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TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN THAT a special general meeting of Tysan Holdings Limited (the “Company”) will be held at 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong at 2:00 p.m. on Thursday, 10 December 2009 for the purpose of considering, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:-

- (1) the Master Agreement dated 21 October 2009 entered into by the following subsidiaries or associated companies of the Company, namely Tysan Foundation Limited, Tysan Construction (Macau) Limited, Tysan Building Construction Company Limited and Tysan Engineering Company Limited (the “Master Agreement”) to set out the principles regulating the business relationship between the aforesaid companies from time to time during the term set out therein (the “Term”), with a view to maximizing the business activities and operations of the Company and its subsidiaries and associated companies (a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification), and the terms and conditions therein, including without limitation the Term (which shall take retrospective effect from 1 April 2009 for a term of 36 calendar months expiring on 31 March 2012, both days inclusive), the Annual Caps (as defined in the Master Agreement) and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (2) any one of the Directors be and is hereby authorized to sign, seal, deliver, execute and perfect for and on behalf of the Company by his/her hand and/or under the seal of the Company the Master Agreement and all other documents and deeds in relation thereto or in connection therewith, and to do or cause to be done all such acts, matters and things which he/she may in his/her discretion consider necessary, desirable or expedient, to carry into effect the Master Agreement and the transactions contemplated thereunder and all other documents, deeds and matters in relation thereto or in connection therewith, and to make, agree to or cause to be incorporated such revisions and variations of a non-material nature

in or to the terms of the Master Agreement as he/she may in his/her discretion consider to be desirable and in the interests of the Company as a whole, and that all acts of the Directors or any of them in respect of or arising from the above be and are hereby ratified.”

By order of the Board
TYSAN HOLDINGS LIMITED
Francis Cheung
Chairman

Hong Kong, 9 November 2009

*Head office and principal place
of business in Hong Kong:*

11th Floor, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member (other than a Clearing House (as hereinafter defined)) 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 member of the Company.
2. A recognised clearing house within the meaning of Part 1 of Schedule 1 to the SFO (the “Clearing House”), being a member of the Company, may authorise such person or persons as it thinks fit to act as its representative or representatives at the meeting provided that, if more than one person is so authorized, the authorization shall specify the number and class of shares in respect of which each such person is so authorised.
3. To be valid, the proxy form, together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the Company’s principal place of business in Hong Kong at 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the accompanying proxy form will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.
5. The ordinary resolution as set out above will be determined by way of a poll.
6. Mr. Francis Cheung, Mr. Fung Chiu Chak, Victor, Mr. Wong Kay, Mr. Harvey Jackel Cheung and other shareholders of TBC and TE and their respective associates will abstain from voting on the above ordinary resolution at the meeting.

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, Geroge.

Company website: www.tysan.com