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## **STYLAND HOLDINGS LIMITED**

**大凌集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 211)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY** that a special general meeting (“**SGM**”) of Styland Holdings Limited (the “**Company**”) will be held at 28th Floor, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Friday, 15 April 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** (i) the 2011 Interim Dividend (as defined in the circular of the Company dated 28 March 2011) of HK0.05 cent per Share for the six months ended 30 September 2010, be and is hereby approved, and (ii) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Scrip Shares (as defined in paragraph (a) of this resolution) and the resumption in trading in the shares of the Company (the “**Shares**”), the following be and is hereby approved:
  - (a) the 2011 Interim Dividend with a scrip alternative to offer the right to the shareholders of the Company (the “**Shareholders**”) to elect to receive such interim dividend wholly or partly in the form of an allotment and issue of Shares at the price of HK0.05 cent per Share credited as fully paid up in lieu of such cash dividend (“**Scrip Dividend Scheme**”) if so elected by the Shareholders who are entitled to participate in the Scrip Dividend Scheme;
  - (b) scrip shares of the Company pursuant to the Scrip Dividend Scheme (“**Scrip Shares**”) be allotted, issued and distributed, credited as fully paid, to the members of the Company whose names appear on the register of members of the Company on 31 December 2010 (the “**Record Date**”), other than those members (the “**Prohibited Shareholders**”) whose addresses as shown on the principal or branch register of members of the Company in Hong Kong (the “**Register of Members**”) as at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors consider the exclusion from the Scrip Dividend Scheme to be necessary or expedient in accordance with the Rules (the

\* For identification purposes only

“**Listing Rules**”) Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the memorandum of association and the bye-laws of the Company (the “**Bye-laws**”);

- (c) the Scrip Shares to be issued pursuant to this resolution shall, subject to the memorandum of association of the Company and Bye-laws, rank *pari passu* in all respects with the existing issued Shares of HK\$0.01 each in the capital of the Company, except that they will not be eligible for the Scrip Dividend Scheme mentioned in this resolution and the interim dividend for the year ended 30 September 2010, if any; and
- (d) the directors of the Company (the “**Directors**”) be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of the Scrip Shares.”

2. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution) and the resumption in trading in the Shares the following be and is hereby approved:

- (a) upon the recommendation of the Directors, an amount of HK\$935,594 standing to the credit of the share premium account of the Company be capitalized and the Directors be and are hereby authorized to apply such amount in paying up in full at par 93,559,433 new Shares of HK\$0.01 each in the capital of the Company (“**Bonus Shares**”), and the Directors be authorized to allot, issue and distribute the Bonus Shares which are credited as fully paid, to the members of the Company whose names appear on the Register of Members as at the close of business on the Record Date, other than the Prohibited Shareholders in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Listing Rules and the memorandum of association and Bye-laws of the Company, on the basis of 1 Bonus Share for every 20 existing Shares of HK\$0.01 each in the capital of the Company then held by them respectively (“**Bonus Issue**”), and the Directors be authorized to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;
- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association and Bye-laws of the Company and, rank *pari passu* in all respects with the existing issued Shares of HK\$0.01 each in the capital of the Company, except that they will not be eligible for the Bonus Issue of Shares mentioned in this resolution and the interim dividend for the six months 30 September 2010, if any;
- (c) the Directors be and hereby authorized to arrange for any fractional entitlements arising from the Bonus Issue (if any) to be aggregated and issued to a nominee to be named by the Directors and sold for the benefit of the Company; and
- (d) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

3. “**THAT**

- (a) Mr. Ng Yiu Chuen be re-elected as executive Director;
- (b) Ms. Ho Mei Sheung be re-elected as executive Director; and
- (c) the board of Directors be and is hereby authorised to fix the Directors’ remuneration.”

Yours faithfully  
For an on behalf of the Board  
**Styland Holdings Limited**  
**Wang Chin Mong**  
*Company Secretary*

Hong Kong, 28 March 2011

*Registered office:*

28th Floor, Aitken Vanson Centre  
61 Hoi Yuen Road  
Kwun Tong, Kowloon  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to, vote in his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed herewith. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders are present at the SGM in person or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The voting on the resolution at the SGM will be conducted by way of a poll.

*As at the date of this announcement, the executive Directors of the Company are Mr. Cheung Hoo Win, Mr. Ng Yiu Chuen, Ms. Ho Mei Sheung, Ms. Zhang Yuyan and Ms. Chen Lili and the independent non-executive Directors are Mr. Zhao Qingji, Mr. Yeung Shun Kee Edward, Mr. Li Hancheng and Mr. Lo Tsz Fung Philip.*