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TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

ANNOUNCEMENT PURSUANT TO RULE 3.2(d)(i) AND RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND THE INSIDE INFORMATION PROVISIONS AND RESUMPTION OF TRADING

This announcement is made by Tysan Holdings Limited (the “**Company**”) pursuant to Rule 3.2(d)(i) and Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the “**SFO**”).

Reference is also made to the announcement of the Company dated 9 March 2016 in respect of the trading halt in the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pending publication of an announcement pursuant to the Takeovers Code which may constitute inside information of the Company.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted the increases in trading volume and price of the Shares on 8 March 2016. Having made such enquiries of the Company and the Company’s controlling shareholder, Tides Holdings II Ltd. (“**Tides Holdings II**”), as the Board considered reasonable in the circumstances, the Board wishes to confirm that, save as set out in this announcement, the Company is not aware, and has been informed by Tides Holdings II that it is not aware, of any reasons for such increases.

Tides Holdings II has informed the Company that it has been approached by, and is currently in preliminary discussions with, an independent third party in connection with a possible acquisition of its interests in the Company. Such discussions may or may not materialise into a possible acquisition and therefore may or may not result in the independent third party acquiring a controlling stake in the Company, thereby triggering a mandatory general offer under the Takeovers Code for all of the issued Shares (other than those already owned or agreed to be acquired by the independent third party and parties acting in concert with it). Since such discussions are still in progress and no legally binding arrangements have been entered into in respect of any possible acquisition at the date of this announcement, there is no certainty that any possible acquisition will proceed or that it would lead to a mandatory general offer.

As at the date of this announcement, the Company has a total issued share capital of 874,665,903 ordinary shares. Other than these ordinary shares, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

Associates (having the meaning given to it under the Takeovers Code, including persons holding 5% or more of the relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of these discussions that may result in a mandatory general offer will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with any possible acquisition which may lead to an offer. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNING: The preliminary discussions between Tides Holdings II and the independent third party may or may not proceed and so there is no assurance that any possible acquisition mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a mandatory general offer. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was halted with effect from 9:00 a.m. on 9 March 2016, pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 10 March 2016.

By Order of the Board
Tysan Holdings Limited
Wong Suk Han Kitty
Company Secretary

Hong Kong, 9 March 2016

As at the date of this announcement, 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. 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.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Company website: www.tysan.com