

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

ANNOUNCEMENT OF POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 16 DECEMBER 2013

UPDATE TO STATUS OF PRE-CONDITIONS TO THE OFFER

The Board is pleased to announce that, at the SGM of the Company held on 16 December 2013, all the proposed ordinary resolutions as set out in the Notice of SGM were duly approved by the Independent Shareholders by way of poll.

Reference is made to the Notice of SGM and the circular of the Company (the “**SGM Circular**”) both dated 25 November 2013. Unless otherwise specified, terms used in this announcement shall have the meanings as defined in the SGM Circular.

The board of directors of the Company (the “**Board**”) of Tysan Holdings Limited (the “**Company**”) is pleased to announce that (i) on 13 December 2013, the SFC granted its consent to the Special Deal Transactions subject to each of the Special Deal Transactions being approved by a vote of the Independent Shareholders at a general meeting of the Company, to be taken on a poll; and (ii) all the proposed ordinary resolutions approving the Special Deal Transactions and the Non-exempt Connected Transactions proposed as set out in the Notice of SGM were approved by the Independent Shareholders at the SGM held on 16 December 2013 by way of poll.

Tricor Tengis Limited, the Company’s branch share registrar in Hong Kong, has acted as the scrutineer for the vote-taking at the SGM.

CONSENT BY THE SFC

On 13 December 2013, the SFC granted its consent to the Special Deal Transactions subject to each of the Special Deal Transactions being approved by a vote of the Independent Shareholders at a general meeting of the Company, to be taken on a poll.

POLL RESULTS OF THE SGM

As at 16 December 2013, being the date of the SGM, the number of issued shares of the Company was 874,665,903 Shares. As disclosed in the SGM Circular, the following persons were required and have abstained from voting at the SGM on the proposed ordinary resolutions:-

Shareholder	Shareholding as at the date of the SGM
Mr. Francis Cheung (together with Power Link, Long Billion, Easternfunds and Grand Thunder)	354,180,065 Shares (40.49%), of which Power Link held 171,237,000 Shares (19.58%), Long Billion held 85,088,000 Shares (9.73%), Easternfunds held 33,519,200 Shares (3.83%) and Grand Thunder held 20,728,000 Shares (2.37%)
Mr. Victor Fung	74,867,600 Shares (8.56%)
Mr. David Chien	101,021,020 Shares (11.55%)
Miss Jennifer Kwok	20,000,000 Shares (2.29%)
Mr. Jackel Cheung	878,000 Shares (0.10%)
Miss Miranda Ng	30,000 Shares (0.003%)

A total of 550,976,685 Shares held by the abovenamed Shareholders, representing approximately 63% of the issued share capital of the Company, had abstained from voting in all the proposed ordinary resolutions approving the Special Deal Transactions and the Non-exempt Connected Transactions.

Accordingly, a total of 323,689,218 Shares held by the Independent Shareholders, representing approximately 37% of the issued share capital of the Company as at the date of the SGM, were entitled to attend and vote for or against all the proposed ordinary resolutions approving the Special Deal Transactions and the Non-exempt Connected Transactions at the SGM.

Save as disclosed above, no other Shareholder was required to abstain from voting on the proposed ordinary resolutions approving the Special Deal Transactions and the Non-exempt Connected Transactions proposed at the SGM, and there was no holders of Shares entitled only to attend the SGM and vote only against the proposed ordinary resolutions at the SGM. No Shareholders had stated their intention in the SGM Circular to vote against the proposed ordinary resolutions and, save as disclosed above, no Shareholders had stated their intention in the SGM Circular to abstain and therefore none have done so at the SGM. Save as disclosed above, there were no restrictions on any Shareholder to cast votes on any of the proposed ordinary resolutions at the SGM and the poll results at the SGM were as follows:-

Ordinary Resolutions proposed at the SGM		For	Against	Total number of votes
1.	To approve, ratify and confirm the Great Prosper SPA and the transactions contemplated thereunder.	173,618,012 92.093%	14,906,020 7.907%	188,524,032
2.	To approve, ratify and confirm the (i) Tysan Foundation (Hong Kong) SPA and the transactions contemplated thereunder; and (ii) the continued provision of the Guarantees and Indemnities.	173,618,012 92.093%	14,906,020 7.907%	188,524,032
3.	To approve, ratify and confirm the Tysan Building Construction SPA and the transactions contemplated thereunder.	173,618,012 92.093%	14,906,020 7.907%	188,524,032
4.	To approve, ratify and confirm the Tysan Trading SPA and the transactions contemplated thereunder.	173,618,012 92.093%	14,906,020 7.907%	188,524,032
5.	To approve, ratify and confirm the Miss Jennifer Kwok's Service Agreement and the transactions contemplated thereunder.	173,618,012 92.093%	14,906,020 7.907%	188,524,032
6.	To authorise any one or more of the directors of the Company, for and on behalf of the Company and any of its subsidiaries, to execute and carry into effect the Great Prosper SPA, Tysan Foundation (Hong Kong) SPA, Tysan Building Construction SPA, Tysan Trading SPA and Miss Jennifer Kwok's Service Agreement and the transactions contemplated thereunder.	173,618,012 92.093%	14,906,020 7.907%	188,524,032

Note: The full text of the resolutions is set out in the Notice of SGM.

As a majority of the votes were cast in favour of each proposed resolution, all the resolutions were carried as ordinary resolutions of the Company at the SGM.

PRE-CONDITIONS TO THE OFFER

Pre-Conditions (3) and (4) as stated under the heading “Pre-Conditions to the Offer” in the letter from the Board as set out in the SGM Circular have, as a result of the resolutions passed at the SGM, been fulfilled. For completeness, at time of this announcement, Pre-Conditions (2), (6) to (12) remain unfulfilled whereas Pre-Conditions (1), (3), (4) and (5) have been fulfilled.

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

Hong Kong, 16 December 2013

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. Lau Kin Fai and Mr. Harvey Jackel Cheung; 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

Company website: www.tysan.com