



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 BY WAY OF AN ELECTRONIC MEETING
VIA THE TRICOR E-MEETING SYSTEM
ON THURSDAY, 1 JUNE 2023 AT 3:30 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 _____
with email address of _____
or failing him/her, the Chairman of the Annual General Meeting (Note 3) as my/our proxy to attend the Annual General Meeting (or any adjournment thereof)
of the Company to be held by way of an electronic meeting via the Tricor e-Meeting System at 3:30 p.m. on Thursday, 1 June 2023 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 Auditor for the year ended 31 December 2022.		
2.	To declare a final dividend of HK\$0.015 per share of the Company in respect of the year ended 31 December 2022.		
3.	To approve the re-election of Mr. Justin Wai as a non-executive director of the Company.		
4.	To approve the re-election of Mr. Fung Chiu Chak, Victor as an executive director of the Company.		
5.	To approve the re-election of Mr. Lung Chee Ming, George as an independent non-executive director of the Company.		
6.	To approve the re-election of Mr. Li Kit Chee as an independent non-executive director of the Company.		
7.	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 December 2023 and such amount be divided amongst the Board in such proportions and in such manner as the Board may determine.		
8.	To re-appoint Messrs. Ernst & Young as an independent auditor of the Company for the ensuing year, and to authorize the Board to fix their remuneration.		
9A.	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 9A of the Notice of Annual General Meeting.		
9B.	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 9B of the Notice of Annual General Meeting.		
9C.	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 a number not exceeding the number of the shares repurchased by the Company pursuant to Ordinary Resolution number 9A.		

Signature (Note 8): _____

Dated this _____ day of _____ 2023.

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. Any member (other than a Clearing House) entitled to attend and vote at the Annual General Meeting via the Tricor e-Meeting System is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Please insert the name and email address (for receiving the designated log-in username and password to attend and vote on your behalf via the Tricor e-Meeting System) of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. 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 Annual General 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 certified copy thereof, at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 3:30 p.m. on Tuesday, 30 May 2023) before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.
6. In addition to physical submission of this form of proxy, you have the option to submit your proxy appointment electronically via the Tricor e-Meeting System from Thursday, 20 April 2023 up to or before 3:30 p.m. on Tuesday, 30 May 2023. Details regarding the submission of proxy forms electronically including login details to access the Tricor e-Meeting System are included in the Company's notification letter to be sent to registered Shareholders.
7. In the case of joint holders of any Share(s), only **ONE PAIR** of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote at the Annual General Meeting via the Tricor e-Meeting System in respect of such Share(s) as if he/she/it was solely entitled thereto.
8. 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 duly authorised to sign the same.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Annual General Meeting via the Tricor e-Meeting System should you so wish. In the event that you do attend the Annual General Meeting via the Tricor e-Meeting System, this form of proxy will automatically be deemed to have been revoked.
10. 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 of the Company dated 20 April 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s), email address(es) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Annual General Meeting (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s), email address(es) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s), email address(es) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at the above address.