



# TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code : 687)

## FORM OF PROXY FOR THE SPECIAL GENERAL MEETING (the "SGM") TO BE HELD ON THURSDAY, 13 JANUARY 2011 AT 10:00 A.M.

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 (Note 3) the Chairman of the SGM, or  
as my/our proxy to attend the SGM (or any adjournment thereof) of the Company to be held at 10:00 a.m. on Thursday, 13  
January 2011 and vote for me/us and on my/our behalf in respect of the undermentioned resolutions as indicated, and if no such  
indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For (Note 4)	Against (Note 4)
1.	To approve the Acquisition and all transactions contemplated under the Sale and Purchase Agreement, details of which are set out in the notice convening the SGM.		
2.	To authorize any one of the Directors to execute the documents to carry into effect the Acquisition and all transactions contemplated thereunder.		

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010/2011.

### 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 (or any specific proposed resolution hereof) relates. If no number is inserted, this form of proxy (and each of the proposed resolutions hereof) 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 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 the proxy may vote for or against the Resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice of the SGM.
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 SGM.
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 form of proxy 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 form of proxy will not preclude you from personally attending and voting at the SGM if you so wish. In the event that you do attend the SGM, this form of proxy will automatically be deemed to have been revoked.
9. 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 convening the SGM and the Company's circular to the Shareholders dated 22 December 2010.