

TIDES HOLDINGS II LTD.

(Incorporated in the British Virgin Islands with limited liability)

February 17, 2014

To: Shareholders of Tysan Holdings Limited (the “**Company**”)

Dear Shareholders,

On December 23, 2013, the Company and Tides Holdings II Ltd. (the “**Offeror**”) have mailed to you a composite offer and response document (the “**Composite Document**”) and a form of acceptance and transfer (the “**Form of Acceptance**”) related to the voluntary conditional cash offer by Barclays Capital Asia Limited (“**Barclays**”) on behalf of the Offeror to acquire all of the outstanding shares in the issued share capital of the Company (the “**Share Offer**”). We are reaching out to you through this letter to remind you of the Share Offer.

Capitalised terms used in this letter shall have the same meanings as defined in the Composite Document.

Barclays on behalf of the Offeror is offering HK\$2.86 in cash for each share in the Company. Pursuant to a joint announcement dated 29 January 2014 issued by the Offeror and the Company, the Offeror announced that the Offer Price will remain at HK\$2.86 per share in the Company and will not be increased. Payment in respect of the acceptances of the Share Offer will be made within seven business days after receipt by Tricor Tengis Limited, the Registrar of the Company, of a complete and valid acceptance in respect of the Share Offer.

We respectfully request you to review carefully the Composite Document and Form of Acceptance recently sent to you and to consider your decision with respect to the Share Offer.

Due Date for Responses

If you wish to accept the Share Offer, please note that the deadline for duly completed Forms of Acceptance to be received by Tricor Tengis Limited, the Registrar of the Company, is **4:00 p.m. (Hong Kong time) on Friday, March 14, 2014** (or such later time and/or date as the Offeror may determine and announce with the consent of the Executive and in accordance with the Takeovers Code).

If you have any questions in connection with the Share Offer, please do not hesitate to contact the following officers from Barclays:

Sherry Chen
Tel: +852 2903 2833
Fax: +852 2903 7177
Email: sherry.chen@barclays.com

Kunal Kumar
Tel: +852 2903 2485
Fax: +852 2903 7040
Email: kunal.kumar@barclays.com

Please see below for your convenience links to the Composite Document for the Share Offer and the accompanying Form of Acceptance of the Share Offer.

Composite Document:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2013/1223/LTN20131223005.pdf>

Form of Acceptance:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2013/1223/LTN20131223007.pdf>

Updates to the Composite Document

Your attention is also drawn to the Appendix to this letter which sets out certain updates to the information in the Composite Document which are required to be provided to the Shareholders under the Takeovers Code.

Thank you for your consideration.

Sincerely,

Anthony Beovich
Director
Tides Holdings II Ltd.

APPENDIX

Since December 20, 2013, being the Latest Practicable Date of the Composite Document:

- (a) there have not been any changes or additions to the material contracts referred to in the paragraph headed “Material Contracts” in Appendix IV to the Composite Document;
- (b) save for the changes in the shareholdings of the Company resulting from the acceptances of the Share Offer, there have not been any material changes to the shareholdings in the Company or to the ultimate owner of the Shares, in each case as set out in the columns headed “As at the Latest Practicable Date” of the table in the paragraph headed “Letter from the Board – Information on the Group – Shareholding Structure of the Company” in the Composite Document;
- (c) there have not been any changes to the shareholdings of the Offeror as set out in the paragraph headed “Letter from Barclays – Information on the Offeror” in the Composite Document;
- (d) save for the acceptances of the Share Offer, none of the Directors nor any persons who had irrevocably committed themselves to accept or reject the Share Offer had dealt for value in any Shares, warrants, options, derivatives or securities carrying conversion or subscription rights into Shares;
- (e) none of the Offeror, its directors, the parties acting in concert with the Offeror (other than those with exempt principal trader status) had dealt for value in any Shares, warrants, options, derivatives or securities carrying conversion or subscription rights into Shares;
- (f) save for the management incentives to Miss Jennifer Kwok as disclosed in the Special Deal Transactions Circular, there have not been any material changes to the emoluments of the Directors and the service contracts of the Directors;
- (g) save for the completion of the Great Prosper Acquisition, the Tysan Building Construction Disposal, the Tysan Foundation (Hong Kong) Disposal and the Tysan Trading Disposal as announced by the Company on 17 January 2014, there have not been any updates relating to the Great Prosper Acquisition, the Tysan Building Construction Disposal, the Tysan Foundation (Hong Kong) Disposal and the Tysan Trading Disposal as set out in the Special Deal Transactions Circular;
- (h) there have not been any arrangements of the kind referred to in Note 8 to Rule 22 of the Takeovers Code entered into between the Offeror or any party acting in concert with it and any other persons;
- (i) there have not been any arrangements of the kind referred to in Note 8 to Rule 22 of the Takeovers Code entered into between the Company nor any person who is an associate of the Company by virtue of classes (1), (2), (3) or (4) of the definition of “associate” under the Takeovers Code with any other person; and

- (j) there have not been any special arrangements relating to the Share Offer between the Offeror, the Company and Shareholders which are not set out in the Composite Document.

As at the date of this letter, the executive Directors of the Company are Mr. Francis Cheung, Mr. Fung Chiu Chak, Victor, Miss Jennifer Kwok, Mr. Chiu Chin Hung, Mr. Lau Kin Fai and Mr. Harvey Jackel Cheung; and the independent non-executive Directors of the Company are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee.

As at the date of this letter, the directors of the Offeror are Mr. Anthony Beovich and Ms. Pinda Eng.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this letter and paragraphs (c), (e), (h) and (j) of this Appendix (other than that relating to the Group and the Shareholders or, as in the case of paragraph (j) of this Appendix, statements as to arrangements between the Company and the Shareholders (if any)), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter (other than those expressed by the Group and the Shareholders or, as in the case of paragraph (j) of this Appendix, statements as to arrangements between the Company and the Shareholders (if any)) have been arrived at after due and careful consideration and there are no other facts not contained in this letter the omission of which would make any statement in this letter misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in paragraphs (a), (b), (d), (f), (g), (i) and (j) of this Appendix (other than that relating to the Offeror and parties acting in concert with it or, as in the case of paragraph (j) of this Appendix, statements as to arrangements between the Offeror and the Shareholders (if any)), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter (other than those expressed by the Offeror and parties acting in concert with it or, as in the case of paragraph (j) of the Appendix, statements as to arrangements between the Offeror and Shareholders (if any)) have been arrived at after due and careful consideration and there are no other facts not contained in this letter the omission of which would make any statement in this letter misleading.

Company website: www.tysan.com