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TIDES HOLDINGS II LTD.
*(Incorporated in the British Virgin Islands
with limited liability)*

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

JOINT ANNOUNCEMENT

**VOLUNTARY CONDITIONAL CASH OFFER BY
BARCLAYS CAPITAL ASIA LIMITED
ON BEHALF OF
TIDES HOLDINGS II LTD.**

**TO ACQUIRE ALL THE ISSUED SHARES IN TYSAN HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY TIDES HOLDINGS II LTD.
AND PARTIES ACTING IN CONCERT WITH IT)**

- (1) ACCEPTANCE LEVEL AS OF 2 APRIL 2014**
- (2) FINAL EXTENSION OF THE OFFER PERIOD**
- (3) NO PRICE INCREASE STATEMENT**

AND

- (4) PUBLIC FLOAT**

Sole financial adviser to Tides Holdings II Ltd.



Barclays Capital Asia Limited

**Independent financial adviser to the independent board committee of
Tysan Holdings Limited**



Somerley Limited

Reference is made to the joint announcements dated 19 August 2013, 19 December 2013, 23 December 2013, 13 January 2014, 17 January 2014, 29 January 2014 and 17 February 2014 respectively issued by the Offeror and the Company and the composite offer and response document dated 23 December 2013 jointly issued by the Offeror and the Company in relation to the voluntary conditional cash offer to acquire all the issued Shares (other than those already owned by the Offeror and parties acting in concert with it).

Reference is also made to the joint announcement dated 3 January 2014 issued by the Offeror and the Company pursuant to which the Offeror and the Company announced that the Share Offer has become unconditional in all respects on 3 January 2014 and to the joint announcement dated 14 March 2014 issued by the Offeror and the Company pursuant to which the Offeror and the Company announced that the Share Offer shall be extended and will remain open for acceptance until 4:00 p.m. on 2 April 2014.

ACCEPTANCE LEVEL AS OF 2 APRIL 2014

As at 4:00 p.m. on 2 April 2014, valid acceptances of the Share Offer have been received in respect of 757,323,947 Shares (representing approximately 86.58% of the issued share capital and voting rights of the Company as at the date of this announcement), which include acceptances in respect of a total of 530,068,685 Shares subject to the Irrevocable Undertakings.

FINAL EXTENSION OF OFFER PERIOD, COMPULSORY ACQUISITION AND LISTING STATUS OF THE COMPANY

As mentioned in the Composite Document, the Offeror intends to exercise the powers of compulsory acquisition under Section 102(1) of the Companies Act to privatise the Company if it obtains the prescribed percentage of 90% of acceptance from holders of disinterested Shares as stipulated under Section 102(1) of the Companies Act and Rule 2.11 of the Takeovers Code.

According to Rule 15.6 of the Takeovers Code, since the Offeror intends to consider availing itself of the powers of compulsory acquisition under the Companies Act to compulsorily acquire those Shares not acquired by the Offeror under the Share Offer, the Share Offer may not remain open for acceptance for more than four months from the posting of the Composite Document, i.e. up to 22 April 2014, unless the Offeror has by that time become entitled to exercise such powers of compulsory acquisition available to it under the Companies Act.

Given the level of acceptance received as at 4:00 p.m. on 2 April 2014, the Offeror will be able to exercise the right of compulsory acquisition once it acquires additional Shares representing approximately 3.42% of the Shares subject to the Share Offer in order to meet the 90% level prescribed under Section 102(1) of the Companies Act and Rule 2.11 of the Takeovers Code. Accordingly, in order to allow the Shareholders a final opportunity to consider accepting the Share Offer and to avail itself of the powers of compulsory acquisition, the Offeror has decided to, with the consent of the Executive, extend the Share Offer for the last time until 22 April 2014, being the Final Closing Date.

If the level of acceptances reaches the level prescribed under the Companies Act and Rule 2.11 of the Takeovers Code permits a compulsory acquisition, the Offeror will proceed with the privatisation of the Company and dealings in the securities of the Company will be suspended from the close of the Share Offer up to the withdrawal of the Company's securities from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules.

PUBLIC FLOAT AND POSSIBLE PLACE DOWN OF SHARES BY THE OFFER OR IN CASE COMPULSORY ACQUISITION RIGHTS NOT EXERCISED

As valid acceptances of the Share Offer in respect of 757,323,947 Shares (representing approximately 86.58% of the issued share capital of the Company as at the date of this announcement as well as the Shares subject to the Share Offer) have been received, 117,341,956 Shares, representing approximately 13.42% of the issued share capital of the Company as at the date of this announcement, are held by the public. Accordingly, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is not satisfied.

In the event that the Offeror has not acquired the prescribed percentage as required under the Companies Act on or before 22 April 2014, being the Final Closing Date and therefore is not able to effect the compulsory acquisition of the remaining Shares, the Offeror intends to continue the listing of the Company and may take such steps as are necessary to restore the public float of the Company so as to comply with the applicable requirements of the Listing Rules. In this connection, the Offeror intends to place down the Shares it acquires from the Share Offer to independent third parties through a placing agent or sell the Shares it acquires from the Share Offer directly to selected independent third parties. As at the date of this announcement, 117,341,956 Shares, representing approximately 13.42% of the issued share capital of the Company are held by the public. In order to restore the minimum public float of 25% of the Company, the Offeror will have to place down

or dispose of at least 101,324,520 Shares, representing approximately 11.58% of the issued share capital of the Company as at the date of this announcement, and this number will increase as the number of Shares acquired by the Offeror under the Share Offer increases. Given the relatively large percentage of Shares to be placed down or disposed of, the Offeror will require additional time to identify potential places or purchasers of the Shares. **According to the Listing Rules, if, upon the close of the Share Offer, less than 25% of the issued Shares are held by the public, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares until the minimum public float of the Company is restored. Upon the resumption of trading in the Shares, the trading price of the Shares on the Stock Exchange may or may not be at or above the Offer Price of HK\$2.86 per Share.**

Further, given the relatively large percentage of Shares to be placed down or disposed of, the placing price or the selling price of the Shares (as the case may be) may not be at or above the Offer Price of HK\$2.86 per Share.

Shareholders are reminded that the Share Offer will remain open for acceptance until 4:00 p.m. on 22 April 2014, being the Final Closing Date and the Share Offer will not be further extended whether or not the Offeror has acquired the prescribed 90% level under the Companies Act and the Takeovers Code.

The Offeror would like to take this opportunity to encourage the Shareholders to accept the Share Offer in accordance with the recommendation of the Independent Board Committee. Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of the acceptance procedures if they wish to accept the Share Offer.

NO PRICE INCREASE STATEMENT

As the Offeror has announced in the joint announcements dated 29 January 2014, 17 February 2014 and 14 March 2014 respectively issued by the Offeror and the Company, the Offer Price will remain at HK\$2.86 per Share and will not be increased, and the Offeror does not reserve the right to do so.

Shareholders and investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price save in wholly exceptional circumstances, as provided in Rule 18.3 of the Takeovers Code.

SETTLEMENT

Remittances in respect of consideration (after deducting the seller's ad valorem stamp duty) payable for the Shares tendered under the Share Offer will be despatched by ordinary post to the Shareholders accepting the Share Offer at their own risk as soon as possible, but in any event within seven Business Days of the date of the Unconditional Announcement or the date of receipt by the Registrar of a complete and valid acceptance of the Share Offer from such Shareholder, whichever is later.

INTRODUCTION

Reference is made to the joint announcements dated 19 August 2013, 19 December 2013, 23 December 2013, 13 January 2014, 17 January 2014, 29 January 2014 and 17 February 2014 respectively issued by the Offeror and the Company and the composite offer and response document dated 23 December 2013 jointly issued by the Offeror and the Company (the "**Composite Document**") in relation to the voluntary conditional cash offer to acquire all the issued Shares (other than those already owned by the Offeror and parties acting in concert with it).

Reference is also made to the joint announcement dated 3 January 2014 issued by the Offeror and the Company pursuant to which the Offeror and the Company announced that the Share Offer has become unconditional in all respects on 3 January 2014 (the "**Unconditional Announcement**") and to the joint announcement dated 14 March 2014 issued by the Offeror and the Company pursuant to which the Offeror and the Company announced that the Share Offer shall be extended and will remain open for acceptance until 4:00 p.m. on 2 April 2014.

Capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document unless the context requires otherwise.

ACCEPTANCE LEVEL AS OF 2 APRIL 2014

As at 4:00 p.m. on 2 April 2014, valid acceptances of the Share Offer have been received in respect of 757,323,947 Shares (representing approximately 86.58% of the issued share capital and voting rights of the Company as at the date of this announcement), which include acceptances in respect of a total of 530,068,685 Shares subject to the Irrevocable Undertakings.

Immediately prior to the commencement of the Offer Period on 19 August 2013, none of the Offeror nor the parties acting in concert with it (other than those with exempt principal trader status) held, controlled or directed any Shares or rights over Shares.

Save for the acceptances of the Share Offer described above, which include acceptances by the Undertaking Shareholders in respect of Shares subject to the Irrevocable Undertakings, the Offeror and parties acting in concert with it (other than those with exempt principal trader status) have not acquired or agreed to acquire any Shares or rights over Shares during the Offer Period. None of the Offeror nor the parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

FINAL EXTENSION OF OFFER PERIOD, COMPULSORY ACQUISITION AND LISTING STATUS OF THE COMPANY

As mentioned in the Composite Document, the Offeror intends to exercise the powers of compulsory acquisition under Section 102(1) of the Companies Act to privatise the Company if it obtains the prescribed percentage of 90% of acceptance from holders of disinterested Shares as stipulated under Section 102(1) of the Companies Act and Rule 2.11 of the Takeovers Code.

According to Rule 15.6 of the Takeovers Code, since the Offeror intends to consider availing itself of the powers of compulsory acquisition under the Companies Act to compulsorily acquire those Shares not acquired by the Offeror under the Share Offer, the Share Offer may not remain open for acceptance for more than four months from the posting of the Composite Document, i.e. up to 22 April 2014, unless the Offeror has by that time become entitled to exercise such powers of compulsory acquisition available to it under the Companies Act.

Given the level of acceptance received as at 4:00 p.m. on 2 April 2014, the Offeror will be able to exercise the right of compulsory acquisition once it acquires additional Shares representing approximately 3.42% of the Shares subject to the Share Offer in order to meet the 90% level prescribed under Section 102(1) of the Companies Act and Rule 2.11 of the Takeovers Code. Accordingly, in order to allow the Shareholders a final opportunity to consider accepting the Share Offer and to avail itself of the powers of compulsory acquisition, the Offeror has decided to, with the consent of the Executive, extend the Share Offer for the last time until 22 April 2014, being the Final Closing Date.

If the level of acceptances reaches the level prescribed under the Companies Act and Rule 2.11 of the Takeovers Code permits a compulsory acquisition, the Offeror will proceed with the privatisation of the Company and dealings in the securities of the Company will be suspended from the close of the Share Offer up to the withdrawal of the Company's securities from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. Further announcement on the results of the Share Offer will be made on 22 April 2014.

For further details about the possible compulsory acquisition by the Offeror and the listing status of the Company, please refer to the paragraph headed “Compulsory Acquisition and Listing Status of the Company” in the section headed “Letter from Barclays” in the Composite Document.

PUBLIC FLOAT AND POSSIBLE PLACE DOWN OF SHARES BY THE OFFEROR IN CASE COMPULSORY ACQUISITION RIGHTS NOT EXERCISED

As valid acceptances of the Share Offer in respect of 757,323,947 Shares (representing approximately 86.58% of the issued share capital of the Company as at the date of this announcement as well as the Shares subject to the Share Offer) have been received, 117,341,956 Shares, representing approximately 13.42% of the issued share capital of the Company as at the date of this announcement, are held by the public. Accordingly, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is not satisfied.

In the event that the Offeror has not acquired the prescribed percentage as required under the Companies Act on or before 22 April 2014, being the Final Closing Date and therefore is not able to effect the compulsory acquisition of the remaining Shares, the Offeror intends to continue the listing of the Company and may take such steps as are necessary to restore the public float of the Company so as to comply with the applicable requirements of the Listing Rules. In this connection, the Offeror intends to place down the Shares it acquires from the Share Offer to independent third parties through a placing agent or sell the Shares it acquires from the Share Offer directly to selected independent third parties. As at the date of this announcement, 117,341,956 Shares, representing approximately 13.42% of the issued share capital of the Company are held by the public. In order to restore the minimum public float of 25% of the Company, the Offeror will have to place down or dispose of at least 101,324,520 Shares, representing approximately 11.58% of the issued share capital of the Company as at the date of this announcement, and this number will increase as the number of Shares acquired by the Offeror under the Share Offer increases. Given the relatively large percentage of Shares to be placed down or disposed of, the Offeror will require additional time to identify potential placees or purchasers of the Shares. **According to the Listing Rules, if, upon the close of the Share Offer, less than 25% of the issued Shares are held by the public, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares until the minimum public float of the Company is restored. Upon the resumption of trading in the Shares, the trading price of the Shares on the Stock Exchange may or may not be at or above the Offer Price of HK\$2.86 per Share.**

Further, given the relatively large percentage of Shares to be placed down or disposed of, the placing price or the selling price of the Shares (as the case may be) may not be at or above the Offer Price of HK\$2.86 per Share.

Shareholders are reminded that the Share Offer will remain open for acceptance until 4:00 p.m. on 22 April 2014, being the Final Closing Date and the Share Offer will not be further extended whether or not the Offeror has acquired the prescribed 90% level under the Companies Act and the Takeovers Code.

The Offeror would like to take this opportunity to encourage the Shareholders to accept the Share Offer in accordance with the recommendation of the Independent Board Committee. Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of the acceptance procedures if they wish to accept the Share Offer.

NO PRICE INCREASE STATEMENT

As the Offeror has announced in the joint announcements dated 29 January 2014 and 17 February 2014 respectively issued by the Offeror and the Company, the Offer Price will remain at HK\$2.86 per Share and will not be increased, and the Offeror does not reserve the right to do so.

Shareholders and investors should be aware that, following the making of such statement, the Offeror will not be allowed to increase the Offer Price save in wholly exceptional circumstances, as provided in Rule 18.3 of the Takeovers Code.

SETTLEMENT OF THE SHARE OFFER

Remittances in respect of consideration (after deducting the seller's ad valorem stamp duty) payable for the Shares tendered under the Share Offer will be despatched by ordinary post to the Shareholders accepting the Share Offer at their own risk as soon as possible, but in any event within seven Business Days of the date of the Unconditional Announcement or the date of receipt by the Registrar of a complete and valid acceptance of the Share Offer from such Shareholder, whichever is later.

By order of the board of
TIDES HOLDINGS II LTD.
Anthony Beovich
Director

By order of the board of
TYSAN HOLDINGS LIMITED
Fung Chiu Chak Victor
Vice Chairman and Managing Director

Hong Kong, 2 April 2014

As at the date of this announcement, the executive Directors of the Company are Mr. Fung Chiu Chak, Victor, Miss Jennifer Kwok, Mr. Chiu Chin Hung and Mr. Lau Kin Fai; the non-executive Directors of the Company are Mr. Wang Tianbing, Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard; and the independent non-executive Directors of the Company are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee.

As at the date of this announcement, the directors of the Offeror are Mr. Anthony Beovich and Ms. Pinda Eng.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group and the Shareholders), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group and the Shareholders) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

Company website: www.tysan.com