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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 Thursday, 25 August 2011 at 10:30 a.m. for the purpose of considering and if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (i) the granting of gratuity in the amount of HK\$3,000,000 (the “**Gratuity**”) to Ms. Yeung Han Yi Yvonne (“**Ms. Yeung**”), a former executive director of the Company, wholly or partly by way of new shares of HK\$0.01 each (the “**Gratuity Share(s)**”) to be issued and allotted by the Company in lieu of cash at the subscription price of HK\$0.052 per Gratuity Share, and pursuant to the terms of the offer letter dated 31 January 2011 (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) (“**Yeung’s Gratuity**”) be and is hereby approved;
- (ii) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Gratuity Shares, the issue and allotment of such number of Gratuity Shares which may fall to be issued under Yeung’s Gratuity be and is hereby approved; and
- (iii) the directors of the Company (the “**Directors**”) be and are hereby authorised to do such acts and/or things and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated under or relating to Yeung’s Gratuity as set out above as the Directors may in their absolute discretion consider necessary, desirable or expedient to give effect to Yeung’s Gratuity and the implementation of all transactions contemplated thereby.”

* *For identification purpose only*

2. “**THAT**

- (i) the granting of gratuity in the amount of HK\$3,000,000 (the “**Gratuity**”) to Ms. Chan Chi Mei Miranda (“**Ms. Chan**”), a former executive director of the Company, wholly or partly by way of new shares of HK\$0.01 each (the “**Gratuity Share(s)**”) to be issued and allotted by the Company in lieu of cash at the subscription price of HK\$0.052 per Gratuity Share, and pursuant to the terms of the offer letter dated 31 January 2011 (a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) (“**Chan’s Gratuity**”) be and is hereby approved;
- (ii) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Gratuity Shares, the issue and allotment of such number of Gratuity Shares which may fall to be issued under Chan’s Gratuity be and is hereby approved; and
- (iii) the Directors be and are hereby authorised to do such acts and/or things and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated under or relating to Chan’s Gratuity as set out above as the Directors may in their absolute discretion consider necessary, desirable or expedient to give effect to the granting of Chan’s Gratuity and the implementation of all transactions contemplated thereby.”

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

Hong Kong, 10 August 2011

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:
28th Floor
Aitken Vanson Centre
61 Hoi Yuen Road
Kwun Tong
Kowloon
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (3) 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 certified copy of such power or authority, 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, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the 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 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 shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
- (5) A circular dated 10 August 2011 giving details of the granting of gratuity to Ms. Yeung and Ms. Chan has been sent to the Company's shareholders.

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 of the Company are Mr Zhao Qingji, Mr Yeung Shun Kee, Mr Li Hancheng and Mr Lo Tsz Fung Philip.