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## **STYLAND HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 211)

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

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “Special General Meeting”) of the abovenamed company (the “Company”) will be held at Macau Jockey Club, Golden Restaurant, 1/F East Wing, Shun Tak Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 29 April 2009 at 10:30 a.m. for the following purpose:

1. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

- (a) “**THAT** the transaction detailed in paragraph number 2(a) in the section headed “Letter from the Board” (the “Letter from the Board”) of the circular of the Company dated 11 September 2003 (the “Circular”), a copy of which has been tabled at the meeting and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, ratified and confirmed.”
- (b) “**THAT** the transaction detailed in paragraph number 2(b) of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
- (c) “**THAT** the transaction detailed in paragraph number 2(c) of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
- (d) “**THAT** each of the transactions detailed in paragraph number 2(d) of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”

- (e) “**THAT** each of the transactions detailed in paragraph number 3 of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
  - (f) “**THAT** each of the transactions detailed in paragraph number 4 of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
  - (g) “**THAT** each of the transactions detailed in paragraph number 5 of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
  - (h) “**THAT** each of the transactions detailed in paragraph number 6 of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
  - (i) “**THAT** the transaction detailed in paragraph number 7 of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
  - (j) “**THAT** the transaction detailed in paragraph number 8 of the Letter from the Board of the Circular be and is hereby approved, ratified and confirmed.”
2. To discuss the possibility of reaching an amicable settlement instead of bringing legal proceedings regarding the petition dated 4 September 2008 issued by the Securities and Futures Commission against, among others, the Company; and
  3. To discuss the objective of the legal proceedings instituted by the Securities and Futures Commission and its impact on the prospect of the resumption of trading of the shares of the Company.

By Order of the Board  
**STYLAND HOLDINGS LIMITED**  
**Wang Chin Mong**  
*Company Secretary*

Hong Kong, 9 April 2009

*Principal Place of Business and Office in Hong Kong:*  
28th Floor  
Aitken Vanson Centre  
61 Hoi Yuen Road  
Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy needs not be a member of the Company.
2. A form of proxy for the meeting is enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or poll should you so wish.
3. In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the Special General Meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the Special General Meeting, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting or poll.
5. **Shareholders should note that the transactions proposed to the ratified (the "Transactions") have been completed and the position of the Company and its subsidiaries in respect of such Transactions cannot be restored even if the resolutions proposed for ratification of the Transactions are voted down by the shareholders of the Company.**
6. **Shareholders should note that the Company has warned its shareholders they may have a right to make a claim against the Directors in respect of the Transactions if they do not approve of the Transactions as a shareholder, but shareholders may be estopped from making such a claim against the Directors in respect of the Transactions if they approve of the Transactions as a shareholder.**
7. In compliance with the Listing Rules, the votes to be taken at the Special General Meeting will be taken by poll.
8. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board of Directors of the Company consists of four Executive Directors, Ms. Yeung Han Yi Yvonne, Ms. Chan Chi Mei Miranda, Mr. Cheung Hoo Win and Ms. Zhang Yuyan and four Independent Non-executive Directors, Mr. Yeung Shun Kee Edward, Mr. Li Hancheng, Mr. Zhao Qingji and Mr. Lo Tsz Fung Philip.*