
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

If you are in any doubt as to any aspect of this supplemental circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tysan Holdings Limited, you should at once hand this supplemental circular and the accompanying revised proxy form, if any, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
TO SHAREHOLDERS DATED 19 JULY 2016
(1) RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS
AND
(2) PROPOSED CHANGE OF COMPANY NAME
AND
(3) REVISED NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed “Definitions” in this supplemental circular. This circular is supplemental to and should be read together with the Original Circular of the Company dated 19 July 2016 in relation to, among other things, the general mandates to issue and repurchase Shares and the re-election of retiring Directors.

A Revised Notice of Annual General Meeting is set out on pages 10 to 15 of this supplemental circular. The Annual General Meeting will be held as originally scheduled at Gloucester Room I, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong at 3:00 p.m. on Tuesday, 23 August 2016. The Revised Proxy Form for use at the Annual General Meeting is enclosed with this supplemental circular. The Original Proxy Form despatched with the Original Circular is superseded by the Revised Proxy Form enclosed herewith.

Whether or not you are able to attend the Annual General Meeting, you are advised to complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as possible, and in any event, not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

1 August 2016

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	2
1. Introduction	2
2. Proposed Re-election of New Directors	3
3. Proposed Change of Company Name	4
4. Revised Notice of the Annual General Meeting	5
5. Revised Proxy Form	5
6. Recommendation	6
Appendix — Details of Directors Proposed to be Re-elected	7
Revised Notice of Annual General Meeting	10

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

DEFINITIONS

Capitalised terms used herein shall have the same meanings as those defined in the Original Circular unless the context requires otherwise. In addition, in this supplemental circular, the following expressions have the following meanings:

“Change of Company Name”	the proposal for the Company to change its English name from “Tysan Holdings Limited” to “Hong Kong International Construction Investment Management Group Co., Limited” and to adopt and register the Chinese name “香港國際建設投資管理集團有限公司” as the secondary name of the Company
“Closing Time”	48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof
“Latest Practicable Date”	29 July 2016, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“Original Circular”	the circular of the Company dated 19 July 2016
“Original Notice of Annual General Meeting”	the notice convening the Annual General Meeting, as set out in the Original Circular
“Original Proxy Form”	the proxy form accompanying the Original Circular
“Revised Notice of Annual General Meeting”	the revised notice convening the Annual General Meeting, as set out in this supplemental circular
“Revised Proxy Form”	the new proxy form accompanying this supplemental circular
“*”	English translations of the company names from the Chinese language are marked with “*” and are provided for identification purpose only

LETTER FROM THE BOARD



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

Executive Directors:

LI Tongshuang (*Chairman*)
FUNG Chiu Chak, Victor
*(Vice Chairman, Chief Executive Officer
and Managing Director)*
CHIU Chin Hung
LAU Kin Fai
FAN Ning
MENG Yongtao

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

LIU Junchun

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

20th Floor, One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

Independent Non-executive Directors:

FAN Chor Ho
TSE Man Bun
LUNG Chee Ming, George
LI Kit Chee

1 August 2016

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
TO SHAREHOLDERS DATED 19 JULY 2016
(1) RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS
AND
(2) PROPOSED CHANGE OF COMPANY NAME
AND
(3) REVISED NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Original Notice of Annual General Meeting and the Original Circular issued by the Company dated 19 July 2016. This supplemental circular should be read in conjunction

LETTER FROM THE BOARD

with the Original Circular which contains, among other things, information in respect of the resolutions to be proposed at the Annual General Meeting for (i) grant of general mandates to repurchase Shares and to issue additional Shares and other securities of the Company; and (ii) the proposed re-election of retiring Directors.

Subsequent to the despatch of the Original Circular on 19 July 2016, the Board announced on 29 July 2016 that as a result of HNA Finance I Co., Ltd. becoming a controlling Shareholder of the Company, Mr. Wang Tianbing (“**Mr. Wang**”), Mr. Stuart Morrison Grant, Mr. Justin Wai and Mr. Law Yiu Fat Richard (“**Mr. Law**”) had resigned from the Board, and that Mr. Li Tongshuang (“**Mr. Li**”), Mr. Fan Ning (“**Mr. Fan**”), Mr. Meng Yongtao (“**Mr. Meng**”) had been appointed as executive Directors, and that Mr. Liu Junchun (“**Mr. Liu**”) had been appointed as a non-executive Director. Mr. Li has also been appointed as the Chairman of the Board, chairman of the Nomination Committee and a member of the Remuneration Committee, in place of Mr. Wang who has resigned from all these three positions. All the above resignations and appointments took effect from 29 July 2016. As stated in the announcement dated 29 July 2016, each of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu shall be subject to retirement by rotation in accordance with the Bye-laws.

Due to the resignation of Mr. Law, resolution no. 2 as set out in the Original Circular in respect of the re-election of Mr. Law as a Director is no longer applicable and will not be considered at the Annual General Meeting.

Further, the Board proposes to change the English name of the Company from “Tysan Holdings Limited” to “Hong Kong International Construction Investment Management Group Co., Limited” and to adopt and register the Chinese name “香港國際建設投資管理集團有限公司” as the secondary name of the Company.

The purpose of this supplemental circular is to provide you with information of the revised resolutions to be proposed at the Annual General Meeting relating to the re-election of the new Directors and the proposed Change of Company Name.

2. PROPOSED RE-ELECTION OF NEW DIRECTORS

Pursuant to bye-law 86(2) of the Bye-laws any Director appointed by the Directors to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting, but shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting.

Accordingly, each of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu shall retire from office at the upcoming Annual General Meeting and, being eligible, offer themselves for re-election thereat. New resolutions relating to the re-election of each of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu will be proposed at the Annual General Meeting.

The resolutions relating to the re-election of each of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu as Directors will be proposed as new ordinary resolutions no. 2A, 2B, 2C and 2D as set out in the Revised Notice of Annual General Meeting. The new resolutions will substitute resolution no. 2 in the Original Notice of Annual General Meeting in relation to the re-election of Mr. Law.

LETTER FROM THE BOARD

The biographical details of each of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu are set out in the appendix to this supplemental circular.

3. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Tysan Holdings Limited” to “Hong Kong International Construction Investment Management Group Co., Limited” and to adopt and register the Chinese name “香港國際建設投資管理集團有限公司” as the secondary name of the Company.

Conditions for the Change of Company Name

The proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (1) the passing of a special resolution by the Shareholders at the Annual General Meeting approving the Change of Company Name, in accordance with bye-law 168 of the Bye-laws; and
- (2) the Registrar of Companies in Bermuda granting approval for the Change of Company Name.

Subject to the satisfaction of the above conditions, the proposed Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the new English and Chinese names of the Company will better reflect the relationship between the Company and its new controlling Shareholder. Accordingly, the Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation. All existing share certificates of the Company in issue bearing the current name of the Company shall continue to be good evidence of legal title to such Shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates will be issued only in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new logo.

Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names and the new logo of the Company.

4. REVISED NOTICE OF THE ANNUAL GENERAL MEETING

As set out in the Original Notice of Annual General Meeting, the Annual General Meeting will be held at 3:00 p.m. on Tuesday, 23 August 2016 at Gloucester Room I, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong.

Given that the Original Notice of Annual General Meeting did not contain the proposed ordinary resolutions in relation to the proposed re-elections of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu and the proposed special resolution in relation to the proposed Change of Company Name, the Revised Notice of Annual General Meeting is set out on pages 10 to 15 of this supplemental circular. The Revised Notice of Annual General Meeting is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.tysan.com). The Revised Notice of Annual General Meeting shall replace and supersede the Original Notice of Annual General Meeting.

5. REVISED PROXY FORM

Since the Original Proxy Form which was despatched on 19 July 2016 did not contain the proposed ordinary resolutions in relation to the proposed re-elections of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu and the proposed special resolution in relation to the proposed Change of Company Name, the Revised Proxy Form has been prepared and is enclosed with this supplemental circular. The Revised Proxy Form is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.tysan.com). The Revised Proxy Form shall replace and supersede the Original Proxy Form.

Whether or not you are able to attend the Annual General Meeting, you are advised to complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as possible, and in any event, not less than 48 hours before the time appointed for holding the Annual General Meeting to the Company's principal office in Hong Kong at 20th Floor, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong.

Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

A Shareholder who has not yet lodged the Original Proxy Form with the Company is advised to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her/its behalf. In this case, the Original Proxy Form should not be lodged with the Company.

LETTER FROM THE BOARD

For any Shareholder who has already submitted the Original Proxy Form with the Company according to the instructions set out in the Original Notice of Annual General Meeting, please note that:

- (i) if no Revised Proxy Form is lodged with the Company, the Original Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Original Proxy Form, and in respect of the revised resolutions as set out in the Revised Notice of Annual General Meeting and the Revised Proxy Form, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution(s);
- (ii) if the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the relevant Shareholder. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed; and
- (iii) if the Revised Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been lodged with the Company. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time.

6. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions in relation to the proposed re-elections of Mr. Li, Mr. Fan, Mr. Meng and Mr. Liu at the Annual General Meeting and the proposed special resolution in relation to the proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend that Shareholders should vote in favour of the resolutions as set out in the Revised Notice of Annual General Meeting.

Shareholders are advised to read this supplemental circular together with the Original Circular for information relating to the voting arrangements.

Yours faithfully,
For and on behalf of the Board of
Tysan Holdings Limited
Wong Suk Han, Kitty
Company Secretary

APPENDIX DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

To enable Shareholders to make an informed decision on the re-election of the following Directors who will retire and are proposed to be re-elected at the Annual General Meeting, the particulars of the Directors concerned are set out herein below for the Shareholders' information.

(1) **Mr. Li Tongshuang - Executive Director**

Mr. Li Tongshuang (“**Mr. Li**”), aged 41, holds a MBA degree from Maastricht School of Management, the Netherlands. He was appointed as an executive director and the managing director of HNA Holding Group Co. Limited (formerly known as HNA International Investment Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 0521) (“**HNA Holding Group**”) in October 2013, and was re-designated as a non-executive director of HNA Holding Group in February 2015. He was then re-designated as an executive director and appointed as the vice-chairman of the board of directors of HNA Holding Group in July 2015. Mr. Li is the chairman of Hainan HNA Infrastructure Investment Group Co., Ltd., (an A-share listed company, listed on the Shanghai Stock Exchange, stock code: 600515). Mr. Li has extensive management knowledge and working experience in hotel operation and property development.

The Company entered into a service contract and an appointment letter with Mr. Li for a term commencing on 29 July 2016 and expiring on the date of the annual general meeting of the Company to be held in 2017. Mr. Li will be responsible for setting the Group's business strategy, policy and business development direction. Mr. Li will not receive any remuneration from the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Li does not hold any other position in the Company or its subsidiaries; Mr. Li does not and has not, in the past three years, held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; Mr. Li does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company; and Mr. Li does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Li that needs to be brought to the attention of the Shareholders and there is no other information in relation to the appointment of Mr. Li which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) **Mr. Fan Ning - Executive Director**

Mr. Fan Ning (“**Mr. Fan**”), aged 51, holds a master's degree in economics from Wuhan University. From May 2002 to October 2006, Mr. Fan served as deputy general manager of Beijing CCID Media Investments Co., Ltd.* (北京賽迪傳媒投資股份有限公司) (an A-share listed company, listed on the Shenzhen Stock Exchange, stock code: 000504) and as chairman of Baoting Hainan Tourism Development Co., Ltd.* (保亭海航旅遊開發有限公司). Mr. Fan previously served as vice president of Hainan International Tourism Island Development and Construction (Group) Co., Ltd.* (海航國際旅遊島開發建設(集團)有限公司) and vice president of the real estate department of HNA Group Co., Ltd.. From February 2015 to June 2015, Mr. Fan worked as an executive director and the

APPENDIX DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

chief executive officer of HNA Holding Group Co. Limited (formerly known as HNA International Investment Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 0521). Mr. Fan has extensive experience in financial, foreign trade and real estate development, and has extensive knowledge and experience in corporate management.

The Company entered into a service contract and an appointment letter with Mr. Fan for a term commencing on 29 July 2016 and expiring on the date of the annual general meeting of the Company to be held in 2017. Under the service contract, Mr. Fan will be entitled to a monthly salary of HK\$150,000, which shall be subject to review as determined by the remuneration committee of the Board (except no review shall be made for the first year after the commencement of the service contract) and a discretionary year-end bonus as determined by the Board, provided that Mr. Fan shall abstain from voting and shall not be counted in the quorum at any meeting of the Board at which the Board is to determine the amount payable to him. Such salary was, and the discretionary bonus will be, determined with reference to, amongst other things, the then prevailing market conditions, the performance of the Company as well as Mr. Fan's individual performance. Mr. Fan will be responsible for developing and participating in the real estate development and foundation business of the Group.

As at the Latest Practicable Date, save as disclosed above, Mr. Fan does not hold any other position in the Company or its subsidiaries; Mr. Fan does not and has not, in the past three years, held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; Mr. Fan does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company; and Mr. Fan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Fan that needs to be brought to the attention of the Shareholders and there is no other information in relation to the appointment of Mr. Fan which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) **Mr. Meng Yongtao - Executive Director**

Mr. Meng Yongtao ("**Mr. Meng**"), aged 32, holds a bachelor degree in business and management from University of Sunderland and a master's degree in international management from University of Sunderland. Mr. Meng has been a director of Hainan HNA Infrastructure Investment Group Co., Ltd., (an A-share listed company, listed on the Shanghai Stock Exchange, stock code: 600515), since October 2014. He is currently a director, the vice president and chief financial officer of HNA Investment Group Co., Ltd., (an A-share listed company, listed on the Shenzhen Stock Exchange, stock code: 000616). Mr. Meng has extensive knowledge and experience in financing.

The Company entered into a service contract and an appointment letter with Mr. Meng for a term commencing on 29 July 2016 and expiring on the date of the annual general meeting of the Company to be held in 2017. Under the service contract, Mr. Meng will be entitled to a monthly salary of HK\$143,000, which shall be subject to review as determined by the remuneration committee of the Board (except no review shall be made for the first year after the commencement of the service contract) and a discretionary year-end bonus as determined by the Board, provided that Mr. Meng shall

APPENDIX DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

abstain from voting and shall not be counted in the quorum at any meeting of the Board at which the Board is to determine the amount payable to him. Such salary was, and the discretionary bonus will be, determined with reference to, amongst other things, the then prevailing market conditions, the performance of the Company as well as Mr. Meng's individual performance. Mr. Meng will be responsible for corporate planning and development and the corporate finance and investment policy of the Group.

As at the Latest Practicable Date, save as disclosed above, Mr. Meng does not hold any other position in the Company or its subsidiaries; Mr. Meng does not and has not, in the past three years, held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; Mr. Meng does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company; and Mr. Meng does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Meng that needs to be brought to the attention of the Shareholders and there is no other information in relation to the appointment of Mr. Meng which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

(4) **Mr. Liu Junchun - Non-executive Director**

Mr. Liu Junchun ("**Mr. Liu**"), aged 53, holds a master's degree in international economy from Peking University. Mr. Liu is the representative of the 14th People's Congress of Haikou City and 4th People's Congress of Hainan Province; a member of Internal and Judicial Affairs Committee and a member of the Standing Committee of the 4th People's Congress of Hainan Province. Since November 2013, Mr. Liu has been the director of Tianjin Tianhai Investment Co., Ltd. (an A-share listed company, listed on the Shanghai Stock Exchange, stock code: 600751).

The Company entered into an appointment letter with Mr. Liu for a term commencing on 29 July 2016 and expiring on the date of the annual general meeting of the Company to be held in 2017. Mr. Liu will receive a monthly director's fee of HK\$26,000 under the appointment letter. Such director's fee was determined with reference to the then prevailing market conditions and the performance of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Liu does not hold any other position in the Company or its subsidiaries; Mr. Liu does not and has not, in the past three years, held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; Mr. Liu does not have any relationship with any director, senior management, substantial or controlling shareholder of the Company; and Mr. Liu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Liu that needs to be brought to the attention of the Shareholders and there is no other information in relation to the appointment of Mr. Liu which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

REVISED NOTICE OF ANNUAL GENERAL MEETING



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

Reference is made to the notice of Annual General Meeting (the “**Original Notice**” and the “**Annual General Meeting**” respectively) of Tysan Holdings Limited (the “**Company**”) dated 19 July 2016, which set out the date, time and venue of the Annual General Meeting and the resolutions to be proposed for the approval by the shareholders of the Company (the “**Shareholders**”).

REVISED NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held as originally scheduled at Gloucester Room I, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong at 3:00 p.m. on Tuesday, 23 August 2016 for the following purposes.

ORDINARY RESOLUTIONS

As ordinary business, to consider and if thought fit, pass the following ordinary resolutions:

1. To receive, consider and adopt the Audited Financial Statements and the Reports of the Directors and Independent Auditors of the Company for the year ended 31 March 2016.
- 2A. To re-elect Mr. Li Tongshuang as an Executive Director, the terms of appointment of which are set out in the supplemental circular of the Company dated 1 August 2016 (the “**Supplemental Circular**”).
- 2B. To re-elect Mr. Fan Ning as an Executive Director, the terms of appointment of which are set out in the Supplemental Circular.
- 2C. To re-elect Mr. Meng Yongtao as an Executive Director, the terms of appointment of which are set out in the Supplemental Circular.
- 2D. To re-elect Mr. Liu Junchun as a Non-executive Director, the terms of appointment of which are set out in the Supplemental Circular.
3. To re-elect Mr. Tse Man Bun as an Independent Non-executive Director, the terms of appointment of which are set out in the circular of the Company dated 19 July 2016 (the “**Original Circular**”).
4. To re-elect Mr. Li Kit Chee as an Independent Non-executive Director, the terms of appointment of which are set out in the Original Circular.

REVISED NOTICE OF ANNUAL GENERAL MEETING

5. To authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company for the year ending 31 March 2017 and such amount be divided amongst the Board in such proportions and in such manner as the Board may determine.
6. To re-appoint Messrs. Ernst & Young as Independent Auditors for the ensuing year and to authorize the Board to fix their remuneration.
7. To consider and, if thought fit, pass with or without modification, the following proposed resolutions as ordinary resolutions by way of special business:

A. “**THAT**

- (1) subject to paragraph (2) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (3) below) of all the powers of the Company to repurchase fully paid up issued shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by the Stock Exchange and the Securities and Futures Commission of Hong Kong for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) or of any other stock exchange applicable to the Company, as amended from time to time, be and is hereby generally and unconditionally approved;
- (2) the maximum number of Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (1) above shall not exceed 10% of the number of Shares in issue as at the date of passing of this Resolution and the authority pursuant to paragraph (1) of this Resolution shall be limited accordingly; and
- (3) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REVISED NOTICE OF ANNUAL GENERAL MEETING

“Shares” shall, for the purposes of the mandate referred to in this Resolution, mean such number of Shares as may be adjusted in the event that the Shares in issue as at the date of passing this resolution are, at any time thereafter, consolidated or subdivided into a smaller or larger number of Shares.”

B. “THAT

- (1) subject to paragraph (3) below, pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to allot, issue, grant and deal with additional unissued Shares, to allot, issue, grant and deal with other securities of the Company, including warrants and debentures convertible into Shares, and to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall be in addition to (and shall not in any way prohibit or limit) any other authority or power of or given to the Directors, and shall authorize the Directors during the Relevant Period (as defined in paragraph (4) below) to make or grant offers, agreements and options in connection therewith (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (3) the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval or authority in paragraphs (1) and (2) above, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (4) below); or (b) an issue of Shares upon the exercise of the subscription or conversion rights attaching to any warrant of the Company or any securities which are convertible into Shares; or (c) an issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Bye-laws of the Company from time to time or any securities which are convertible into Shares; or (d) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors or employees of the Company and/or any of its subsidiaries of Shares or rights of the Company; or (e) a specific authority granted by the holders of Shares in general meeting, shall not exceed the aggregate of (i) 20% of the number of Shares in issue as at the date of passing of this Resolution and (ii) (if the Directors are so authorised by the passing of Ordinary Resolution C of paragraph 7 of the revised notice convening this Annual General Meeting (the “Revised Notice”), as set out below) the number of Shares purchased by the Company subsequent to the

REVISED NOTICE OF ANNUAL GENERAL MEETING

passing of this Resolution (up to a maximum number not exceeding 10% of the number of Shares in issue on the date of the passing of Ordinary Resolution A of paragraph 7 of this Revised Notice, as set out above), and the said approval or authority shall be limited accordingly; and

(4) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

“**Rights Issue**” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company).

“**Shares**” shall, for the purposes of the mandate referred to in this Resolution, mean such number of Shares as may be adjusted in the event that the Shares in issue as at the date of passing this resolution are, at any time thereafter, consolidated or subdivided into a smaller or larger number of Shares.”

- C. “**THAT** subject to the passing of Ordinary Resolutions A and B set out in paragraph 7 of this Revised Notice, the general mandate granted to the Directors to allot, issue, grant and deal with additional Shares and other securities of the Company pursuant to Ordinary Resolution B set out in paragraph 7 of this Revised Notice be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company pursuant to the authority granted under Ordinary Resolution A set out in paragraph 7 of this Revised Notice, provided that such number shall not exceed 10% of the number of issued Shares at the date of passing Ordinary Resolution A set out in paragraph 7 of this Revised Notice.”

REVISED NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

8. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “Tysan Holdings Limited” to “Hong Kong International Construction Investment Management Group Co., Limited” and the Chinese name “香港國際建設投資管理集團有限公司” be adopted and registered as the secondary name of the Company (the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda, and that any one or more of the Directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and the related change of the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
TYSAN HOLDINGS LIMITED
Wong Suk Han, Kitty
Company Secretary

Hong Kong, 1 August 2016

Notes:

1. Any Shareholder entitled to attend and vote at the above Annual General Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. A Shareholder may appoint a proxy in respect of only part of his/her/its holding of Shares.
2. For more information of the other resolutions to be considered at the Annual General Meeting, please refer to the Original Circular.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company at the Company’s principal office in Hong Kong at 20th Floor, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof (“**Closing Time**”).
4. Since the proxy form for the Annual General Meeting which was despatched on 19 July 2016 (the “**Original Proxy Form**”) does not contain all the resolutions as set out in this Revised Notice of the Annual General Meeting, a new proxy form (the “**Revised Proxy Form**”) has been prepared and is enclosed with this Revised Notice of the Annual General Meeting.
5. A Shareholder who has not yet lodged the Original Proxy Form with the Company is advised to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her/its behalf. In this case, the Original Proxy Form should not be lodged with the Company.

REVISED NOTICE OF ANNUAL GENERAL MEETING

6. For any Shareholder who has already submitted the Original Proxy Form with the Company according to the instructions set out in the Original Notice, please note that:
- (i) if no Revised Proxy Form is lodged with the Company, the Original Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Original Proxy Form, and in respect of the revised resolutions as set out in the Revised Notice and the Revised Proxy Form, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution(s);
 - (ii) if the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the relevant Shareholder. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed; and
 - (iii) if the Revised Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been lodged with the Company. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time.
7. For the purpose of the Annual General Meeting, in order to qualify for attending and voting at the Annual General Meeting, duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Thursday, 18 August 2016. The Register of Members of the Company will be closed from Friday, 19 August 2016 to Tuesday, 23 August 2016 (both dates inclusive), during which period no transfer of Shares will be registered.
8. Any Shareholder entitled to attend and vote at the Annual General Meeting shall be entitled to appoint one or, if the Shareholder is the holder of two or more shares, more than one proxy to attend and vote instead of him/her. A proxy need not be a Shareholder.

As at the date of this supplemental notice of Annual General Meeting, the executive Directors are Mr. Li Tongshuang, Mr. Fung Chiu Chak, Victor, Mr. Chiu Chin Hung, Mr. Lau Kin Fai, Mr. Fan Ning and Mr. Meng Yongtao; the non-executive Director is Mr. Liu Junchun; and the independent non-executive Directors are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee.