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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 Tuesday, 7 June 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “(a) the conditional sale and purchase agreement dated 19 April 2016 (the “**Foundation 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 the Company as the purchaser and Fortunate Pool Limited as the vendor and Mr. Fung Chiu Chak Victor (“**Mr. Fung**”) as the guarantor for, amongst other things, the acquisition of 40% issued shares of Tysan Foundation (Hong Kong) Limited for an aggregate consideration of HK\$836,790,400 be approved, confirmed and ratified, as the case may be; and

(b) any one or more of the directors of the Company (other than Mr. Fung) be authorised, for and on behalf of the Company, to take all steps necessary or expedient in his/their opinion to approve and implement and/or give effect to the Foundation SPA and the respective transactions contemplated thereunder, including, among other things, to sign and deliver for and on behalf of the Company 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.”

By order of the Board
TYSAN HOLDINGS LIMITED
LAU KIN FAI
Executive Director

Hong Kong, 23 May 2016

*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 or proxies at the meeting provided that, if more than one person is so authorised, the authorisation or proxy form 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 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. 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.

Company website: www.tysan.com