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TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 687)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Tysan Holdings Limited (the “**Annual General Meeting**” and the “**Company**” respectively) will be held at Grand Ballroom 5, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong at 3:00 p.m. on Wednesday, 27 May 2020 for the following purposes:

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 December 2019.
2. To re-elect Ms. Gu Ye as a non-executive director of the Company, the terms of appointment of which are set out in the circular of the Company to which this notice forms part (the “**Circular**”).
3. To re-elect Ms. Hou Xiangjia as a non-executive director of the Company, the terms of appointment of which are set out in the Circular.
4. To re-elect Mr. Justin Wai as a non-executive director of the Company, the term of appointment of which are set out in the Circular.
5. To re-elect Mr. Fung Chiu Chak, Victor as an executive director of the Company, the terms of appointment of which are set out in the Circular.
6. To re-elect Mr. Fan Chor Ho as an independent non-executive director of the Company, the terms of appointment of which are set out in the Circular.
7. To re-elect Mr. Lung Chee Ming, George as an independent non-executive director of the Company, the terms of appointment of which are set out in the Circular.
8. 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 December 2020 and such amount be divided amongst the Board in such proportions and in such manner as the Board may determine.

9. To re-appoint Messrs. Ernst & Young as an Independent Auditors for the ensuing year and to authorize the Board to fix their remuneration.
10. To consider and, if thought fit, pass with or without modification, the following proposed resolutions as Ordinary Resolutions by way of special business:

ORDINARY RESOLUTIONS

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 (the **“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 of the Company (the **“Shareholders”**) in a 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 a 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 10 of the notice convening this Annual General Meeting (the “**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 10 of this Notice, as set out above), 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 a 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 10 of this 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 10 of this 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 10 of this Notice, provided that such amount shall not exceed 10% of the number of issued Shares at the date of passing Ordinary Resolution A set out in paragraph 10 of this Notice.”

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

Hong Kong, 17 April 2020

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 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 holding of Shares.
2. 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 certified copy thereof, must be deposited with the Company at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.
3. 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Wednesday, 20 May 2020. The Register of Members of the Company will be closed from Thursday, 21 May 2020 to Wednesday, 27 May 2020 (both dates inclusive), during the day no transfer of Shares will be registered.
4. In compliance with the Hong Kong Government's guidance on social distancing, personal and environmental hygiene, and with reference to the guidelines issued by the Centre for Health Protection of the Department of Health on prevention of coronavirus disease 2019 (COVID-19), the following precautionary measures will be implemented at the Annual General Meeting including, without limitation:
 - compulsory body temperature screening for all persons attending the Annual General Meeting, at the entrance of the Annual General Meeting venue. Any person with a body temperature above 37.5 degrees Celsius will be denied entry into the Annual General Meeting venue;
 - all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the Annual General Meeting and inside the Annual General Meeting venue at all times. Please note that no masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks;
 - all attendees will be required to make a mandatory health declaration before entering into the Annual General Meeting venue. Any person who is subject to the Hong Kong Government's prescribed quarantine requirement, or has any flu-like symptoms, or has travelled overseas within 14 days immediately before the Annual General Meeting ("**recent travel history**"), or has close contact with any person under quarantine or with recent travel history, will be denied entry into the Annual General Meeting venue or be required to promptly leave the Annual General Meeting venue;
 - anyone attending the Annual General Meeting is reminded to observe good personal hygiene at all times;
 - food or beverages will not be arranged for the Annual General Meeting; and
 - appropriate distancing and spacing of seating in the Annual General Meeting venue in line with the guideline from the Hong Kong Government will be maintained and as such, the Company may limit the number of non-Shareholder attendees at the Annual General Meeting as may be necessary to avoid over-crowding.

5. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the Annual General Meeting in person, and advises Shareholders to appoint the chairman of the Annual General Meeting, any Director or the company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person. The proxy form is enclosed with this circular and can also be downloaded from the websites of the Company at “<http://www.tysan.com>” and Hong Kong Exchanges and Clearing Limited at “<http://www.hkexnews.hk>”. Proxy forms must be returned not less than 48 hours before the time appointed for holding the Annual General Meeting in accordance with the instructions printed thereon.
6. Due to the constantly evolving situation relating to the COVID-19 pandemic, subject to the situation in Hong Kong, the Company may implement further changes and precautionary measures or may be required to change the Annual General Meeting arrangements at short notice. Shareholders should visit the websites of the Company at “<http://www.tysan.com>” and Hong Kong Exchanges and Clearing Limited at “<http://www.hkexnews.hk>” for future announcements and updates on the Annual General Meeting arrangements.
7. If a tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons as announced by the Hong Kong Government or a “black” rainstorm warning is in force in Hong Kong at 12:00 noon (local time) on the date of the Annual General Meeting, the meeting will be postponed or adjourned. The Company will publish an announcement on the websites of the Company at “<http://www.tysan.com>” and Hong Kong Exchanges and Clearing Limited at “<http://www.hkexnews.hk>” to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive director of the Company is Mr. Fung Chiu Chak, Victor, the non-executive directors of the Company are Mr. Justin Wai, Mr. Wang Tianbing, Mr. David Robert McClure, Mr. Yuen Pak Man, Ms. Gu Ye and Ms. Hou Xiangjia; 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.

Company website: www.tysan.com