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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 (“**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 30 March 2010 at 11:00 a.m. (or such time immediately following the conclusion (or adjournment) of another special general meeting of the Company to be held on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the 2009 Interim Dividend (as defined in the circular of the Company dated 15 March 2010) be and is hereby approved and 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 scrip dividend of HK\$16 for every 10,000 Shares or HK\$0.0016 per Share for the six months ended 30 September 2009 be satisfied wholly or partly in the form of an allotment and issue of Shares at the price of HK\$0.016 per Share credited as fully paid up, or alternatively cash dividend to be paid in lieu of such allotment and issue (“**Scrip Dividend Scheme**”) if so elected by the shareholders of the Company 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 2009 (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 “**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 2009, 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\$1,871,189 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 187,118,867 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 10 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 2009, 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.”

Yours faithfully,
For and on behalf of the Board
Styland Holdings Limited
Zhao Qingji
Chairman

Hong Kong, 15 March 2010

*Head office and principal place of
business in Hong Kong:*

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 proxies to attend and, on a poll, vote in his stead in accordance with the Company's articles of association. A proxy need not be a member of the Company.
2. A form of proxy for use at the SGM is enclosed herewith. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later 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 and in such event, the proxy shall be deemed to be revoked.

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 resolutions 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, Ms. Yeung Han Yi Yvonne, Ms. Chan Chi Mei Miranda, 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 Lo Tsz Fung Philip.