



# 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 FRIDAY, 7 AUGUST 2015 AT 3:00 P.M. (or any adjournment thereof)

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 Friday, 7 August 2015 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 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.   |              |                  |
| 3.                   | To approve the re-election Mr. Chiu Chin Hung as an executive director of the Company.   |              |                  |
| 4.                   | To approve the re-election Mr. Fan Chor Ho as an independent non-executive director of the Company.  |              |                  |
| 5.                   | To approve the re-election Mr. Lung Chee Ming, George as an independent non-executive director of the Company.   |              |                  |
| 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 of directors of the Company to fix their remuneration.  |              |                  |
| 8A.                  | 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 8A of the Notice of Annual General Meeting.   |              |                  |
| 8B.                  | 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 8B of the Notice of Annual General Meeting.  |              |                  |
| 8C.                  | 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.                                  |              |                  |
| Special Resolutions  |  |              |                  |
| 9A.                  | To approve the entire amount standing to the credit of the Company’s share premium account be cancelled and the credit arising therefrom be credited to the contributed surplus account of the Company as set out in paragraph 9A of the Notice of Annual General Meeting. |              |                  |
| 9B.                  | To approve the amendments to the existing Bye-laws of the Company as set out in paragraph 9B of the Notice of Annual General Meeting.  |              |                  |

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

**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, 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 of a share if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall 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 in respect of the joint holding.
7. This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
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 30 June 2015.