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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 by way of an electronic meeting via the Tricor e-Meeting System at 3:30 p.m. on Thursday, 1 June 2023 for the following purposes:

1. To receive, consider and adopt the Audited Financial Statements and the Reports of the Directors and Independent Auditor of the Company for the year ended 31 December 2022.
2. To declare a final dividend of HK\$0.015 per share of the Company in respect of the year ended 31 December 2022 to the shareholders of the Company whose names appear on the Company’s register of members on 12 June 2023.
3. To re-elect Mr. Justin Wai 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**”).
4. 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.
5. To re-elect Mr. Lung Chee Ming, George (who has served the Company for more than nine years as an independent non-executive director) as an independent non-executive director of the Company, the terms of appointment of which are set out in the Circular.
6. To re-elect Mr. Li Kit Chee (who has served the Company for more than nine years as an independent non-executive director) as an independent non-executive director of the Company, the terms of appointment of which are set out in the Circular.
7. 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 2023 and such amount be divided amongst the Board in such proportions and in such manner as the Board may determine.

8. To re-appoint Messrs. Ernst & Young as an independent auditor of the Company for the ensuing year and to authorize the Board to fix their remuneration.
9. 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 9 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 9 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 9 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 9 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 9 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 9 of this Notice.”

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

Hong Kong, 20 April 2023

*Notes:*

1. The Company will conduct the Annual General Meeting wholly by way of electronic means. Shareholders who wish to attend and vote at the Annual General Meeting may (i) attend the Annual General Meeting via the Tricor e-Meeting System which enables live streaming and interactive platform for questions-and-answers and submission of their votes online; or (ii) appoint the chairman of the Annual General Meeting or other persons as their proxies to vote on their behalf via the Tricor e-Meeting System. Details regarding the Annual General Meeting arrangements including login details to access the Tricor e-Meeting System are included in the Company's notification letter to be sent to registered Shareholders.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (together, the "**Intermediary**") may also be able to attend, vote, and submit questions at the Annual General Meeting via the Tricor e-Meeting System. In this regard, they should consult directly with their Intermediary for the necessary arrangements.

2. 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.
3. In the case of joint holders of any Share(s), only **ONE PAIR** of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote at the Annual General Meeting via the Tricor e-Meeting System using such log-in username and password in respect of such Share(s) as if he/she/it was solely entitled thereto.
4. A form of proxy in respect of the Annual General Meeting is enclosed. Whether or not you intend to attend the Annual General Meeting via the Tricor e-Meeting System, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof via the Tricor e-Meeting System should you so wish. In the event that you attend the Annual General Meeting via the Tricor e-Meeting System after having lodged the form of proxy, it will be deemed to have been revoked.
5. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 3:30 p.m. on Tuesday, 30 May 2023) before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof, in accordance with the instructions printed thereon.
6. In addition to the physical submission of the proxy form, the Shareholders have the option to submit their proxy appointment electronically via the Tricor e-Meeting System from Thursday, 20 April 2023 up to or before 3:30 p.m. on Tuesday, 30 May 2023. Please refer to the circular of the Company dated 20 April 2023 for details.
7. For determining the entitlement to attend and vote at the Annual General Meeting via the Tricor e-Meeting System, the register of members of the Company will be closed from Thursday, 25 May 2023 to Thursday, 1 June 2023 (both days inclusive), during which period no transfer of Share will be registered. In order for a Shareholder to be eligible to attend and vote at the Annual General Meeting via the Tricor e-Meeting System, duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 24 May 2023.

8. If a Typhoon Signal No. 8 or above is hoisted, “extreme conditions” caused by a super typhoon or a Black Rainstorm Warning Signal is in force in Hong Kong at 12:00 noon (local time) on the date of the Annual General Meeting, the Annual General 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 the latest arrangements of the Annual General Meeting. The Annual General Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

*As at the date of this notice, the executive Directors are Mr. Fung Chiu Chak, Victor, Mr. Chiu Chin Hung and Mr. Lau Kin Fai; the non-executive Directors are Mr. Justin Wai, Mr. Vikram Garg, Mr. Yuen Pak Man, Ms. Gu Ye and Ms. Hou Xiangjia; and the independent non-executive Directors are Mr. Lung Chee Ming, George, Mr. Li Kit Chee, Ms. Chow Wai Lee and Ms. Jennifer Kwok.*

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