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## **STYLAND HOLDINGS LIMITED**

**大凌集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 211)**

**(Warrant Code: 1535)**

### **PROFIT WARNING**

This announcement is made by Styland Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”), the warrant holders of the Company (the “**Warrantholders**”) and potential investors that, based on the information currently available to the Board and preliminary results of the unaudited consolidated management accounts of the Group for the year ended 31 March 2016, the profit attributable to the owners of the Company for the year ended 31 March 2016 is expected to decline by 99% as compared with that for the year ended 31 March 2015 (the “**Profit Warning**”). The reason for the decline was mainly attributable to the unrealized loss resulting from decrease in fair value of financial assets through profit and loss. As the unrealized loss is noncash in nature, the Board believes that there is no material impact on the cash flow position of the Group.

As the Company is still in the process of preparing and finalising the audited annual results of the Group for the year ended 31 March 2016 (the “**Annual Results**”), the information contained in this announcement is only based on the preliminary assessment by the Company’s management according to the unaudited consolidated management accounts of the Group. The Shareholders, the Warrantholders and potential investors should read the Group’s Annual Results announcement carefully, which is expected to be published by end of June 2016.

\* *For identification purpose only*

The Board also refers to the announcement of the Company dated 1 April 2016 (the “**Announcement**”) in relation to the possible general offer. Following the publication of the Announcement, the Company is required to comply with the relevant requirements under The Code on Takeovers and Mergers (the “**Takeovers Code**”). Pursuant to Rule 10 of the Takeovers Code, the Profit Warning constitutes a profit forecast under the Takeovers Code and would need to be reported on by the Company’s financial adviser and auditors, and the Profit Warning must be repeated in full together with the reports to be included in the next document sent to the Shareholders as stipulated under Rule 10.4 of the Takeovers Code.

However, as contemplated in Practice Note 2 issued by the Takeovers Executive, the Profit Warning is permitted to be published without full compliance with Rule 10.4 of the Takeovers Code because the only reason for publication of the Profit Warning is that it is required by the laws and regulations as mentioned above (and is not otherwise proposed to be published by the Company) and the Company has encountered genuine practical difficulties in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code having regard to the legal and regulatory obligations to publish the Profit Warning as soon as practicable.

As it is contemplated that the Annual Results announcement of the Company is expected to be published prior to the despatch of the next document to be sent to the Shareholders, the requirement of “reporting on” under Rule 10 of the Takeovers Code for the Profit Warning is expected to be superseded by the publication of the Annual Results and the relevant results together with the notes to the financial statements will be included in the next document to be sent to the Shareholders in compliance with the Takeovers Code.

**WARNING: The Shareholders, the Warranholders and potential investors should note that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code. The Shareholders, the Warranholders and potential investors should exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the possible transactions as disclosed in the Announcement and when dealing in the securities of the Company.**

**There is no assurance that the Possible Transfer (as defined in the Announcement) and/or the Possible Subscription (as defined in the Announcement) or any transactions referred to in the Announcement will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. The Shareholders, the Warranholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

By order of the Board  
**Styland Holdings Limited**  
**Ng Yiu Chuen**  
*Director*

Hong Kong, 10 June 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Cheung Hoo Win, Mr. Ng Yiu Chuen, Ms. Mak Kit Ping, 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.*

*All directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement 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 contained in this announcement misleading.*