohibit or limit) any other authority or power of or given to the Directors, and shall authorize the Directors during the Relevant Period (as defined in paragraph (4) below) to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (3) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval or authority in paragraphs (1) and (2) above, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (4) below); or (b) an issue of shares upon the exercise of the subscription or conversion rights attaching to any warrant of the Company or any securities which are convertible into Shares; or (c) an issue of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time or any securities which are convertible into shares of the Company; or (d) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors or employees of the Company and/or any of its subsidiaries of shares or rights of the Company, shall not exceed 20% of the number of shares of the Company in issue as at the date of passing of this Resolution, and the said approval or authority shall be limited accordingly; and
- (4) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or

- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company).”

- C. “**THAT** subject to the passing of Ordinary Resolutions A and B set out in paragraph 8 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue, grant and deal with additional shares and other securities of the Company pursuant to Ordinary Resolution B set out in paragraph 8 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the authority granted under Ordinary Resolution A set out in paragraph 8 of the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the Ordinary Resolution A set out in paragraph 8 of the notice convening this meeting.”
9. To consider and, if thought fit, pass with or without modification, the following proposed resolutions as Special Resolutions by way of special business:

SPECIAL RESOLUTIONS

- A. “**THAT** conditional upon compliance by the Company with all statutory requirements under section 46(2) of the Companies Act 1981 of Bermuda to effect the cancellation, and with effect from the date of passing of this resolution, the entire amount standing to the credit of the share premium account of the Company as at the date of passing of this resolution, be cancelled, and the credit arising therefrom be credited to the contributed surplus account of the Company, which may be used in any manner permitted by the Bye-laws of the Company including the funding of dividends and distributions in specie from time to time.”; and
- B. “**THAT** Bye-law 137 of the Bye-laws of the Company be amended by adding the words “or the Board” immediately after the words “The Company in general meeting” in the second sentence of the bye-law.”

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

Hong Kong, 30 June 2015

Notes:

1. Any Shareholder entitled to attend and vote at the above Annual General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. A Shareholder may appoint a proxy in respect of part only of his/her holding of Shares.
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, 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.
3. With regard to proposed Ordinary Resolutions 8A and 8C (being proposed Ordinary Resolutions A and C set out in paragraph 8 of the notice convening the Annual General Meeting), approval is being sought from Shareholders for general mandates to be given to the Directors to repurchase shares and to issue additional shares not exceeding the aggregate number of shares so repurchased. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), an Explanatory Statement setting out the requisite information for the Shareholders' consideration of the proposed mandate to repurchase shares accompanies this notice and is contained in this circular.
4. With regard to the matters set out in proposed Ordinary Resolutions 8B (being proposed Ordinary Resolutions B set out in paragraph 8 of the notice convening the Annual General Meeting), a general mandate is being sought from the Shareholders to authorize the allotment and issue of additional shares and other securities of the Company under the Listing Rules in order to provide flexibility to the Directors should it become desirable for the Company to exercise such powers. The Directors have no immediate plans to issue any additional share or other securities under the general mandate.
5. With regard to the proposed Special Resolutions 9A and 9B (being proposed Special Resolutions A and B set out in paragraph 9 of the notice convening the Annual General Meeting), approval is being sought from Shareholders for cancellation of the entire amount standing to the credit of the share premium account of the Company, application of the credit arising therefrom to the contributed surplus account of the Company and amending the existing Bye-laws of the Company. Such proposed Special Resolutions will provide the Company with more flexibility to declare dividends and/or distributions to the Shareholders in the future.
6. For the purpose of the Annual General Meeting, in order to qualify for attending and voting at the Annual 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 Level 22, Hopewell Centre, 180 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Tuesday, 4 August 2015. The Register of Members of the Company will be closed from Wednesday, 5 August 2015 to Friday, 7 August 2015 (both dates inclusive), during which period no transfer of shares of the Company will be registered.

7. For the purpose of the entitlement of the proposed final dividend, in order to qualify for the proposed final dividend, all transfer documents in respect of transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 180 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Wednesday, 12 August 2015. The Register of Members of the Company will be closed for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend from Thursday, 13 August 2015 to Monday, 17 August 2015 (both days inclusive) during which period no transfer of shares of the Company will be registered. The proposed final dividend is expected to be paid on or before Monday, 7 September 2015.

As at the date of this notice, the executive directors of the Company are Mr. Fung Chiu Chak, Victor, Mr. Chiu Chin Hung and Mr. Lau Kin Fai; the non-executive Directors of the Company are Mr. Wang Tianbing, Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard; 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