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**TYSAN HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 687)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**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;
  - (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.
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.
  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.*

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