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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 GIVEN THAT a special general meeting (the “**SGM**”) of Styland Holdings Limited (the “**Company**”) will be held at 28/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on 29 October 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional supplemental settlement deed dated 19 August 2013 (the “**Supplemental Settlement Deed**”) entered into among the Company and Mr. Cheung Chi Shing (“**Mr. Cheung**”), pursuant to which, among others, the amendments of terms of the settlement agreement dated 26 June 2012 entered into among the Company, Mr. Cheung and Ms. Yeung Han Yi Yvonne (“**Ms. Yeung**”) in respect of the final installment to be settled by Mr. Cheung and the details of which are contained in a circular of the Company dated 11 October 2013, a copy of the Supplemental Settlement Deed is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;

* *For identification purpose only*

- (b) the conditional sale and purchase agreement dated 19 August 2013 (the “**TGL Sale and Purchase Agreement**”) entered into among the Company as transferee, Mr. Cheung and Ms. Yeung as transferors (the “**Transferors**”) in relation to, among others, the acquisition of the entire issued share capital of Treasure Glasshouse Limited (“**TGL**”) and the shareholders’ loan owed by TGL to the Transferors and their respective associates by the Company, a copy of the TGL Sale and Purchase Agreement is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified; and
- (c) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Supplemental Settlement Deed and the TGL Sale and Purchase Agreement as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Supplemental Settlement Deed and/or the TGL Sale and Purchase Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the directors of the Company, in the interest of the Company and its shareholders as a whole.”

2. “**THAT:**

- (a) the conditional supplemental agreement dated 11 September 2013 (the “**Supplemental TGL SPA**”) entered into among the Company and the Transferors in relation to, among others, the amendments to certain terms of the TGL Sale and Purchase Agreement such that (i) Hoowin Limited as landlord, K.C. (Asset) Limited as tenant (the “**Tenant**”) and Mr. Cheung as guarantor will upon Completion of the TGL Transfer (as defined in the circular of the Company dated 11 October 2013) enter into a tenancy agreement (the “**Tenancy Agreement**”) pursuant to which the Tenant agreed to rent the Residential Property (as defined in the circular of the Company dated 11 October 2013) at the monthly rental of HK\$85,000 subject to the terms and conditions of the Tenancy Agreement, a copy of the Supplemental TGL SPA and the form of the Tenancy Agreement tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder, including but not limited to the entering into of the Tenancy Agreement, be and are hereby confirmed, approved and ratified; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements (including but not limited to the Tenancy Agreement and whether under common seal or not) and to do all acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Supplemental TGL SPA and the Tenancy Agreement as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Supplemental TGL SPA and/or the Tenancy Agreement and the implementation of all transactions contemplated

thereunder and to agree with such variation, amendment or waiver as, in the opinion of the directors of the Company, in the interests of the Company and its shareholders as a whole.”

By the Order of the Board of
Styland Holdings Limited
Wang Chin Mong
Company Secretary

Hong Kong, 11 October 2013

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this announcement, the Board comprises five executive Directors, Mr. Cheung Hoo Win, Mr. Ng Yiu Chuen, Ms. Mak Kit Ping, Ms. Zhang Yuyan and Ms. Chen Lili and four independent non-executive Directors, Mr. Zhao Qingji, Mr. Yeung Shun Kee, Mr. Li Hancheng and Mr. Lo Tsz Fung Philip.