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TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Marina Room II, 2nd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong at 4:00 p.m. on Tuesday, 4 August 2009 for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 31 March 2009.
2. To declare a final dividend in respect of the year ended 31 March 2009.
3. (a) To re-elect the following Directors:-
 - (i) Mr. Chiu Chin Hung as an Executive Director; and
 - (ii) Mr. Tse Man Bun as an Independent Non-Executive Director.
- (b) To authorize the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. Ernst & Young as Independent Auditors for the ensuing year and to authorize the Directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without modification, the following proposed resolutions as Ordinary Resolutions by way of special business:

ORDINARY RESOLUTIONS

A. "THAT

- (1) subject to paragraph (2) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase fully paid up issued shares of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or on any other stock exchange on which shares of the Company may be listed and recognized by the Stock Exchange and the Securities and Futures Commission of Hong Kong for

this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange applicable to the Company, as amended from time to time, be and is hereby generally and unconditionally approved;

- (2) the amount of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (1) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and
- (3) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

B. “THAT

- (1) subject to paragraph (3) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant and deal with additional shares in the capital of the Company, to allot, issue, grant and deal with other securities of the Company, including warrants and debentures convertible into shares of the Company, and to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall be in addition to (and shall not in any way prohibit or limit) any other authority or power of or given to the Directors of the Company, and shall authorize the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(3) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval or authority in paragraph (1) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of shares upon the exercise of the subscription rights attaching to any warrant of the Company; (c) an issue of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time or any securities which are convertible into shares of the Company; or (d) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors or employees of the Company and/or any of its subsidiaries of shares or rights of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(4) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company).”

- C. “**THAT** subject to the passing of Ordinary Resolutions A and B set out in paragraph 5 of the notice convening this meeting, the general mandate to the Directors of the Company to allot, issue, grant and deal with additional shares and other securities of the Company pursuant to Resolution B set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the authority granted under Resolution A set out in paragraph 5 of the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the said Resolution A as set out in paragraph 5 of the notice convening this meeting.”
6. To consider and, if thought fit, pass, with or without modification, the following proposed resolution as a Special Resolution by way of special business:

SPECIAL RESOLUTION

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:-

1. Bye-law 1 be amended by adding the following new definitions:

“address”	shall bear the ordinary and traditional meaning given to it generally but shall also include any facsimile number, electronic number or address or website used for the purposes of any corporate communication emanating from the Company pursuant to these Bye-laws.
“corporate communication”	any document issued or to be issued by the Company for the information or action of the Members or other holders of any of the Company’s securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of any meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

“electronic communication” communication being transmitted or effected by means of technology having electrical, digital magnetic, wireless, optical electromagnetic or similar capabilities whether by means of a telecommunication system or other means in an electronic form, and the term “electronic means” shall be construed accordingly. References in these Bye-laws to doing or effecting something by electronic means include doing or effecting the same by electronic communication.

“Hong Kong” the Hong Kong Special Administrative Region of the People’s Republic of China.”;

2. Bye-law 84A be deleted in its entity and substituted therefor by the following new Bye-law 84A:

“Where a Member is a Clearing House (or its nominee(s) and, in each case, being a corporation), it may authorize such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorized, the authorization or proxy form concerned shall specify the number and class of shares of the Company in respect of which each such person is so authorized. Each person so authorized under the provisions of this Bye-law shall be deemed to have been duly authorized without the need of producing any documents of title, notarized authorization and/or further evidence for substantiating the facts that it is duly authorized and shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s), as the case may be) as that Clearing House or its nominee(s) could exercise as if such person was the registered holder of the shares of the Company held by the Clearing House (or its nominee(s) as the case may be) in respect of the number and class of shares of the Company specified in the relevant authorization or proxy from concerned.”;

3. Bye-law 161 be deleted in its entity and be substituted therefor by the following new Bye-law 161:

“161(1) (a) Except where otherwise expressly stated, any notice or document to be given by the Company to a Member or any other person, whether or not pursuant to these Bye-laws (including any corporate communication) shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by the Designated Stock Exchange from time to time and subject to this Bye-law, contained in an electronic communication, provide that a notice calling a meeting of the Directors need not be in writing.

(b) Notwithstanding anything in these Bye-laws, any notice or document to be given or served by the Company to a Member pursuant to these Bye-laws or otherwise may be served on or delivered to any Member either personally or by sending it through the post in a prepaid

envelope or wrapper addressed to such Member at his registered address as appearing in the Register or by leaving it at that address addressed to the Member or by any other means (including electronic means) authorized in writing by the Member concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in Hong Kong. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name appears first in the Register, and notice so given shall be deemed sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the Designated Stock Exchange from time to time, a notice or document may be served or delivered by the Company to any Member by electronic means to such address as may from time to time be notified and authorized in writing by the Member concerned or, in respect of any Member from whom prior written consent has been given to the Company to have corporate communication served or delivered to him by way of accessing them or making them available or accessible on a website instead of being provided the same by other means, by publishing it on a specified website and notifying the Member concerned, in such manner as he may from time to time authorize, that it has been so published and the manner of accessing the same.

- (c) Any such notice or document may be served or delivered by the Company by reference to the Register as it stands at any time not more than twenty days before the date of service or delivery. No change in the Register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered in accordance with these Bye-laws to any Member in respect of a share registered in the name of the Member, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.
- (2) (a) Any summons, order, notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper (and if posted outside Hong Kong, by prepaid airmail) addressed to the Company at the head office.
 - (b) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they may think fit for verifying the

authenticity, integrity or reliability of any such electronic communication. A notice given to the Company by electronic means shall only be valid if it is given in accordance with the latest requirements specified by the Directors from time to time.

- (3) Any Member whose registered address is outside Hong Kong may notify the Company in writing of an address in the Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Member is outside the Hong Kong, notice, if given through the post, shall be sent by prepaid airmail letter.”; and
4. Bye-law 162 be deleted in its entirety and be substituted therefor by the following new Bye-law 162:

“162. Any notice or other document, if sent by or on behalf of the Company by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a Member stated on the Register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system) , shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorized in writing by the Member concerned shall be deemed to have been served when the Company has carried out the action that it has been authorized to take for that purpose. Any notice or document published by way of advertisement or posted on a specified website shall be deemed to have been served or delivered on the day it was so published or posted, as the case may be.”

7. To transact any other business.

By Order of the Board
Wong Suk Han, Kitty
Company Secretary

Hong Kong, 6 July 2009

Notes:

1. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder of the Company.

2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's principal office in Hong Kong at 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. With respect to Ordinary Resolutions 5A and 5C (being Ordinary Resolutions A and C set out in paragraph 5 of the Notice), approval is being sought from Shareholders for general mandates to be given to the Directors to repurchase shares and to issue further shares not exceeding the aggregate number of shares so repurchased. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), an Explanatory Statement setting out the requisite information for your consideration of the proposed mandate to repurchase shares accompanies this notice and is contained in this circular.
4. With respect to the matters set out in Ordinary Resolution 5B (being Ordinary Resolution B in paragraph 5 of the Notice), a general mandate is being sought from Shareholders to authorize the allotment and issue of shares and other securities of the Company under the Listing Rules in order to provide flexibility to the Directors should it become desirable for the Company to exercise such powers. The Directors have no immediate plans to issue any new share or other securities under the general mandate.
5. The register of Shareholders will be closed from 31 July 2009 to 4 August 2009 (both dates inclusive), during which period no transfer of shares of the Company will be registered. All transfers and relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 30 July 2009.

As at the date of this announcement, the executive Directors are Mr. Francis Cheung; Mr. Fung Chiu Chak, Victor; Mr. David Chien; Miss Jennifer Kwok; Mr. Chiu Chin Hung and Mr. Wong Kay; and the independent non-executive Directors are Mr. Fan Chor Ho, Paul; Mr. Tse Man Bun and Mr. Lung Chee Ming, George.

Company website : www.tysan.com