



TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code : 687)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

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 Meeting,
or _____
of _____
as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company to be held at 4:00 p.m.
on Wednesday, 18 August 2004 and vote for me/us and on my/our behalf in respect of the undermentioned resolutions as
indicated, and if no such indication is given, as my/our proxy thinks fit.

Resolutions		For (Note 4)	Against (Note 4)
1.	To receive and approve the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2004.		
2.	To re-elect Miss Jennifer Kwok and Mr. Chau Cham Son as Directors, and to authorize the Board of Directors to fix the remuneration of the Directors.		
3.	To re-appoint Messrs. Ernst & Young as Auditors for the ensuing year, and to authorize the Directors to fix their remuneration.		
4A.	To give a general mandate to the Directors to repurchase fully paid up issued shares of the Company as set out in item 4A of the Notice of Annual General Meeting.		
4B.	To give a general mandate to the Directors to allot, issue, grant and deal with shares and other securities of the Company up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company, as set out in item 4B of the Notice of Annual General Meeting.		
4C.	Conditional upon the passing of Resolution 4A and without prejudice to the authority granted by Resolution 4B, to give a general mandate to the Directors to allot, issue, grant and deal with additional shares and other securities of the Company up to the aggregate nominal amount of securities repurchased pursuant to the mandate granted under Resolution 4A and not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company, as set out in item 4C of the Notice of Annual General Meeting.		
5.	To pass a special resolution to amend the Bye-laws of the Company as set out in item 5 of the Notice of Annual General Meeting.		

Signature (Note 7): _____

Dated this _____ day of _____ 2004.

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). 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, strike out "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 indicate with a "✓" in the spaces opposite to each of the Resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the Resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. You are requested to lodge this form, 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 6th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
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.
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.