



## **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 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 of directors (the “**Board**”) or the company secretary of the Company (the “**Company Secretary**”), to require a special general meeting (“**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 (“**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 an SGM at the registered office of the Company or the principal place of business of the Company, 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 Share Registrars and upon their confirmation that the request by the Requisitionists is proper and in order, the Company Secretary will request the Board to convene an 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, an 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 an SGM ("**Proposal**"), he/she can deposit a written notice to that effect at the principal place of business or the office of the Company's 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) The notice period to be given to all the registered Shareholders for consideration of a proposal raised by the Shareholders concerned at an SGM varies according to the nature of the proposal as follows:-
  - the longer of 14 clear days' and 10 business days' notice in writing if the proposal constitutes an ordinary resolution of the Company; and

- 21 clear days' notice in writing if the proposal constitutes a special resolution of the Company.

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 an 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 Company's Bye-Laws.

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

Date: Updated on 28 May 2012