

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Styland Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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STYLAND HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 211)

- (1) FINAL CASH DIVIDEND WITH SCRIP ALTERNATIVE
FOR THE YEAR ENDED 31 MARCH 2010;**
- (2) PROPOSAL FOR BONUS ISSUE OF SHARES;**
- (3) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
- (4) PROPOSED RE-ELECTION OF DIRECTORS;
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 28/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 September 2010 at 10:30 a.m. is set out on pages 25 to 30 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk>.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

30 August 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2010 Final Dividend”	the final dividend of HK\$0.0012 per Share in cash and/or in Scrip Shares under the Scrip Dividend Scheme for the year ended 31 March 2010 payable to the Shareholders whose names are recorded on the register of members of the Company as at the Record Date
“AGM”	the annual general meeting of the Company to be convened and held on Wednesday, 29 September 2010 at 10:30 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors, the 2010 Final Dividend, the Scrip Dividend Scheme and the Bonus Issue
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	the proposed issue of Bonus Shares on the basis of 1 Bonus Share for every 10 existing Shares
“Bonus Share(s)”	the new Share(s) to be allotted, issued and credited as fully paid-up Shares under the Bonus Issue
“Bye-law(s)”	the bye-laws of the Company
“Company”	Styland Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Election Form”	the election form to be sent to the Shareholders as soon as practicable after the AGM for the Shareholders to elect to receive cash and/or Scrip Shares under the Scrip Dividend Scheme

DEFINITIONS

“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 August 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Overseas Shareholders”	holders of the Shares whose addresses as shown in the register of members on the Record Date are in jurisdictions outside Hong Kong
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Prohibited Shareholders”	those Overseas Shareholders, the Board, subject to the confirmation by overseas counsels to the enquiries to be made pursuant to Rule 13.36(2) of the Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue and the scrip alternative to elect to receive the 2010 Final Dividend wholly or partly by allotment of new shares credited as fully paid in lieu of cash under the Scrip Dividend Scheme to them
“Qualifying Shareholders”	holders of Shares whose names are shown on the register of members on the Record Date (and not being Prohibited Shareholders), who are entitled to participate in the Bonus Issue and the Scrip Dividend Scheme

DEFINITIONS

“Record Date”	22 September 2010, being the record date for determination of entitlements to the Bonus Issue and the Scrip Dividend Scheme
“Registrar”	Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“Scrip Dividend Scheme”	a scheme of the Company under which the 2010 Final Dividend was declared to the Shareholders whose names appear on the register of members of the Company on the Record Date, with a scrip alternative to offer the right to the Shareholders to elect to receive such final dividend wholly or partly by allotment and issue of Scrip Shares credited as fully paid in lieu of cash
“Scrip Shares”	the new Shares to be allotted, issued and credited as fully paid-up Shares under the Scrip Dividend Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE FOR BONUS ISSUE

2010

Last day of dealings in the Shares on a cum-entitlement basis	Wednesday, 15 September
First day of dealings in the Shares on an ex-entitlement basis	Thursday, 16 September
Latest time for lodging transfers of the Shares for registration in order to qualify for the Bonus Issue	4:30 p.m. on Friday, 17 September
Closure of register of members of the Company for determination of entitlement under the Bonus Issue	Monday 20 September to Wednesday 22 September
Record date for determination of entitlements under the Bonus Issue	Wednesday, 22 September
Register of members re-opens	Friday, 24 September

LETTER FROM THE BOARD



STYLAND HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 211)

Executive Directors:

Mr. Cheung Hoo Win (*Chief Executive Officer*)
Ms. Yeung Han Yi Yvonne
Ms. Chan Chi Mei Miranda
Ms. Zhang Yuyan
Ms. Chen Lili

Registered office:

Cannon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Independent non-executive Directors:

Mr. Zhao Qingji (*Chairman*)
Mr. Yeung Shun Kee Edward
Mr. Li Hancheng
Mr. Lo Tsz Fung Philip

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

28th Floor, Aitken Vanson Centre
61 Hoi Yuen Road
Kwun Tong, Kowloon
Hong Kong

30 August 2010

To the Shareholders

Dear Sir or Madam,

- (1) FINAL CASH DIVIDEND WITH SCRIP ALTERNATIVE
FOR THE YEAR ENDED 31 MARCH 2010;
(2) PROPOSAL FOR BONUS ISSUE OF SHARES;
(3) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(4) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the 2010 Final Dividend; (ii) the Scrip Dividend Scheme; (iii) the Bonus Issue; (iv) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (v) the re-election of Directors.

Reference is made to the results announcement for the year ended 31 March 2010 of the Company dated 19 July 2010, in which the Board announced that it had resolved to propose a final cash dividend with a scrip alternative to offer the right to the Shareholders to elect to receive such final dividend wholly or partly by allotment and issue of Scrip

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Shares credited as fully paid in lieu of cash dividend and a Bonus Issue of Shares to the Shareholders as a result of the satisfactory annual results of the Group. The 2010 Final Dividend and the Bonus Issue are proposed to be made to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the terms of the Scrip Dividend Scheme and the Bonus Issue, the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors and the notice of the AGM.

SCRIP DIVIDEND SCHEME

Particulars of the Scrip Dividend Scheme

Under the Scrip Dividend Scheme, each Shareholder is entitled to receive the 2010 Final Dividend in cash with a scrip alternative to offer the right to the Shareholders to elect to receive such final dividend wholly or partly by allotment of the Scrip Shares credited as fully paid in lieu of cash.

Shareholders may elect to receive the 2010 Final Dividend in one of the following ways:

- (a) a cash dividend of HK\$0.0012 per Share; or
- (b) an allotment of such number of Scrip Shares credited as fully paid and having an aggregate market value (calculated as described below), save for adjustment for fractions, equal to the total amount of 2010 Final Dividend which such Shareholder would otherwise be entitled to receive in cash; or
- (c) partly in cash and partly in Scrip Shares.

An Election Form will be sent to the Shareholders as soon as practicable after the passing of the ordinary resolution by the Shareholders at the AGM. The last day on which Shareholders will be entitled to select their desired form of dividends will be clearly specified in the Election Form which in any event shall be no less than 10 business days between the despatch of the Election Form and the deadline for returning the completed Election Form. For details concerning the procedures to be taken by the Shareholders in respect of the election of the 2010 Final Dividend, please refer to the section headed "Election Form" of this circular.

The Scrip Shares to be issued pursuant to the Scrip Dividend Scheme are subject to the grant of the listing approval by the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares. The Scrip Shares will, when issued, rank *pari passu* in all respects with the existing issued Shares. In particular, they will rank in full for all future dividends and distributions which may be declared, made or paid after the date of issue, but will not be entitled to the 2010 Final Dividend or any other distribution in respect of the year ended 31 March 2010.

LETTER FROM THE BOARD

It is expected that the payment date of the 2010 Final Dividend for those Shareholders who elect to receive cash will be 7 business days after the deadline for returning the completed Election Form.

Basis of allotment of Scrip Shares

For the purpose of calculating the number of Scrip Shares to be allotted to Shareholders pursuant to the Scrip Dividend Scheme, the price per Scrip Share has been fixed by the Directors at HK\$0.013 per Share being the closing price as quoted on the Stock Exchange on 19 July 2010, the recommendation date for the 2010 Final Dividend (the "Recommendation Date"), which represents a 48% discount to the closing price of HK\$0.025 per Share immediately prior to the suspension of trading in Shares on 21 April 2004 (the "Share Suspension"). Accordingly, the number of Scrip Shares which Shareholders will receive in respect of their shareholdings on the Record Date on a pro-rata basis under the Scrip Dividend Scheme will be calculated as follows:

$$\begin{array}{l} \text{Number of Scrip Shares} \\ \text{(ignoring fractions of} \\ \text{shares, if any)} \end{array} = \frac{\text{HK\$0.0012}}{\text{HK\$0.013}} \times \begin{array}{l} \text{Number of Shares held} \\ \text{on the Record Date for} \\ \text{the 2010 Final Dividend} \end{array}$$

In order to be entitled to the Scrip Shares, Shareholders had to lodge transfer forms to the Company's branch share registrar in Hong Kong no later than 4:30 p.m. on 17 September 2010.

No Shareholder is entitled to be issued any fraction of a Share under the Scrip Dividend Scheme. Fractional entitlements to Scrip Shares will be disregarded and the benefit thereof will therefore accrue to the Company. For easy reference purpose, set out below is an illustration of the approximate number of Scrip Shares a Shareholder will receive and their value at the Recommendation Date if he/she elect to receive such final dividend wholly by allotment of the Scrip Shares:

Number of Shares held by a Shareholder	Market value based on the closing price of HK\$0.025 per Share immediately prior to the Share Suspension on 21 April 2004	The approximate number of Scrip Shares a Shareholder will receive under the Scrip Dividend Scheme	Value of the Scrip Shares based on the closing price of HK\$0.013 on the Recommendation Date
10,000	HK\$250.00	923	HK\$12.00
100,000	HK\$2,500.00	9,230	HK\$120.00
1,000,000	HK\$25,000.00	92,307	HK\$1,200.00
2,000,000	HK\$50,000.00	184,615	HK\$2,400.00
5,000,000	HK\$125,000.00	461,538	HK\$6,000.00
10,000,000	HK\$250,000.00	923,076	HK\$12,000.00
25,000,000	HK\$625,000.00	2,307,692	HK\$30,000.00
30,000,000	HK\$750,000.00	2,769,230	HK\$36,000.00
50,000,000	HK\$1,250,000.00	4,615,384	HK\$60,000.00
100,000,000	HK\$2,500,000.00	9,230,769	HK\$120,000.00

LETTER FROM THE BOARD

Application will be made to the Stock Exchange for listing of and permission to deal in the Scrip Shares.

Based on the above arrangement, the Company believes that the Scrip Dividend Scheme is in the interest of the Shareholders, and recommends the Shareholders to vote in favour of the resolution in the AGM.

Effect of the Scrip Dividend Scheme

Based on 1,871,188,679 Shares in issue as at the Latest Practicable Date, subject to approval by the Shareholders in the AGM and assuming all the Qualifying Shareholders elect to receive the 2010 Final Dividend wholly in the form of an allotment of Scrip Shares credited as fully paid in lieu of cash, the maximum number of Scrip Shares to be issued under the Scrip Dividend Scheme would be 172,725,108 representing 9.23% of the existing and 8.45% of the enlarged issued share capital of the Company.

Shareholders should note that the Scrip Shares may give rise to notification requirements under Part XV of the Securities Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Shareholders who are in any doubt as to how these provisions may affect them are recommended to seek their own professional advice. Shareholders who are in any doubt as to their taxation position are also recommended to seek their own professional advice.**

Election Form

An Election Form will be sent to the Shareholders as soon as practicable after the passing of the ordinary resolution by the Shareholders at the AGM to approve the 2010 Final Dividend and the Scrip Dividend Scheme.

If you elect to receive your 2010 Final Dividend wholly in Scrip Shares, or partly in cash and partly in Scrip Shares, you should use the Election Form. If you sign the Election Form but do not specify the number of Shares in respect of which you wish to receive Scrip Shares, or if you elect to receive Scrip Shares in respect of a greater number of Shares than your registered holding as at the Record Date, you will be deemed to have exercised your election to receive Scrip Shares in respect of all the Shares of which you were then registered as the holder.

The Election Form enables Shareholders to elect to receive their 2010 Final Dividend wholly or partly in Scrip Shares. The Election Form also enables Shareholders to permanently elect to receive all future cash dividends in the form of new Shares in the event that the Shareholders are given the choice of receiving new Shares or cash in respect of future dividends. The permanent election will be valid provided that all the prevailing conditions required by any scrip dividend scheme offered by the Company are fulfilled. The permanent election to receive all future dividends, if offered, in the form of new Shares, can be revoked by the Shareholder sending notice in writing to the Company's branch registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

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The Election Form should be completed in accordance with the instruction printed on it and returned to the Company's branch registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than the deadline as specified in the Election Form which in any event shall be no less than 10 business days between the despatch of the Election Form and the deadline for returning the completed Election Form.

Elections in respect of the 2010 Final Dividend cannot be in any way withdrawn, revoked, suspended or altered after the relevant Election Forms are signed and lodged with the Company's branch registrar in Hong Kong. No acknowledgement of receipt of the Election Form will be issued.

This circular and the Election Form do not constitute or form part of an offer or solicitation of any offer to buy securities of the Company, and the Election Form is non-transferable.

Prohibited Shareholders

The participation in the Scrip Dividend Scheme by Overseas Shareholders may be affected by the laws of their relevant jurisdictions.

All Shareholders residing outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Scrip Shares.

The Company will make enquiries in the relevant jurisdictions regarding the feasibility of extending the Scrip Dividend Scheme to Shareholders with registered addresses outside Hong Kong and related legal and regulatory restrictions and requirements. As at the Latest Practicable Date, the Company has 17 Overseas Shareholders situated in the United States of America ("USA"), Australia, the PRC, Malaysia, Macau Special Administrative Region of the PRC ("Macau"), Spain, Taiwan and Canada. In respect of the Shareholders in USA and Canada, subject to the confirmation by the respective overseas counsels, since registration or filing or other procedures or formalities, subject to certain exceptions, would need to be carried out in relation to the issue of Scrip Shares under the Scrip Dividend Scheme so as to comply with the relevant securities legislation or regulation in USA and Canada respectively, the Board is of the view that the exclusion of the Shareholders in USA and Canada from the scrip alternative to elect to receive the final dividend wholly or partly by allotment of new shares credited as fully paid in lieu of cash under the Scrip Dividend Scheme is necessary or expedient. Therefore the Scrip Dividend Scheme will be extended to the Prohibited Shareholders to the extent that only cash will be distributed to the Prohibited Shareholders without a scrip alternative to elect to receive the final dividend wholly or partly by allotment of new shares credited as fully paid in lieu of cash. For the avoidance of doubt, the Shareholders in USA and Canada will not be permitted to participate in the Scrip Dividend Scheme and accordingly, they will receive the 2010 Final Dividend wholly in cash, whereas the other Overseas Shareholders will still be entitled to participate in the Scrip Dividend Scheme.

LETTER FROM THE BOARD

The Scrip Shares are to be issued by the Company with the preference and intention that the Shareholders do not on-sell the Scrip Shares but remain medium to long term holders of such Scrip Shares. It is the responsibility of the Shareholders (including Overseas Shareholders) to observe the local legal requirements applicable to the Shareholders for taking up and on-sale (if applicable) of the Scrip Shares under the Scrip Dividend Scheme.

All other Overseas Shareholders receiving this circular outside Hong Kong may not treat the same as invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to them without having to comply with any registration or other legal requirements in the relevant territory. In such circumstances, this circular will be deemed to have been sent for information purposes only. Overseas Shareholders should inform themselves about and observe any applicable restrictions and should consult their professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to participate in the Scrip Dividend Scheme.

The circular and the Election Form do not constitute or form part of an offer or solicitation of any offer to buy securities of the Company. Overseas Shareholders who are in any doubt as to their position should consult their own appropriately authorised professional advisers without delay.

Stock Exchange listing and despatch of dividend/share certificates for the Scrip Shares

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares to be issued pursuant to the Scrip Dividend Scheme. No part of the Company's securities is listed or dealt in on any other stock exchange and no such listing or permission to deal is being, or is proposed to be sought. It is expected that share certificates for the Scrip Shares will be posted to Shareholders by ordinary mail at their own risks after the Listing Committee of the Stock Exchange has granted the listing of and permission to deal in the Scrip Shares. On this basis, dealings in the Scrip Shares are expected to commence after the Listing Committee of the Stock Exchange has granted the listing of and permission to deal in the Scrip Shares. Further announcement will be made to update the Shareholders in relation to the resumption of trading of the Shares and the granting of listing of and permission to deal in the Scrip Shares.

PROPOSAL FOR BONUS ISSUE OF SHARES

Basis of Bonus Issue

Subject to the conditions as set out under the heading "Conditions of Bonus Issue" below, the Bonus Issue is proposed to be made on the basis of 1 Bonus Share for every 10 existing Shares held on the Record Date by the Qualifying Shareholders. The Bonus Shares will be issued and credited as fully paid at par, by capitalization of such amount standing to the credit of the share premium account of the Company. On the basis of 1,871,188,679 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or purchased before the Record Date, 187,118,867 Bonus Shares will be

LETTER FROM THE BOARD

issued under the Bonus Issue (representing approximately 10% of the issued share capital as at the Latest Practicable Date and the Record Date), and HK\$1,871,189 standing to the credit of the share premium account of the Company will be capitalized for paying up in full at par the Bonus Shares.

Record Date and closure of register of members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Prohibited Shareholders are further elaborated below under the heading “Prohibited Shareholders”.

The register of members of the Company will be closed from 20 September to 22 September 2010 in order to determine the entitlement of the Shareholders under the Bonus Issue. In order to qualify for the Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 17 September 2010.

Reasons for the proposed Bonus Issue

As a result of the satisfactory annual results of the Group and in recognition of the continual support of the Shareholders, the Board decided to propose the Bonus Issue. In addition to that, the Directors believe that the Bonus Issue will enhance the liquidity of the Shares in the market and thereby enlarging the Company’s shareholder and capital base.

Prohibited Shareholders

The issue of Bonus Shares to Overseas Shareholders under the proposed Bonus Issue may be affected by the laws of their relevant jurisdictions.

All Shareholders residing outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Bonus Shares.

The Company will make enquiries in the relevant jurisdictions regarding the feasibility of extending the Bonus Issue to Shareholders with registered addresses outside Hong Kong and related legal and regulatory restrictions and requirements. As at the Latest Practicable Date, the Company has 17 Overseas Shareholders situated in USA, Australia, PRC, Malaysia, Macau, Spain, Taiwan and Canada. In respect of the Shareholders in USA and Canada, subject to the confirmation by the respective overseas counsels, since registration or filing or other procedures or formalities, subject to certain exceptions, would need to be carried out in relation to the Bonus Issue so as to comply with the relevant securities legislation or regulation in USA and Canada respectively, the Board is of the view that the exclusion of the Shareholders in USA and Canada from the Bonus Issue is necessary or expedient. Therefore the Bonus Shares will not be granted to the Prohibited Shareholders and this circular has been sent to the Shareholders in USA and Canada for information only. For the avoidance of doubt, all other Overseas Shareholders will still be entitled to receive the Bonus Shares.

LETTER FROM THE BOARD

The Bonus Shares are to be issued by the Company with the preference and intention that the Shareholders do not on-sell the Bonus Shares but remain medium to long term holders of such Bonus Shares. It is the responsibility of the Shareholders (including Overseas Shareholders) to observe the local legal requirements applicable to the Shareholders for taking up and on-sale (if applicable) of the Bonus Shares under the Bonus Issue.

Status of Bonus Shares

The Bonus Shares, upon issued, will rank pari passu with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares.

Fraction of Bonus Shares

The total number of Bonus Shares to be issued to any Shareholders will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be aggregated and issued to a nominee to be named by the Directors and sold for the benefit of the Company.

Conditions of Bonus Issue

The Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the AGM of the Company to be held; and
- (ii) the Listing Committee of the Stock Exchange granting the listings of, and permission to deal in, the Bonus Shares.

Application will be made to the Listing Committee of the Stock Exchange in respect of such listings of, and permission to deal in, the Bonus Shares. The Bonus Shares to be issued pursuant to the Bonus Issue are subject to the grant of the listing approval by the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. Apart from making listing application to the Listing Committee of the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares. The Shares in issue are listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

Certificates for Bonus Shares

Certificates for the Bonus Shares will be posted by ordinary mail, as soon as practicable after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date.

LETTER FROM THE BOARD

ENTITLEMENT TO 2010 FINAL DIVIDEND AND BONUS ISSUE OF SHARES

The 2010 Final Dividend and the Bonus Issue are proposed only to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. As the Stock Exchange has not granted any listing approval for the listing of, and permission to deal in, the new shares which the Company proposed to issue since Share Suspension, we regret that the new shares that may or will be issued to potential shareholders or its existing shareholders (as the case may be) for the following option agreement or subscription agreements, scrip dividend schemes and bonus issue proposal are not entitled to the 2010 Final Dividend and the Bonus Issue.

	No. of Shares
• Shares that may be issued under the option agreement dated 7 June 2007	370,000,000
• Shares that may be issued under the subscription agreements dated 9 July 2007 for the convertible bonds of the Company	380,000,000
• Shares to be issued under the subscription agreements dated 15 November 2007 for new shares of the Company	300,000,000
• Scrip shares to be issued under interim dividend scheme of the year ended 31 March 2009	187,118,867
• Scrip shares to be issued under interim dividend scheme for the year ended 31 March 2010	106,222,573
• Bonus shares to be issued under the bonus issue proposal on 27 November 2009	187,118,867
	<hr/> <u>1,530,460,307</u>

The Company promises to make every effort to have the trading in Shares resumed as soon as possible so that the new shares which may or will be issued to the potential shareholders or its existing shareholders (as the case may be) under the above option agreement, subscription agreements, scrip dividend schemes and bonus issue proposal will be entitled equally in all respect with existing Shareholders when the Shares are allotted and/or issued pursuant to their respective agreements, schemes and proposal. Adjustment may be made to the exercise price of the share options, conversion price of the convertible bonds and/or the subscription price for the subscription of new shares of the Company subject to confirmation from the auditors of the Company. The Company will make further announcement upon the aforesaid adjustments to the share options, convertible bonds and/or subscription of new shares of the Company, if adjustment is required and has been made.

LETTER FROM THE BOARD

TOTAL DIVIDENDS AND BONUS ISSUES FOR THE YEAR ENDED 31 MARCH 2010

Other than the 2010 Final Dividend and the Bonus Issue, the Company had also proposed an interim cash dividend and a bonus issue proposal for the six months ended 30 September 2009, as summarized below:

Dividends

	<i>Cents per share</i>
For the interim period ended 30 September 2009	0.16
For the financial year ended 31 March 2010	<u>0.12</u>
Total	<u><u>0.28</u></u>
Yield	19%

Bonus Issues

	<i>No of shares</i>
For the interim period ended 30 September 2009	187,118,867
For the financial year ended 31 March 2010	<u>187,118,867</u>
Total	<u><u>374,237,734</u></u>

HK\$

The value of bonus shares based on the closing price of HK\$0.025 per Share immediately prior to the Share Suspension, 21 April 2004	9,355,943
The value of bonus shares based on the closing price of HK\$0.013 on the Recommendation Date, 19 July 2010	4,865,090

In light of the satisfactory results for the year ended 31 March 2010, the Company has proposed the dividends of a relative high yield and the bonus issues. Though the Company is not able to guarantee the similar dividend policy in the future, it will do the best to keep the good performance so that it can continue to share results with its shareholders.

HANDLING CHARGES TO BROKERS OR BANKS

The Company understands that those shareholders who have relatively low shareholding in the Company may encounter certain technical difficulty, for example, the 2010 Final Dividend and the value of Bonus Shares they are going to receive may be unable to cover the handling charges to the brokers or banks. As trading in Shares has been suspended for more than six years, the Company hereby calls on brokers or banks to

LETTER FROM THE BOARD

waive the handling charges in respect of the Scrip Dividend Scheme and the Bonus Issue. For enquiry or any special arrangement, please contact the following company:

Company: Ever-Long Securities Company Limited

Address: 18/F, Dah Sing Life Building, 99-105 Des Voeux Road Central,
Hong Kong

Contact persons:

Name	Telephone	Facsimile	Email
Ms. Yeung	2815 3625	2581 0638	els@everlong.com.hk
Mr. Yu	2850 7107	2581 0638	els@everlong.com.hk
Mr. Ng	2815 3522	2581 0638	els@everlong.com.hk

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,871,188,679 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 374,237,735 Shares.

LETTER FROM THE BOARD

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Share as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 187,118,867 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Bye-law 102(B), Ms. Chen Lili shall retire and be eligible for re-election at the forthcoming annual general meeting.

In accordance with Bye-law 182(vi), Ms. Yeung Han Yi Yvonne, Ms. Zhang Yuyan and Mr. Yeung Shun Kee Edward shall retire from office by rotation at the AGM, and being eligible, she/he will offer herself/himself for re-election as executive/independent non-executive Director (as the case may be).

At the AGM, ordinary resolutions will be proposed to re-elect each of Ms. Chen Lili, Ms. Yeung Han Yi Yvonne, Ms. Zhang Yuyan and Mr. Yeung Shun Kee Edward as executive/independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

According to the memorandum of association and Bye-laws of the Company, the Board can opt for Shareholders' approval for the Scrip Dividend Scheme and the Bonus Issue. Furthermore, both the Scrip Dividend Scheme and the Bonus Issue will involve issue of Shares of the Company. Accordingly, the Board considers that it is advisable to let the Shareholders consider and approve the 2010 Final Dividend, the Scrip Dividend Scheme and the Bonus Issue.

A notice convening the AGM to be held at 28/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 29 September 2010 at 10:30 a.m. is set out on pages 25 to 30 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; the re-election of Directors; the 2010 Final Dividend; the Scrip Dividend Scheme; and the Bonus Issue. **In the event that the Scrip Dividend Scheme is not approved by the Shareholders at the AGM, the 2010 Final Dividend will not be paid in cash and/or in Scrip Shares to the Shareholders.**

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at <http://www.hkexnews.hk>. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the proposed granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors, the Scrip Divided Scheme and the proposal for Bonus Issue are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Whether or not it is to your advantage to receive the Scrip Shares and/or the Bonus Shares, in whole or in part, depends upon your own individual circumstances. The decision in this regard and all consequences resulting therefrom are the sole responsibility of each Shareholder. If you are in any doubt as to what to do, you should consult your own professional adviser. This applies particularly to members who are trustees, who are recommended to seek professional advice as to whether they have the power to make any relevant election and as to the effect of the election having regard to the terms of the relevant trust instrument.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the public at the principal place of business in Hong Kong at 28th Floor, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong from 9 a.m. to 6 p.m. on any weekday other than public holidays, Saturdays and Sundays from the date of this circular up to and including the date of AGM:

- (a) the memorandum of association and the Bye-laws of the Company; and
- (b) the annual reports of the Group for the two financial years ended 31 March 2009 and 31 March 2010.

By order of the Board
Styland Holdings Limited
Zhao Qingji
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,871,188,679 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 187,118,867 fully paid Shares, representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under Bermuda law and the memorandum of association of the Company and the Bye-laws and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2010, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

As trading in the Shares on the Stock Exchange had been suspended since 21 April 2004, no traded prices for Shares on the Stock Exchange were recorded during each of the previous 12 months.

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
Mr. Cheung Chi Shing Kenneth ("Mr. Cheung") (<i>Note 1</i>)	399,995,967	21.38%
Ms. Yueng Han Yi Yvonne ("Ms. Yeung") (<i>Note 2</i>)	399,995,967	21.38%

Note 1: Mr. Cheung personally holds 299,995,967 Shares. As Mr. Cheung is the sole shareholder of K.Y. Limited ("KY"), he was deemed to have interests in 60,000,000 held by KY and Mr. Cheung was further deemed to be interested in 10,000,000 Shares held by K.C. (Investment) Limited, a wholly-owned subsidiary of KY. Mr. Cheung is the spouse of Ms. Yeung and accordingly deemed to be interested in the 30,000,000 Shares beneficially interested by Ms. Yeung.

Note 2: Ms. Yeung is the spouse of Mr. Cheung and accordingly deemed to be interested in the 369,995,967 Shares beneficially interested by Mr. Cheung.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
Mr. Cheung	23.75%
Ms. Yeung	23.75%

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Ms. Chen Lili (“Ms. Chen”)

Ms. Chen, aged 28, joined the Group as Executive Director in 2009. She graduated with a Bachelor of Electronics Science and Techniques degree from the School of Electronics Engineering and Computer Science at Peking University in 2004. Ms. Chen also obtained her Master of Computer Applied Technology degree from the Institute of Software at the Chinese Academy of Sciences in 2007. Ms. Chen is a Senior Associate at PricewaterhouseCoopers in Beijing working in the risks control service department where she led multiple teams to conduct audit and advisory work and provided internal control management and optimization services for several large energy and transportation companies. Save as disclosed herein, Ms. Chen did not hold any directorship in other listed public companies in the last three years and did not hold any other position in the Company or any subsidiary of the Company.

Pursuant to her service agreement with the Company, Ms. Chen’s appointment is subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Ms. Chen is entitled to receive a monthly remuneration of HK\$10,000 which was determined by the Board with reference to her experience, duties and responsibilities. As at the Latest Practicable Date, Ms. Chen does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the Latest Practicable Date, Ms. Chen does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

There is no information relating to Ms. Chen that is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the Listing Rules.

(2) Ms. Yeung Han Yi Yvonne (“Ms. Yeung”)

Ms. Yeung, aged 53, has served the Group for 30 years. She has extensive experience in business management. Ms. Yeung is responsible for the Group’s administration, personnel and general management. Ms. Yeung has completed the Course on Corporate Governance jointly organized by the School of Continuing and Professional Education of City University of Hong Kong and ET Business College of Hong Kong Economic Times. Ms. Yeung is the mother of Mr. Cheung Hoo Win, the Chief Executive Officer and executive Director of the Company, and the spouse of the substantial shareholder of the Company, Mr. Cheung Chi Ching Kenneth. Save as disclosed herein, Ms. Yeung did not hold any directorship in other listed public companies in the last three years and did not hold any other position in the Company or any subsidiary of the Company.

Pursuant to her service agreement with the Company, Ms. Yeung's appointment is subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Ms. Yeung is entitled to receive a monthly remuneration of HK\$59,500 which was determined by the Board with reference to her experience, duties and responsibilities. Save as disclosed above, Ms. Yeung does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, at the Latest Practicable Date, Ms. Yeung was deemed to be interested in 399,995,967 Shares under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong.

There is no information relating to Ms. Yeung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) Ms. Zhang Yuyan ("Ms. Zhang")

Ms. Zhang, aged 48, was appointed Executive Director in 2006. Ms. Zhang graduated from Zhongnan University of Economics and Law (中南財經大學), formerly known as Hubei Economics College (湖北財經學院). Ms. Zhang has extensive experience in management and is familiar with Mainland China's economic, finance and taxation matters. Save as disclosed herein, Ms. Zhang did not hold any directorship in other listed public companies in the last three years and did not hold any other position in the Company or any subsidiary of the Company.

Pursuant to her service agreement with the Company, Ms. Zhang's appointment is subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Ms. Zhang is entitled to receive a monthly remuneration HK\$12,500 which was determined by the Board with reference to her experience, duties and responsibilities. As at the Latest Practicable Date, Ms. Zhang does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the Latest Practicable Date, Ms. Zhang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

There is no information relating to Ms. Zhang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(4) Mr. Yeung Shun Kee Edward ("Mr. Yeung")

Mr. Yeung, aged 51, was appointed Independent Non-Executive Director of the Company in 2003. He manages his own certified public accounting firm. Mr. Yeung has extensive experience in accounting, auditing and taxation. Mr. Yeung is a member of the Certified Public Accountants of Australia and a Certified Public Accountant (practising) at the Hong Kong Institute of Certified Public Accountants. Mr. Yeung is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Save as disclosed herein, Mr. Yeung did not hold any directorship in other listed public companies in the last three years and did not hold any other position in the Company or any subsidiary of the Company.

Pursuant to his service agreement with the Company, there is a term of two years up to 31 March 2011 for his appointment and is subject to normal retirement and re-election by Shareholders pursuant to the Bye-laws. Mr. Yueng is entitled to receive a fixed director's emoluments of HK\$80,000 per annum which was determined by the Board with reference to his experience, duties and responsibilities. As at the Latest Practicable Date, Mr. Yeung does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the Latest Practicable Date, Mr. Yueng does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

There is no information relating to Mr. Yeung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter relating to Ms. Chen, Ms. Yeung, Ms. Zhang and Mr. Yeung that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF AGM



STYLAND HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 211)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting 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 Wednesday, 29 September 2010 at 10:30 a.m., to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 March 2010;
2.
 - (a) to re-elect Ms. Chen Lili as executive Director;
 - (b) to re-elect Ms. Yeung Han Yi Yvonne as executive Director;
 - (c) to re-elect Ms. Zhang Yuyan as executive Director;
 - (d) to re-elect Mr. Yeung Shun Kee Edward as independent non-executive Director;
 - (e) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Messrs. SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration;

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; or

NOTICE OF AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- 6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”
- 7. “**THAT** the 2010 Final Dividend (as defined in the circular of the Company dated 30 August 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 (b) of this resolution) the following be and is hereby approved:
 - (a) the final cash dividend of HK\$12 for every 10,000 Shares or HK\$0.0012 per Share for the year ended 31 March 2010 with a scrip alternative to offer the right to the Shareholders to elect to receive such final dividend wholly or partly in the form of an allotment and issue of Shares at the price of HK\$0.013 per Share credited as fully paid up in lieu of such cash dividend (“**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 22 September 2010 (the “**Record Date**”), other than those members 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**”);

NOTICE OF AGM

- (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 final dividend for the year ended 31 March 2010, 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.”
8. “**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) the following be and is hereby approved:
- (a) upon the recommendation of the Directors, an amount of HK\$1,871,188 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 final dividend for the year ended 31 March 2010, 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

NOTICE OF AGM

- (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.”

By order of the Board
Styland Holdings Limited
Zhao Qingji
Chairman

Hong Kong, 30 August 2010

Registered office:
Cannon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*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 entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme or bonus issue which may be approved by shareholders.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 30 August 2010.