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## **TYSAN HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 687)**

### **REVISED NOTICE OF ANNUAL GENERAL MEETING**

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.

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.

“**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

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.”

## 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.

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.*

Company website: [www.tysan.com](http://www.tysan.com)