



TYSAN HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 687)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

(Form of proxy for use by Shareholders at the Special General Meeting (“Meeting”) to be held at 6th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Monday, 6 March 2006 at 11:00 a.m.)

I/We (*Note (a)*) _____

of _____

being the registered holder(s) of _____ ordinary shares (*Note (b)*) of HK\$0.10 each in the capital of TYSAN HOLDINGS LIMITED (the “Company”), hereby appoint the Chairman

of the Meeting or (*Note (c)*) _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at 6th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Monday, 6 March 2006 at 11:00 a.m. and at any adjournment thereof on the undermentioned resolution (*Note (d)*) as indicated and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	FOR (<i>Note (d)</i>)	AGAINST (<i>Note (d)</i>)
To approve, confirm and ratify the Master Agreement (as defined in the circular of the Company dated 16 February 2006) (including the Annual Caps referred to therein and the Ongoing Connected Transactions contemplated thereunder or pursuant thereto) and to authorize the Directors to execute, perform and implement the same for and on behalf of the Company.		

Signature _____

Dated _____

Notes:

- (a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (b) Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, the form of proxy will be deemed to relate to all of the shares of the Company registered in your name(s).
- (c) If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (e) Under the Company’s Bye-Laws, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is properly demanded; and on a show of hands, every member present in person or (being a corporation) by its duly authorised representative shall have one vote. **AS THE CHAIRMAN IS ONLY ABLE TO EXERCISE ONE VOTE ON A SHOW OF HANDS, HE WILL USE THE VOTE FOR THOSE MEMBERS WHO WISH TO VOTE FOR THE RESOLUTION IF IT IS PUT TO THE MEETING. IF YOU WISH TO VOTE AGAINST THE RESOLUTION IF IT IS PUT TO THE MEETING, YOU MUST APPOINT A PERSON OTHER THAN THE CHAIRMAN OF THE MEETING TO ACT AS YOUR PROXY.**
- (f) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (g) In the case of joint holders of a share, if more than one of such joint holders is present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
- (h) To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited at the Company’s branch registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre 28 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- (i) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (j) Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting should you so wish.