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If you have sold or transferred all your shares in Tysan Holdings Limited, you should at once hand this circular and the accompanying form of proxy, if any, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

**PROPOSED ADOPTION OF SHARE OPTION SCHEME AND
TERMINATION OF THE 2012 SHARE OPTION SCHEME
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Thursday, 3 December 2020 at 10:30 a.m. is set out on pages 24 to 27 of this circular. A form of proxy for use at the SGM is also enclosed with this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy not less than 48 hours (i.e. 10:30 a.m. on Tuesday, 1 December 2020) before the time appointed for holding the SGM in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Precautionary measures will be implemented at the SGM including, without limitation:

- **compulsory body temperature screening;**
- **mandatory use of surgical masks;**
- **mandatory health declaration;**
- **observation of good personal hygiene at all times;**
- **food or beverages will not be arranged for the SGM; and**
- **appropriate distancing and spacing at the SGM venue.**

Further details are set out in the section headed “Precautionary Measures for the SGM” in this circular.

In light of the continuing risks posed by the COVID-19 pandemic, the Company advises Shareholders to appoint the chairman of the SGM, 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 SGM in person.

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PRECAUTIONARY MEASURES FOR THE SGM

PRECAUTIONARY MEASURES FOR THE SGM

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 SGM including, without limitation:

- compulsory body temperature screening for all persons attending the SGM, at the entrance of the SGM venue. Any person with a body temperature above 37.5 degrees Celsius will be denied entry into the SGM venue;
- all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the SGM and inside the SGM venue at all times. Please note that no masks will be provided at the SGM 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 SGM 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 SGM ("**recent travel history**"), or has close contact with any person under quarantine or with recent travel history, will be denied entry into the SGM venue or be required to promptly leave the SGM venue;
- anyone attending the SGM is reminded to observe good personal hygiene at all times;
- food or beverages will not be arranged for the SGM; and
- appropriate distancing and spacing of seating in the SGM 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 SGM as may be necessary to avoid over-crowding.

In light of the continuing risks posed by the COVID-19 pandemic, the Company advises Shareholders to appoint the chairman of the SGM, 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 SGM 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 (i.e. 10:30 a.m. on Tuesday, 1 December 2020) before the time appointed for holding the SGM in accordance with the instructions printed thereon.

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 SGM 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 SGM arrangements.

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings.

“2012 Share Option Scheme”	the share option scheme adopted by the Company on 8 August 2012
“Adoption Date”	the date on which the Share Option Scheme is to be adopted, conditionally or unconditionally, by the resolution of the Shareholders at the SGM
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday, Sunday and public holiday) on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	bye-laws of the Company
“close associate”	has the meaning ascribed to it under the Listing Rules
“Company”	Tysan Holdings Limited, a company incorporated in Bermuda with limited liability, the securities of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“core connected persons”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Grantee”	any Participant who accepts an Offer in accordance with the terms of the Share Option Scheme or (where the context so permits) a person who is entitled to any such Option in consequence of the death of the original Grantee or the legal personal representative of such person
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interested Entities”	any entity in which any member of the Group holds directly or indirectly 20% or more equity interest

DEFINITIONS

“Latest Practicable Date”	9 November 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	the offer of the grant of an Option made in accordance with the Share Option Scheme
“Option”	an option to subscribe for Shares granted pursuant to the Share Option Scheme
“Option Period”	in respect of any particular Option, the period during which the Grantee may exercise the Option, which is determined and notified by the Board to the Grantee at the time of making an Offer and must not be more than 10 years from the date of grant
“Participants”	directors (including executive directors, non-executive directors and independent non-executive directors), executives, officers and full-time or part-time employees of the Group/any of the Interested Entities and any advisors, consultants, distributors, contractors, suppliers, agents, providers, customers, business ally or joint venture partners, promoters, service providers of any member of the Group who, in the sole and absolute opinion of the Board, will contribute to or benefit or have contributed to or benefited the business, development and growth (and/or any other aspect whatsoever) of the Group and/or any of the Interested Entities
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Thursday, 3 December 2020 at 10:30 a.m., notice of which is set out in this circular to consider the ordinary resolutions to be proposed to approve (i) the adoption of the Share Option Scheme; (ii) the termination of the 2012 Share Option Scheme; and (iii) the re-election of Directors

DEFINITIONS

“Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the SGM, a summary of the principal terms of which is set out in Appendix I of this circular
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to the Share Option Scheme
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

Executive Directors:

Mr. Fung Chiu Chak, Victor (*Vice Chairman*)
Mr. Chiu Chin Hung
Mr. Lau Kin Fai

Non-executive Directors:

Mr. Justin Wai (*Chairman*)
Mr. David Robert McClure
Mr. Yuen Pak Man
Ms. Gu Ye
Ms. Hou Xiangjia

Independent Non-executive Directors:

Mr. Lung Chee Ming, George
Mr. Li Kit Chee
Ms. Chow Wai Lee
Ms. Jennifer Kwok

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

20th Floor, One Island South
No. 2 Heung Yip Road
Wong Chuk Hang
Hong Kong

12 November 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED ADOPTION OF SHARE OPTION SCHEME AND
TERMINATION OF THE 2012 SHARE OPTION SCHEME
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in relation to the proposed adoption of the Share Option Scheme and the termination of the 2012 Share Option Scheme, the proposed re-election of Directors and to provide you with the notice of the SGM.

LETTER FROM THE BOARD

2. PROPOSED ADOPTION OF THE SHARE OPTION SCHEME AND TERMINATION OF THE 2012 SHARE OPTION SCHEME

The 2012 Share Option Scheme

Pursuant to an ordinary resolution by the Shareholders at a special general meeting held on 8 August 2012, the Company adopted the 2012 Share Option Scheme, pursuant to which the Board was authorized to grant options to any eligible persons, including any employee or Director (including both executive Directors and non-executive Directors).

During the term of the 2012 Share Option Scheme and up to the Latest Practicable Date, options to subscribe for a total of 385,830,000 Shares had been granted by the Company under the 2012 Share Option Scheme, out of which options to subscribe for 2,400,000 Shares were exercised, options to subscribe for 72,020,000 Shares had lapsed and options to subscribe for 311,410,000 Shares had been cancelled. As at the Latest Practicable Date, all the options granted under the 2012 Share Option Scheme had lapsed or had been exercised or cancelled and there are no outstanding options under the 2012 Share Option Scheme.

The Company does not have any share option scheme which is still subsisting other than the 2012 Share Option Scheme. The Directors confirm that no further options will be granted under the 2012 Share Option Scheme prior to the date of the SGM.

Proposed adoption of the Share Option Scheme

As all the options granted under the 2012 Share Option Scheme had lapsed or had been exercised or cancelled and there are no other outstanding options granted under the 2012 Share Option Scheme as at the Latest Practicable Date, the Company would like to take the opportunity to streamline and revise the terms of the share option scheme of the Company by terminating the 2012 Share Option Scheme and to approve and adopt the Share Option Scheme.

The Board proposes to recommend to Shareholders to approve the Share Option Scheme which, if adopted, will be valid for ten (10) years, so that options to subscribe for the Shares may be granted to the Participants pursuant to the terms thereof. The purpose of the Share Option Scheme is to reward Participants who have contributed or may contribute to the Group and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.

Participants of the Share Option Scheme include directors (including executive directors, non-executive directors and independent non-executive directors), executives, officers and full-time or part-time employees of the Group or any of the Interested Entities, as well as individuals or entities that are not employees or directors of the Group, such as advisors, consultants, distributors, contractors, suppliers, agents, providers, customers, business allies, joint venture partners, promoters and service providers of any member of the Group who, in the sole and absolute opinion of the Board will contribute or benefit or have contributed or benefited the business, development and growth (and/or any other aspect whatsoever) of the Group and/or any of the Interested Entities.

LETTER FROM THE BOARD

The Group may from time to time seek technical or corporate management (as well as other areas relevant to the business of the Group at the material time) advice or services from advisors, consultants and agents of the Group that are important to the business, operations and development of the Group. For example, a business consultant may bring to the Group business plans or introduce technological advances that may help improve performance of the Group or otherwise contribute to the Group's growth. The Group may also engage corporate advisers from time to time to assist in material transactions, or agents, promoters or service providers to provide valuable business referrals, opportunities, partnership introduction and business support to the Group. The Board considers that the flexibility to incentivise or reward any of such Participants by the grant of Options in appropriate circumstances can help to promote the growth and success of the Group by encouraging these external parties to provide valuable advice and assistance which contributes to the Group's business development and/or operations. The relevant Participants will be given an opportunity upon exercise of the Options (should they choose to do so) to become owners in the Company and align their interest with that of the Company and the Shareholders. The rules of the Share Option Scheme also give flexibility to the Board to include vesting periods, to set a subscription price (subject to the terms of the Share Option Scheme) and/or performance targets, with an aim to encourage them to achieve the targets, or help the Group achieve targets, set by the Board before the Options are exercisable.

In addition, the Group may from time to time cooperate with business allies or joint venture partners for business development through various forms of business collaboration arrangements. Such business allies or joint venture partners may either on its own or (in the case of a corporation) through its employee(s) refer new or more business opportunities to the Group. The Company may use Options as a way of motivating these business allies or joint venture partners to remain vested in the collaboration arrangements on multiple levels, thereby establishing long-term business relationships.

The Group is principally engaged in the business of foundation piling and site investigation, property development and investment, and investment business. The Group may from time to time engage advisors or consultants for advices on various aspects on any of such businesses. In its current line of business, the Group often subcontracts works to contractors who are reliable and have the experience and expertise to deliver quality work in a timely manner. This is important in the Group's businesses, where any setbacks in the project could result in the Group having to pay compensation in respect of resulting delays and additional costs for rectification works. In addition and just as importantly, any inability to meet project deadlines could cause damage to the reputation of the Group in an industry where there are limited players. The Group has also established business relationships over time with reputable and reliable suppliers or distributors or providers of goods or services to the Group which have, either on its own or (in the case of a corporation) through its employee(s) provided the Group with a stable supply of quality materials or services that are important to the business and operations of the Group. The ability of the Group to retain its standing and reputation in its industry is one of the core factors affecting its ability to secure sizeable projects. It is therefore key for the Group to be equipped with ways to create and maintain long term relationships with Participants who have shared the Group's vision and objectives and have helped the Group achieve the results it has today. By granting Options to such Participants, both the Group and the Participants will be incentivised to foster a stronger business relationship and to treat each other as long term business partners.

LETTER FROM THE BOARD

In such circumstances, the Board considers it appropriate to have the flexibility to incentivise or reward any of such Participants which have demonstrated or are expected to make valuable contributions to the Group, by the grant of Options so that they may have an interest in the development of a sustainable business relationship with the Group, thereby benefiting the long-term development of the Group.

The benefit of offering such options to these persons is to have them become potential Shareholders and thereby align the interests of such parties with those of the Group to further the purpose of the Share Option Scheme, which is to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole. As the Group's business development requires long and sustainable business relationships with persons who have demonstrated their quality, reliability and behaviour in a manner which is conducive to the growth of the Group, it is desirable for the Company to be able to reward them and to maintain a stable business relationship with them for the benefit of the Group. The Board is of the view that the grant of Options to such Participants under circumstances as determined by the Board to be appropriate will help achieve such goal, as it will offer incentives to these parties to act in a manner aligned with the interests of the Group.

The basis of eligibility of each Participant shall be determined by the Board taking into account such factors as the Board may at its discretion consider appropriate on a case by case basis, depending on, amongst other things the circumstances of the Group and the contributions of the relevant party to the Group. The Directors will assess the eligibility of the Participant, particularly the employees (full-time or part-time) and directors of the Group, based on factors including their general working performance, time commitment, working experience, responsibilities and employment conditions according to the prevailing market practice and industry standard, or where appropriate, contribution or potential contribution to the revenue, profits or business development of the Group. When assessing the eligibility of Participants who are not employees or directors of the Group, the Directors will consider factors including (i) their potential and/or actual contributions to the Group; (ii) the years of relationship with the Group; (iii) the goal and growth plan of the Group; and (iv) the then business environment and market practice in providing incentives to external parties. Each of these factors serves to achieve the purpose of the Share Option Scheme either in the way of a reward for a Participant's past contribution, or as motivation for a Participant which is expected to have potential material contribution towards the value of the Company taking into account the Group's strategy and direction at the relevant time, where the Directors consider incentives in the form of Options may be appropriate to build a long term relationship with the Group. Upon any grant of Options under the Share Option Scheme, the Company will issue an announcement in accordance with the requirements under the Listing Rules and in addition, in respect of any Grantees who/which are not employees or directors of the Group, the announcement will also set out (i) a brief generic description of each of such relevant Grantees; (ii) the relevant and applicable factors considered by the Directors in assessing the eligibility of each of such Grantee and how each such Grantee satisfies the eligibility assessment; and (iii) the reason(s) for the grant of Options to each such Grantee and how such grant serves to achieve the purpose of the Share Option Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, no potential grantees under the Share Option Scheme (if approved and adopted) have been identified. Any grants will be determined by the Board based on specific facts and circumstances relevant to the circumstances of the Group at the material time.

The terms of the Share Option Scheme provide that in granting Options under the Share Option Scheme, the Board may offer to grant any Options subject to such terms and conditions in relation to (i) the minimum period of the Options to be held; and/or (ii) the performance targets to be achieved before such Options can be exercised and/or any other terms as the Board may determine in its absolute discretion. The Board will also determine the Subscription Price in respect of any Option. By setting vesting periods, performance targets and a subscription price, the relevant grantee will have to work towards meeting these standards and thereby contributing to the growth and success of the Group before it is able to exercise the Options granted to it. These terms are set with the objective of serving the purpose of the Share Option Scheme. The Share Option Scheme has no trustee.

A summary of the principal terms of the proposed Share Option Scheme is set out in Appendix I to this circular. A copy of the Share Option Scheme will be available for inspection at the Company's principal place of business in Hong Kong at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang Hong Kong for a period of 14 days before the date of the SGM and at the SGM.

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the Share Option Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the value of the Options which have not been determined. Such variables include the Subscription Price, option period, any lock-up period, any performance targets set and other relevant variables.

The Share Option Scheme is conditional upon:

- (a) the passing of an ordinary resolution to approve and adopt the Share Option Scheme by the Shareholders in the SGM and to authorise the Board to grant the Options hereunder and to allot, issue and deal in the Shares pursuant to the exercise of any Options under the Share Option Scheme;
- (b) the passing of an ordinary resolution by Shareholders to terminate the 2012 Share Option Scheme; and
- (c) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued by the Company pursuant to the exercise of any Options which fall under the Share Option Scheme.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting at the SGM on the ordinary resolution to approve and adopt the Share Option Scheme.

LETTER FROM THE BOARD

Subject to the obtaining of Shareholders' approval with respect to the adoption of the Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme. The Board shall not grant any Options which would result in the maximum aggregate number of Shares which may be issued upon exercise of all outstanding Options granted but yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Company which provide for the grant of options to acquire or subscribe for Shares exceeding, in aggregate, 30% of the Shares in issue from time to time.

As at the Latest Practicable Date, the Company had a total of 3,366,035,709 Shares in issue. Assuming that there is no change in the total number of Shares in issue during the period from the Latest Practicable Date up to the Adoption Date, the maximum number of Shares which may be allotted and issued pursuant to the Share Option Scheme will be 336,603,570 Shares, representing 10% of the total number of Shares in issue as at the date of SGM.

An application will be made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any Options that may be granted under the Share Option Scheme.

Termination of the 2012 Share Option Scheme

The 2012 Share Option Scheme was adopted by the Company pursuant to an ordinary resolution of the then Shareholders passed on 8 August 2012, and was valid for a period of ten (10) years from the date of adoption. Other than the 2012 Share Option Scheme, the Company currently does not maintain any other share option scheme as at the Latest Practicable Date.

Under the terms of the 2012 Share Option Scheme, the Company may by ordinary resolution in general meeting at any time terminate the 2012 Share Option Scheme, and in such event, no further options will be offered but the provisions of the 2012 Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of any option granted prior to the termination, and options granted prior to such termination will continue to be valid and exercisable in accordance with the 2012 Share Option Scheme. As at the Latest Practicable Date, all the options granted under the 2012 Share Option Scheme had lapsed or had been exercised or cancelled and there are no outstanding options under the 2012 Share Option Scheme.

It is proposed by the Directors that at the SGM, ordinary resolutions will be proposed for the Company to approve and adopt the proposed Share Option Scheme (which will take effect on the Adoption Date at the SGM subject to the Stock Exchange granting approval for the listing of and dealing in the Shares fall to be allotted and issued upon the exercise of Options in accordance with the terms and conditions of the Share Option Scheme) and, subject to and conditional upon the passing of the aforesaid resolution, to terminate the operation of the 2012 Share Option Scheme.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 86(2) of the Bye-laws, each of Mr. Chiu Chin Hung (“**Mr. Chiu**”) and Mr. Lau Kin Fai (“**Mr. Lau**”) was appointed as an executive Director with effect from 1 July 2020, each of Ms. Chow Wai Lee (“**Ms. Chow**”) and Ms. Jennifer Kwok (“**Ms. Kwok**”) was appointed as an independent non-executive Director with effect from 1 July 2020, and Mr. David Robert McClure (“**Mr. McClure**”) was appointed as a non-executive Director with effect from 6 November 2020.

In accordance with the Bye-law 86(2) of the Bye-laws and code provision A.4.2 of Appendix 14 to the Listing Rules, each of Mr. Chiu, Mr. Lau, Ms. Chow, Ms. Kwok and Mr. McClure shall hold office only until the SGM and shall then be eligible for re-election at the SGM. Accordingly, each of Mr. Chiu, Mr. Lau, Ms. Chow, Ms. Kwok and Mr. McClure shall retire from office at the SGM, and, being eligible, will offer themselves for re-election. The nomination committee of the Board has recommended to the Board on re-election of Mr. Chiu, Mr. Lau, Ms. Chow, Ms. Kwok and Mr. McClure. The details of Mr. Chiu, Mr. Lau, Ms. Chow, Ms. Kwok and Mr. McClure are set out in Appendix II to this circular.

4. SGM

The SGM will be held at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Thursday, 3 December 2020 at 10:30 a.m., and the relevant notice of the SGM is set out on pages 24 to 27 of this circular.

At the SGM, an ordinary resolution will be proposed to approve (i) the adoption of the Share Option Scheme and to authorize Directors to take all necessary or appropriate steps to implement the Share Option Scheme; (ii) subject to and conditional upon the passing of the aforesaid resolution, to terminate the 2012 Share Option Scheme on the date on which the Share Option Scheme takes effect unconditionally; and (iii) the re-election of the aforesaid Directors.

The register of members of the Company will be closed from Friday, 27 November 2020 to Thursday, 3 December 2020, both days inclusive, during which no transfer of Shares will be effected. In order to ascertain Shareholders’ rights for the purpose of attending and voting at the SGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, located at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 26 November 2020 for registration.

A form of proxy for use by the Shareholders at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the form of proxy and return it to the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours (i.e. 10:30 a.m. on Tuesday, 1 December 2020) before the time appointed for holding the SGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.

LETTER FROM THE BOARD

VOTING BY POLL AT THE SGM

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66 of the Bye-laws, any vote of Shareholders at the SGM shall be taken by poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the vote by poll will be published by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

In respect of the Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules, especially where any related matters are required to be approved by the Shareholders/independent non-executive Directors separately.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the proposed adoption of the Share Option Scheme, termination of the 2012 Share Option Scheme and/or the proposed re-election of Directors, and accordingly, no Shareholder is required to abstain from voting on the resolutions to be proposed at the SGM.

After the conclusion of the SGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.tysan.com>).

RESPONSIBILITY OF DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

RECOMMENDATIONS

The Board is of the view that the proposed adoption of the Share Option Scheme represents a recognition of the contributions of the management team, key personnel and business partners to the growth of the Group. It is expected that the Share Option Scheme will provide incentives for the continuing commitment of such management, key personnel and business partners, thereby fostering the long-term growth and development of the Group and maximizing the interest of the Shareholders.

The Directors (including the independent non-executive Directors) consider that the proposed adoption of the Share Option Scheme and the termination of the 2012 Share Option Scheme and the proposed re-election of the aforesaid Directors are in the interest of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

Yours faithfully,
By Order of the Board
Tysan Holdings Limited
Fung Chiu Chak, Victor
Vice Chairman

The following is a summary of the principal terms of the Share Option Scheme:

1. The purpose of the Share Option Scheme is to reward Participants who have contributed or may contribute to the Group and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.
2. The Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect shall (save as otherwise provided herein) be final and binding on all parties. Subject to the provisions of the Share Option Scheme, the Board shall have the right to (a) interpret and construe the provisions of the Share Option Scheme; (b) determine the persons (if any) who shall be offered Options under the Share Option Scheme, the number of Shares and Subscription Price; (c) make such adjustments to the terms of the Options granted under the Share Option Scheme to the relevant Grantee as the Board sees fit, and shall notify the relevant Grantee of such adjustment by written notice; and (d) make such other decisions or determinations as it shall deem appropriate in relation to the Offers and/or the administration of the Share Option Scheme provided that the same are not inconsistent with the provisions of the Share Option Scheme and the Listing Rules.
3. The Participants are full-time or part-time employees, executive, officers or directors (including executive, non-executive and independent non-executive directors) of the Group or any of the Interested Entities and any advisors, consultants, distributors, contractors, suppliers, agents, providers, customers, business ally or joint venture partners, promoters, service providers of any member of the Group who, in the sole and absolute opinion of the Board, will contribute or benefit or have contributed or benefited to the business, development and growth (and/or any other aspect whatsoever) of the Group and/or any of the Interested Entities.
4. On and subject to the terms of the Share Option Scheme and the Listing Rules, the Board shall be entitled at any time within 10 years after the Adoption Date to make an Offer to any Participant as the Board may in its absolute discretion select to take up an Option pursuant to which such Participant may, during the Option Period, subscribe for such number of Shares as the Board may determine at the Subscription Price.
5. Any grant of Options to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates under the Share Option Scheme or any other share option schemes of the Company or any of its subsidiaries shall be subject to the prior approval of the independent non-executive Directors (excluding independent non-executive Directors who are the proposed Grantees of the Options in question). Where any grant of Options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled or outstanding) to such person in the 12-month period up to and including the date of such grant:
 - (a) representing in aggregate over 0.1% of the Shares in issue on the date of grant; and

- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the stock exchange on the date of grant, in excess of HK\$5 million,

such further grant of Options must be subject to prior approval by the Shareholders (voting by way of poll). The Company must send a circular to the Shareholders in accordance with the Listing Rules. The Grantee, his associates and all core connected persons of the Company must abstain from voting in favour of the resolution at such general meeting of the Company.

6. The Company may not grant any Options after inside information has come to its knowledge until (and including) the trading day after it has announced the information. No Offer shall be made to, nor shall any Offer be capable of acceptance by, any Participant at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any other applicable rules, regulations or the law and/or the Participant has given notice of resignation or otherwise terminated for cause.
7. The maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time (the “**Scheme Limit**”). No Options may be granted under the Share Option Scheme and any other share option schemes of the Company if this will result in the Scheme Limit being exceeded.

The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company must not, in the absence of Shareholders’ approval, in aggregate exceed 10% of the Shares in issue as at the Adoption Date (the “**Scheme Mandate Limit**”). Options lapsed in accordance with the terms of the Share Option Scheme and (as the case may be) such other share option schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.

The Scheme Mandate Limit may be refreshed at any time subject to prior Shareholders’ approval but in any event the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of the Shareholders’ approval of the renewal of the Scheme Mandate Limit. Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised options) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

The Company may seek separate Shareholders’ approval in general meeting for granting Options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before such Shareholders’ approval is sought. In connection with the seeking of such separate Shareholders’ approval, a circular must be sent to the Shareholders containing a generic description of the specified Participants who may be granted such Options, the

number and terms of the Options to be granted, the purpose of granting Options to the specified Participants with an explanation as to how the terms of the Options serve such purpose and such other information required under the Listing Rules.

8. The maximum number of Shares issued and to be issued upon exercise of the Options granted to each Grantee under the Share Option Scheme (including both exercised and outstanding Options) in any 12-month period must not (when aggregated with any Shares subject to options granted during such period under any other share option schemes of the Company other than those options granted pursuant to specific approval by the Shareholders in a general meeting) exceed 1% of the Shares in issue for the time being (the “**Individual Limit**”). Where any further grant of Options to a Participant would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such Participant and his close associates (or his associates if the Participant is a connected person) abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the Participant in question, the number and terms of the Options to be granted (and Options previously granted to such Participant) and such other information required under the Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Participant must be fixed before Shareholders’ approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the Subscription Price.
9. The Option Period is the period during which the Grantee may exercise the Option, which is determined and notified by the Board to the Grantee at the time of making an Offer and must not be more than 10 years from the date of grant.
10. The Offer shall specify the terms on which the Option is to be granted. Such terms may at the discretion of the Board, include, among other things, (i) the minimum period for which an Option must be held before it can be exercised; and/or (ii) a performance target that must be achieved before the Option can be exercised in whole or in part; and/or (iii) any other terms, all of which may be imposed (or not imposed) either on a case-by-case basis or generally.
11. An Offer is deemed to be accepted when the Company receives from the Grantee the Offer letter signed by the Grantee specifying the number of Shares in respect of which the Offer is accepted and a remittance to the Company of HK\$10.00 as consideration for the grant of Option. Such remittance is not refundable in any circumstances.
12. The Subscription Price shall be determined by the Board in its absolute discretion but in any event must not be less than the higher of:
 - (a) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, which must be a Business Day;
 - (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the date of grant; and

- (c) the nominal value of the Shares.

For the purpose of the Share Option Scheme, “Business Day” means any day (excluding a Saturday, Sunday and public holiday) on which the Stock Exchange is open for the business of dealing in securities.

13. The Options do not carry any right to vote in the general meeting of the Company, or any right to dividend, transfer or any other rights, including those arising on the liquidation of the Company. The Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the memorandum of association and Bye-laws for the time being in force and shall rank pari passu in all respects with the existing fully paid Shares in issue on the date on which those Shares are allotted on exercise of the Option and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made after the date on which Shares are allotted other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the date on which the Shares are allotted.
14. Subject to the provisions of the Share Option Scheme, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options shall be offered or granted under the Share Option Scheme but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects. Options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the ten-year period.
15. An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:
- (a) the expiry of the Option Period (subject to the provisions of the Share Option Scheme);
 - (b) the expiry of the periods referred to below:
 - (i) in the event of the Grantee ceasing to be a Participant by reason of his death before exercising his Option in full and (where the Grantee is an employee of the Group) none of the events which would be a ground for termination of his employment as specified in paragraph 15(f) below having arisen, his legal personal representative(s) may exercise the Option up to the Grantee’s entitlement as at the date of death (if vested and to the extent not already exercised) within the period of 12 months following his death, provided that where any of the events set out in paragraphs 15(b)(v), (vi), (vii) and (viii) occurs prior to his death or within such period of 6 months following his death, then his personal representative(s) may so exercise the Option only within of the various periods respectively set out in such paragraphs;
 - (ii) in the event of a Grantee who is an employee or a director of a member of the Group/an Interested Entity ceasing to be a Participant for any reason other than his death or the termination of his employment or directorship on one or more

of the grounds specified in paragraph 15(f) below, the Option (if vested and to the extent not already exercised) shall lapse after the expiry of 14 days immediately following the date of cessation or termination of such employment (which date shall be the Grantee's last actual working day with the relevant member of the Group/Interested Entity whether salary is paid in lieu of notice or not) and shall on that day cease to be exercisable and the Option (if not already vested) shall lapse from the date of notice of resignation or termination is given, provided that if the Grantee continues to serve the Group/Interested Entity in some other capacity (e.g. consultant), the Board is authorised (but not obligated) to determine whether the Options so granted to that Grantee remain capable of exercise following the change in capacity, whether the Option Period be shortened and vary other terms of exercise of the Option (provided that no variation of Subscription Price may be made save and except for adjustments in accordance with the other provisions of the Share Option Scheme and the Listing Rules). The Board may also, if appropriate, determine that the Option shall not lapse on the date of cessation or termination of such employment, but on the date the Board determines the Grantee ceases to serve the Group or Interested Entity in such other capacity;

- (iii) in the event of a Grantee who is not an employee or a director of a member of the Group/an Interested Entity ceasing to be a Participant as and when determined by the Board by resolution for any reason other than his death, the period as determined and notified to such Grantee by the Board in a written notice within 1 month immediately following the date of cessation;
- (iv) in the event of the Grantee ceasing to be a Participant by reason of the termination of his employment or directorship on one or more of the grounds specified in paragraph 15(f) below, all his Options (whether or not vested) shall lapse automatically (to the extent not already exercised) and shall not be exercisable on and after the date of notice of termination of his employment or directorship;
- (v) if a general offer by way of takeover or otherwise (other than by way of scheme of arrangement pursuant to paragraph 15(b)(vi) below) is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant Option, the period notified by the Company to the Grantee for exercising the Option;
- (vi) if a general offer for Shares by way of scheme of arrangement is made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, the period notified by the Company to the Grantee for exercising the Option;

- (vii) in the event a notice is given by the Company to the Shareholders to convene a general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the period notified by the Company to the Grantee for exercising the Option; and
- (viii) in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 15(b)(vi) above, between the Company and its members or creditors is proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the period notified by the Company to the Grantee in a notice to be given to all Grantees on the same day as the Company gives notice of the meeting to its members or creditors to consider such compromise or arrangement;
- (c) the expiry of the period referred to in paragraph 15(b)(v) above provided that if any court of competent jurisdiction makes an order the effect of which is to prohibit the offeror from acquiring the remaining Shares in the general offer, the relevant period within which Options may be exercised shall not begin to run until the discharge of the order in question or unless the offer lapses or is withdrawn before that date;
- (d) subject to the scheme of arrangement (referred to in paragraph 15(b)(vi) above) becoming effective, the expiry of the period for exercising the Option as referred to in paragraph 15(b)(vi) above;
- (e) the date of the commencement of the winding-up of the Company;
- (f) the date on which the Grantee (if an employee or director of the Company or another member of the Group) ceases to be a Participant by reason of the termination of his employment or directorship on the grounds that he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or on any other grounds on which an employer would be entitled to terminate his employment summarily;
- (g) the date on which the Grantee commits a breach of paragraph 19 below; and
- (h) subject to paragraph 15(b)(ii) above, the date the Grantee ceases to be a Participant for any other reason.

16. In the event of any alteration to the capital structure of the Company whilst any Option remains exercisable, arising from capitalisation of profits or reserves, bonus issue, rights issue, open offer, subdivision or consolidation of Shares or reduction of the share capital of the Company in accordance with legal requirements and requirements of the Stock Exchange, other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party, such corresponding alterations (if any) shall be made in:

- (a) the number or nominal amount of Shares subject to the Option so far as unexercised; and/or
- (b) the Subscription Price for the Shares subject to the Option so far as unexercised; and/or
- (c) the number of Shares subject to the Share Option Scheme,

or any combination thereof, provided that:

- (i) any such adjustments give a Grantee the same proportion of the equity capital of the Company as that to which that Grantee was previously entitled; and
- (ii) notwithstanding paragraph 16(i) above, any adjustments as a result of an issue of securities with a price-dilutive element, such as a rights issue, open offer or capitalisation issue, should be based on a scrip factor similar to the one used in accounting standards in adjusting the earnings per share figures (referred to in Hong Kong Accounting Standards 33) and the acceptable adjustments set out in the supplementary guidance on Rule 17.03(13) of the Listing Rules issued by the Stock Exchange on 5 September 2005 and any future guidance/ interpretation of the Listing Rules issued by the Stock Exchange from time to time,

but no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value. The Company shall engage the auditors or the independent financial adviser to certify in writing to the Board, either generally or as regards any particular Grantee, that the adjustments made by the Company satisfy the requirements in paragraphs 16(i) and 16(ii) above.

17. Any Options granted but not exercised or lapsed may be cancelled if the Grantee so agrees. Where the Company cancels the Options and issues new Options to the same Grantee, the issue of such new Options may only be made under the Share Option Scheme or any other share option scheme of the Company (excluding the cancelled Options) within the Scheme Mandate Limit.

18. The Company by ordinary resolution in general meeting or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further Options will be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect in respect of Options which are granted during the life of the Share Option Scheme and which remain unexpired immediately prior to the termination of the operation of the Share Option Scheme.
19. An Option shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Option, or enter into any agreement to do so. Any breach of the foregoing by the Grantee shall entitle the Company to cancel any outstanding Option or any part thereof granted to such Grantee to the extent not already exercised without incurring any liability on the part of the Company.
20. Those specific provisions of the Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants, and changes to the authority of the Board in relation to any alteration of the terms of the Share Option Scheme shall not be made, in either case, without the prior approval of Shareholders in general meeting. Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of Options granted, must also, to be effective, be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme. The Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

To enable the Shareholders to make an informed decision on the re-election of the following Directors who will retire and are proposed to be re-elected at the SGM, the particulars of the Directors concerned are set out herein below for the Shareholders' information.

(1) Mr. Chiu Chin Hung (“Mr. Chiu”) – Executive Director

Mr. Chiu, aged 67, re-appointed as an executive Director in July 2020, joined the Group in July 1994 and served as an executive Director from July 2003 to July 2017. Mr. Chiu has been the President of the Foundation Division of the Group since July 2017 when he resigned as an executive Director, and is primarily responsible for the business development and management of the Group's Foundation Division. He is also a director of various subsidiaries of the Company.

Mr. Chiu graduated from The University of Aberdeen, Scotland. He has over 41 years' experience in foundation design and construction works and is a Fellow Member of The Institute of Civil Engineers and The Hong Kong Institution of Engineers as well as a Chartered Engineer. Mr. Chiu has been a Council Member of The Hong Kong Construction Association representing Tysan Foundation Limited since 2001.

The Company entered into a service agreement and an appointment letter with Mr. Chiu commencing from 1 July 2020. His appointment as executive Director is subject to retirement by rotation pursuant to the Bye-laws. Under the service agreement, Mr. Chiu is entitled to a monthly salary of HK\$408,450, which shall be subject to annual review and a discretionary year-end bonus as determined by the remuneration committee of the Board. Such salary was, and the discretionary bonus will be, determined with reference to, amongst other things, the then prevailing market conditions, the performance of the Company and Mr. Chiu's individual performance.

Save as disclosed above, Mr. Chiu does not hold any other positions in the Company or its subsidiaries; nor any directorship in other public companies which the securities are listed on any securities market in Hong Kong or overseas in the past three years. Other than disclosed above, Mr. Chiu does not have any relationship with any Directors, senior management, substantial shareholders or the controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Chiu did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Chiu which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters in relation to the proposed re-election of Mr. Chiu as an executive Director that need to be brought to the attention of the Shareholders.

(2) Mr. Lau Kin Fai (“Mr. Lau”) – Executive Director

Mr. Lau, aged 59, re-appointed as an executive Director in July 2020, joined the Group in July 2008 and served as an executive Director from October 2010 to July 2017. Mr. Lau has been primarily responsible for the business development and management of the Group's property development business after he resigned as an executive Director in July 2017, and he is currently the President of the Property Development & Investment Division of the Group. He is also a director of various subsidiaries of the Company.

Prior to joining the Group, Mr. Lau had over 25 years' experience in the field of quantity surveying and housing development. He is a Fellow Member of the Hong Kong Institute of Surveyors and the Royal Institution of Chartered Surveyors.

The Company entered into a service agreement and an appointment letter with Mr. Lau commencing from 1 July 2020. His appointment as executive Director is subject to retirement by rotation pursuant to the Bye-laws. Under the service agreement, Mr. Lau is entitled to to a monthly salary of HK\$392,740, which shall be subject to annual review and a discretionary year-end bonus as determined by the remuneration committee of the Board. Such salary was, and the discretionary bonus will be, determined with reference to, amongst other things, the then prevailing market conditions, the performance of the Company and Mr. Lau's individual performance.

Save as disclosed above, Mr. Lau does not hold any other positions in the Company or its subsidiaries; nor any directorship in other public companies which the securities are listed on any securities market in Hong Kong or overseas in the past three years. Other than disclosed above, Mr. Lau does not have any relationship with any Directors, senior management, substantial shareholders or the controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Lau did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. Lau which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters in relation to the proposed re-election of Mr. Lau as an executive Director that need to be brought to the attention of the Shareholders.

(3) Mr. David Robert McClure (“Mr. McClure”) – Non-executive Director

Mr. McClure, aged 42, re-joined the Group in November 2020 as a non-executive Director after having been a non-executive Director from 11 April 2019 to 30 June 2020. Mr. McClure is a senior managing director in the Real Estate Group and the head of asset management for Asia Pacific of Blackstone, based in Hong Kong.

The Company has entered into an appointment letter with Mr. McClure for a period of three years commencing on 6 November 2020 and his appointment as non-executive Director is subject to retirement by rotation pursuant to the Bye-laws. Under the appointment letter, Mr. McClure is not entitled to any director's fee or reimbursement (other than reimbursement of reasonable expenses properly incurred in connection with the performance of his duties as a non-executive Director) in respect of his appointment as a non-executive Director.

Save as disclosed above, Mr. McClure does not hold any other positions in the Company or its subsidiaries; nor any directorship in other public companies which the securities are listed on any securities market in Hong Kong or overseas in the past three years. Other than disclosed above, Mr. McClure does not have any relationship with any Directors, senior management, substantial shareholders or the controlling shareholder of the Company. As at the Latest Practicable Date, Mr. McClure did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Mr. McClure which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters in relation to the proposed re-election of Mr. McClure as a non-executive Director that need to be brought to the attention of the Shareholders.

(4) Ms. Chow Wai Lee, JP (“Ms. Chow”) – Independent non-executive Director

Ms. Chow, aged 57, was appointed as an independent non-executive Director in July 2020. Ms. Chow currently acts as a member of each of the audit committee, remuneration committee and nomination committee of the Board. Ms. Chow is a registered architect under the Architects Registration Ordinance (Chapter 408 of the Laws of Hong Kong) and a Fellow of The Hong Kong Institute of Architects, and has almost 30 years of experience in the construction and architecture industry. Ms. Chow was appointed as a Justice of the Peace in 2002 by the Government of the Hong Kong Special Administrative Region.

The Company has entered into an appointment letter with Ms. Chow for a period of three years commencing on 1 July 2020 and her appointment as an independent non-executive Director is subject to retirement by rotation pursuant to the Bye-laws. Ms. Chow receives a monthly director’s fee of HK\$30,000 under the appointment letter. Such director’s fee was determined with reference to the then prevailing market conditions and the performance of the Company.

Save as disclosed above, Ms. Chow does not hold any other positions in the Company or its subsidiaries; nor any directorship in other public companies which the securities are listed on any securities market in Hong Kong or overseas in the past three years. Other than disclosed above, Ms. Chow does not have any relationship with any Directors, senior management, substantial shareholders or the controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Chow did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Ms. Chow which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters in relation to the proposed re-election of Ms. Chow as an independent non-executive Director that need to be brought to the attention of the Shareholders.

(5) Ms. Jennifer Kwok (“Ms. Kwok”) – Independent non-executive Director

Ms. Kwok, aged 54, was appointed as an independent non-executive Director in July 2020. Ms. Kwok currently acts as a member of each of the audit committee, remuneration committee and nomination committee of the Board. She first joined the Group in January 1997 and served as an executive Director from January 1998 to July 2014. She resigned as an executive Director and as a director of the subsidiaries of the Company in July 2014 following the completion of a voluntary general offer made by a subsidiary of The Blackstone Group Inc. (formerly known as The Blackstone Group L.P.) for all the issued Shares. During her tenure with the Company, Ms. Kwok was primarily responsible for the Company’s planning and development, corporate governance, corporate finance and investment strategies. She also established and participated in the audit committee, remuneration committee and nomination committee of the Board. Prior to first joining the Company in 1997, Ms. Kwok was an associate director of an investment bank during 1993 to 1996 with a focus on initial public offerings, merger and acquisitions and various corporate finance activities and providing financial advisory services to listed companies in Hong Kong.

Ms. Kwok has over 28 years’ of experience in the finance field specializing in corporate finance and direct investment and holds a Master of Science Degree in Management from Massachusetts Institute of Technology Sloan School of Management.

The Company has entered into an appointment letter with Ms. Kwok for a period of three years commencing on 1 July 2020 and her appointment as an independent non-executive Director is subject to retirement by rotation pursuant to the Bye-laws. Ms. Kwok receives a monthly director's fee of HK\$30,000 under the appointment letter. Such director's fee was determined with reference to the then prevailing market conditions and the performance of the Company.

Save as disclosed above, Ms. Kwok does not hold any other positions in the Company or its subsidiaries; nor any directorship in other public companies which the securities are listed on any securities market in Hong Kong or overseas in the past three years. Other than disclosed above, Ms. Kwok does not have any relationship with any Directors, senior management, substantial shareholders or the controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Kwok did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to Ms. Kwok which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters in relation to the proposed re-election of Ms. Kwok as an independent non-executive Director that need to be brought to the attention of the Shareholders.

NOTICE OF SGM



TYSAN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 687)

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “**SGM**”) of Tysan Holdings Limited (the “**Company**”) will be held at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Thursday, 3 December 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT** subject to the approval of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing and trading of the shares of the Company to be allotted and issued upon the exercise of any share options granted under the share option scheme (the “**Share Option Scheme**”, which has been submitted to the SGM and signed by the Chairman of the meeting for the purpose of identification) specified in the circular of the Company dated 12 November 2020, the Share Option Scheme be and is hereby approved and adopted as the share option scheme of the Company; and the directors of the Company be and are hereby authorised to take all necessary or appropriate steps to implement the Share Option Scheme, including but not without limitation:
 - (i) to administer the Share Option Scheme under which share options will be granted to the Participants (as defined in the Share Option Scheme) eligible under the Share Option Scheme to subscribe for shares of the Company (the “**Shares**”), including but not limited to determining and granting the share options in accordance with the terms of the Share Option Scheme;
 - (ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
 - (iii) to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the share options under the Share Option Scheme provided that the maximum number of Shares which may be allotted and issued pursuant to the Share Option Scheme is 10% of the total number of Shares in issue as at the date of passing of this resolution;

NOTICE OF SGM

- (iv) make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the share options under the Share Option Scheme;
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme; and
 - (vi) take all such steps as may be necessary, desirable and/or expedient to implement the Share Option Scheme.”
2. “**THAT** subject to and conditional upon the passing of Ordinary Resolution 1 set out in the notice convening the SGM, the existing share option scheme of the Company and its subsidiaries which was adopted by the Company in general meeting on 8 August 2012 be terminated with effect from the date on which the Share Option Scheme (as defined in Ordinary Resolution 1 set out in the notice convening this meeting) shall take effect unconditionally.”
 3. “**THAT** Mr. Chiu Chin Hung be re-elected as an executive director of the Company.”
 4. “**THAT** Mr. Lau Kin Fai be re-elected as an executive director of the Company.”
 5. “**THAT** Mr. David Robert McClure be re-elected as a non-executive director of the Company.”
 6. “**THAT** Ms. Chow Wai Lee be re-elected as an independent non-executive director of the Company.”
 7. “**THAT** Ms. Jennifer Kwok be re-elected as an independent non-executive director of the Company.”

By Order of the Board
Tysan Holdings Limited
Fung Chiu Chak, Victor
Vice Chairman

Hong Kong, 12 November 2020

Notes:

1. Any Shareholder entitled to attend and vote at the SGM 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.

NOTICE OF SGM

2. A form of proxy in respect of the SGM is enclosed. Whether or not you intend to attend the SGM in person, 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 the SGM and voting in person if you so wish. In the event that you attend the SGM after having lodged the form of proxy, it will be deemed to have been revoked.
3. To be valid, the form of proxy, together with any 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 (i.e. 10:30 a.m. on Tuesday, 1 December 2020) before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall 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 of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 27 November 2020 to Thursday, 3 December 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the SGM, duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 26 November 2020.
6. 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 SGM including, without limitation:
 - compulsory body temperature screening for all persons attending the SGM, at the entrance of the SGM venue. Any person with a body temperature above 37.5 degrees Celsius will be denied entry into the SGM venue;
 - all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the SGM and inside the SGM venue at all times. Please note that no masks will be provided at the SGM 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 SGM 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 SGM ("**recent travel history**"), or has close contact with any person under quarantine or with recent travel history, will be denied entry into the SGM venue or be required to promptly leave the SGM venue;
 - anyone attending the SGM is reminded to observe good personal hygiene at all times;
 - food or beverages will not be arranged for the SGM; and
 - appropriate distancing and spacing of seating in the SGM 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 SGM as may be necessary to avoid over-crowding.
7. In light of the continuing risks posed by the COVID-19 pandemic, the Company advises Shareholders to appoint the chairman of the SGM, 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 SGM 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 (i.e. 10:30 a.m. on Tuesday, 1 December 2020) before the time appointed for holding the SGM in accordance with the instructions printed thereon.

NOTICE OF SGM

8. 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 SGM 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 SGM arrangements.
9. 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 before 8:00 a.m. on the date of the SGM, the SGM will be adjourned. The Company will post an announcement on the HKEXnews website “<http://www.hkexnews.hk>” and the Company website “<http://www.tysan.com>” to notify Shareholders the latest arrangements of the SGM. The SGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the executive directors of the Company are Mr. Fung Chiu Chak, Victor, Mr. Chiu Chin Hung and Mr. Lau Kin Fai; the non-executive directors of the Company are Mr. Justin Wai, 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. Lung Chee Ming, George, Mr. Li Kit Chee, Ms. Chow Wai Lee and Ms. Jennifer Kwok.