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## **TYSAN HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 687)**

### **POSSIBLE MAJOR TRANSACTION DEEMED DISPOSAL OF A SUBSIDIARY IN RELATION TO THE POTENTIAL SPIN-OFF AND SEPARATE LISTING OF THE FOUNDATION BUSINESS ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Company is currently considering the Potential Spin-off.

**There is no assurance that the Potential Spin-off will take place or materialize or that the Stock Exchange will grant its approval to the Potential Spin-off and the listing of, and permission to deal in, the new shares that may arise from the Potential Spin-off on the Main Board of the Stock Exchange. Shareholders and potential investors are advised to exercise caution when dealing or intending to deal in the shares of the Company.**

This announcement is made pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Tysan Holdings Limited (the “Company”) is currently considering the potential of spinning off its foundation business (the “Business”) and separately listing the Business on the Main Board of the Stock Exchange (the “Potential Spin-off”). Under Practice Note 15 of the Listing Rules, the Potential Spin-off would require the prior approval of the listing committee of the Stock Exchange. In this regard, the Company has appointed a financial adviser to review and advise on the feasibility and timing

of the Potential Spin-off and to assist in the Potential Spin-off, and where appropriate and in due course, the Company may submit a proposal to the Stock Exchange for consideration pursuant to Practice Note 15 of the Listing Rules, provided that, subject to the matters set out hereinbelow, the Potential Spin-off may or may not take place or materialize.

**Shareholders and potential investors are reminded that no final decision or approval by the Board, the board of directors of the Business or the shareholders has yet been made as to whether or not the Potential Spin-off will take place or materialize and if so, the timing thereof. There is no assurance that the Potential Spin-off will take place or materialize or that the Stock Exchange will grant its approval to the Potential Spin-off and the listing of, and permission to deal in, the new shares arising from the Potential Spin-off on the Main Board of the Stock Exchange. Shareholders and potential investors are advised to exercise caution when dealing or intending to deal in the shares of the Company.**

The Company will make such further announcement(s) in relation to the Potential Spin-off as and when appropriate and/or required pursuant to the Listing Rules.

By Order of the Board  
**Tysan Holdings Limited**  
**Wong Suk Han Kitty**  
*Company Secretary*

Hong Kong, 29 April 2011

*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; Mr. Wong Kay; Mr. Lau Kin Fai and Mr. Cheung Harvey Jackel; and the independent non-executive Directors are Mr. Fan Chor Ho, Paul; Mr. Tse Man Bun and Mr. Lung Chee Ming, George.*