



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 687)

SHAREHOLDERS' RIGHTS TO PUT FORWARD A PROPOSAL AT A GENERAL MEETING

According to bye-law 58 of the bye-laws (the “**Bye-laws**”) of Tysan Holdings Limited (the “**Company**”), a shareholder of the Company (the “**Shareholder**”) holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) or the company secretary of the Company (the “**Company Secretary**”), to require a special general meeting (the “**SGM**”) to be called by the Board for the transaction or any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists (the “**Requisitionists**”) themselves may convene the meeting themselves in accordance with Section 74(3) of the Companies Act 1981 of Bermuda, as amended from time to time.

Procedures

- (1) Shareholders holding not less than one-tenth of the paid up capital of the Company can deposit a written request to convene a SGM at the Company's registered office or its principal place of business, for the attention of the Company Secretary.
- (2) The written request must state the objects of the meeting, signed by the Shareholders concerned and may consist of several documents in like form, each signed by one or more of those Requisitionists.
- (3) The request by the Requisitionists will be verified with the Company's Hong Kong Branch Share Registrar (the "**Branch Share Registrar**") and upon their confirmation that the request by the Requisitionists is proper and in order, the Company Secretary will request the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements and in compliance with the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited to all the registered Shareholders. On the contrary, if the request by the Requisitionists has been verified as not in order, the Requisitionists will be advised of this outcome and accordingly, a SGM will not be convened as requested.
- (4) If a Shareholder wishes to propose a person other than an existing Director for election as a Director at a SGM ("**Proposal**"), he/she can deposit a written notice to that effect at the principal place of business or the office of the Branch Share Registrar, for the attention of the Company Secretary. The request by the Requisitionists will be verified as stated above. In order for the Company to inform Shareholders of the Proposal, the written notice must state the full name of the person proposed for election as a Director, include the person's biographical

details as required by rule 13.51(2) of the Listing Rules, and be signed by the Requisitionists concerned and that person indicating his/her willingness to be elected.

- (5) In accordance with Bye-law 59 of the Bye-laws, the notice period to be given to all the registered Shareholders for consideration of a proposal raised by the Shareholders concerned shall be (i) the longer of fourteen (14) clear days' and ten (10) clear business days' notice in writing for all other general meetings (including a special general meeting); and (ii) the longer of twenty-one (21) clear days' and twenty (20) clear business days' notice in writing for an annual general meeting.

A general meeting may be called by shorter notice if it is so agreed and permitted by the Listing Rules:

- (a) in the case of a meeting called as an annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Shareholders.

Whether a proposal will be put to a general meeting will be decided by the Board in its discretion, unless the proposal put forward by a Shareholder is (i) pursuant to a requisition by a Shareholder to convene a SGM or (ii) forms part of ordinary business to be considered at an annual general meeting as described in Bye-law 61(1) of the Bye-laws.

- (6) Enquiries and questions may be put to the Board by contacting either the Company Secretary through the Company's general line at (852) 2882 3632, e-mail at info@tysan.com, directly by questions at an annual general meeting or SGM or by post to the Company's registered office or its principal place of business at 20/F., One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong.

Updated on 28 February 2023