



# TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code : 687)

## PROXY FORM FOR THE SPECIAL GENERAL MEETING (the “Special General Meeting”) TO BE HELD ON THURSDAY, 10 DECEMBER 2009 AT 2:00 P.M.

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares of HK\$0.10 each (the  
“Shares”) in the capital of Tysan Holdings Limited (the “Company”), HEREBY APPOINT (Note 3) the Chairman of the Special  
General Meeting, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy in relation to (Note 2) \_\_\_\_\_ Shares to attend the Special General Meeting (or any  
adjournment thereof) of the Company to be held at 2:00 p.m. on Thursday, 10 December 2009 and vote for me/us and on my/our  
behalf in respect of the undermentioned resolution as indicated, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For (Note 4)	Against (Note 4)
To approve, ratify and confirm the Master Agreement including the Annual Caps (as defined in the circular of the Company dated 9 November 2009) and the transactions contemplated thereunder, and to authorize the Directors to execute and carry into effect the same for and on behalf of the Company.		

Signature (Note 7): \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

*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 proxy relates. If no number is inserted, this proxy form 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, please delete the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM 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 the Resolution under the column of “For” or “Against”, as the case may be (and where necessary, the number of Shares related, if you wish to apply part of your Shares to vote “For” and part of your Shares to vote “Against” the Resolution), to indicate 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 Resolution howsoever 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 of Special General 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 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Special General 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 of the Company.
7. This proxy form 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.
8. Completion and return of this proxy form will not preclude you from personally attending and voting at the Special General Meeting if you so wish. In the event that you do attend the Special General Meeting, this proxy form will automatically be deemed to have been revoked.