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STYLAND HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 211)

Directors:

Johnny Wing Fai Tam (*Managing Director*)

Yvonne Han Yi Yeung

Miranda Chi Mei Chan

Suet Ming Ching

David Man San Lim*

Edward Shun Kee Yeung*

Principal Office:

13th Floor

Edward Wong Tower

910 Cheung Sha Wan Road

Kowloon

Hong Kong

* *Independent non-executive directors*

30th July, 2004

To the shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENT OF BYE-LAWS
GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
RENEWAL OF THE GENERAL MANDATE LIMIT OF
SHARE OPTION SCHEME
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the annual general meeting of Styland Holdings Limited (the "Company") for the year ended 31st March, 2004, resolutions will be proposed to amend the Bye-laws of the Company, to grant to the directors of the Company (the "Directors") general mandates to issue shares and to repurchase shares of the Company and to renew the general mandate limit of its share option scheme.

The purpose of this circular is to give you further details of the abovementioned proposals. A notice convening the annual general meeting (the “AGM”) is set out on pages 9 to 14 of this circular to consider and, if thought fit, approve, amongst others, the resolutions necessary for the proposals to be implemented. This circular also contains the explanatory statement in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and gives all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares.

AMENDMENT OF BYE-LAWS

The Directors note that the Stock Exchange has made amendments to Appendix 3 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) relating to articles of associations/bye-laws of listed issuers. The Directors therefore wish to propose a special resolution at the AGM to amend the existing Bye-laws in order to bring them in line with the new requirements of Appendix 3 of the Listing Rules.

In principle, it is proposed that the Bye-laws be amended in order to conform with the following:

- (i) there shall be a minimum seven-day period for lodgement by shareholders of the notice to nominate a director for election. Such period shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting;
- (ii) the directors shall abstain from voting at the board meeting on any matter in which any of his associates has a material interest and are not to be counted towards the quorum of the relevant board meeting; and
- (iii) where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting for or against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Details of the proposed amendments to the Bye-laws are set out in resolution no. 4 of the notice of the AGM.

GENERAL MANDATE TO ISSUE SHARES

It is proposed to grant a general mandate to the Directors to allot, issue and dispose of shares of the Company not exceeding 20 per cent. of the issued share capital of the Company in issue on the date of the resolution to provide flexibility to the Company to raise fund by issue of shares efficiently. No part of the existing general mandate to issue shares granted by shareholders in the Company’s annual general meeting for the year ended 31st March, 2003 (the “Last AGM”) has been utilised. Also, the Directors have not sought for shareholders’ specific approval on issue of shares after the Last AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid shares of the Company. Under such mandate, the number of shares that the Company may repurchase shall not exceed 10 per cent. of the share capital of the Company in issue on the date of the resolution. The Company’s authority

is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules of the Stock Exchange. On the basis of 1,871,188,679 shares of HK\$0.01 each of the Company (“Share”) in issue as at 26th July, 2004, being the latest practicable date prior of printing of this circular (the “Latest Practicable Date”) and no further Shares will be issued or repurchased prior to the date of the AGM, full exercise of the repurchase mandate could accordingly result in up to 187,118,867 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

The Directors have no present intention to repurchase any shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value and/or earnings per share. As compared with the financial position of the Company as at 31st March, 2004 (being the date of its latest audited accounts), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Memorandum of Association and Bye-laws to purchase its shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased. Under Bermuda law, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

The Directors intend to apply the capital paid up on the relevant shares or the profit that would otherwise be available for distribution or dividend for any purchase of its shares.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates of any of the Directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye-laws of the Company.

EFFECT OF TAKEOVERS CODE

A repurchase of shares by the Company may result in an increase in the proportionate interest of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, each of Mr. Kenneth Chi Shing Cheung and Ms. Yvonne Han Yi Yeung (the spouse of Mr. Kenneth Chi Shing Cheung and a director of the Company) was deemed to have interest in approximately 21.4 per cent. of the issued share capital of the Company, were the only substantial shareholders holding more than 10 per cent. of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase shares which is proposed to be granted pursuant to the resolution, the shareholding of each of Mr. Kenneth Chi Shing Cheung and Ms. Yvonne Han Yi Yeung would be increased to approximately 23.78 per cent. of the issued share capital of the Company and such increase would not give rise to an obligation on Mr. Kenneth Chi Shing Cheung or Ms. Yvonne Han Yi Yeung to make a mandatory offer under Rule 26 of the Code.

STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders’ approval

The Listing Rules provide that all shares repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by special resolution in relation to specific transactions.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose.

GENERAL

During the six months preceding the date of this circular, no Share has been repurchased by the Company.

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date are as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
2003		
July	0.025	0.012
August	0.040	0.022
September	0.034	0.025
October	0.029	0.017
November	0.035	0.019
December	0.031	0.020
2004		
January	0.030	0.019
February	0.033	0.025
March	0.034	0.022
April	0.030 <i>(Note)</i>	0.024 <i>(Note)</i>
May	<i>(Note)</i>	<i>(Note)</i>
June	<i>(Note)</i>	<i>(Note)</i>

Note: Trading of the shares on the Stock Exchange has been suspended since 21st April, 2004.

RENEWAL OF THE GENERAL MANDATE LIMIT OF THE SHARE OPTION SCHEME

On 22nd August, 2002, the Company adopted a share option scheme (the “Share Option Scheme”) under which the Company may grant options to subscribe for up to 10 per cent. of issued share capital of the Company at the date of the shareholders’ approval of the Share Option Scheme. On 29th October, 2003, shareholders approved to renew the general mandate limit of the Share Option Scheme such that the Company might grant options to subscribe for 173,518,867 Shares thereunder. In November 2003, the Company granted options to subscribe for a total of 170,000,000 Shares, representing approximately 98 per cent. of the existing general limit of the Share Option Scheme.

As at the Latest Practicable Date, the number of options under the Share Option Scheme which had been granted, exercised, cancelled, lapsed since its adoption or were outstanding were as follows:

Granted	Exercised	Cancelled	Lapsed	Outstanding
300,889,661	237,790,061	0	14,549,800	48,549,800

To enable the Company to grant further options to eligible persons under the Share Option Scheme, it is proposed to renew the general mandate limit of the Share Option Scheme to 10 per cent. of the issued share capital of the Company as at the date of the resolution to approve the limit. As mentioned above in the section headed “General mandate to repurchase shares”, the Company had in issue a total of 1,871,188,679 Shares as at the Latest Practicable Date. On the basis that no further Shares are issued prior to the date of the AGM, the renewal of the limit will allow the Company to grant options to subscribe up to 187,118,867 Shares.

Listing and dealings

Application has been made to the Listing Committee of the Stock Exchange for granting of listing of and permission to deal in the new shares of the Company representing 10 per cent. of the issued share capital of the Company as at the date of AGM which may be issued and allotted pursuant to the options granted pursuant to the renewal of the general mandate limit of the Share Option Scheme.

RE-ELECTION OF DIRECTORS AT THE AGM

Resolutions will be proposed at the AGM for the re-election of Ms. Yvonne Han Yi Yeung and Ms. Miranda Chi Mei Chan as directors according to the Company’s Bye-laws. Their particulars are as follows:

Ms. Yvonne Han Yi Yeung, aged 46, is an executive Director. Ms. Yeung has served the Group for 24 years and was appointed a director of the Company in 1991. She has extensive experience in administration, personnel and general management. Ms. Yeung is also a director of other subsidiaries of the Company and is the spouse of Mr. Kenneth Chi Shing Cheung, a substantial shareholder of the Company.

Under the service agreement between Ms. Yeung and the Company, there is no fixed term of service. She is entitled to a monthly remuneration of HK\$52,800; a discretionary bonus for each completed year of service; medical insurance; payment of premium for a comprehensive all risk insurance policy in respect of car used by her; all fuel and maintenance expenses in connection with the use of such car and a quarter with market monthly rental of approximately HK\$52,000 per month. Her remuneration is determined with reference to market rates.

Ms. Yeung was deemed to be interested in 400,395,967 Shares under Part XV of the Securities and Futures Ordinance on the Latest Practicable Date.

Ms. Miranda Chi Mei Chan, aged 43, is an executive Director. Ms. Chan joined the Group in 1979 and was appointed as a Director in 1993. Ms. Chan has over 25 years' experience in the trading and securities business. She is also a director of other subsidiaries of the Company but is independent of any director, senior management, substantial or controlling shareholders of the Company.

Under the service agreement between Ms. Chan and the Company, there is no fixed term of service. Ms. Chan is entitled to a monthly remuneration of HK\$44,000 and a discretionary bonus for each completed year of service. Her remuneration is determined with reference to market rates.

Ms. Chan is interested in 39,288 Shares under Part XV of the Securities and Futures Ordinances on the Latest Practicable Date.

ANNUAL GENERAL MEETING

You will find on pages 9 to 14 of this circular a notice of the AGM to be held at 9:30 a.m. on 24th September, 2004 at 13th Floor, Edward Wong Tower, 910 Cheung Sha Wan Road, Kowloon, Hong Kong.

Resolution no.4 will be proposed as a special resolution to approve the proposed amendment of the Bye-laws of the Company.

Resolution no. 5 will be proposed as an ordinary resolution to give a general mandate to the directors to allot, issue and deal with shares of the Company with an aggregate nominal value not exceeding 20 per cent. of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 6 will be proposed as an ordinary resolution to give a general mandate to the directors to make on-market purchases of shares of the Company of up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 7 will be proposed as an ordinary resolution to extend resolution no. 5 to include the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors pursuant to resolution no. 6.

Resolution no. 8 will be proposed as an ordinary resolution to approve the renewal of general mandate limit of the share option scheme of the Company.

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to Tengis Limited, the Company's branch share registrar in Hong Kong, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

Poll

According to the Bye-laws of the Company, before the chairman of the meeting has declared the result of voting on a show of hands on a resolution at the AGM, a poll may be demanded by:

- (a) at least three members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy entitled to vote at the meeting; or
- (b) any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing not less than 10 per cent. of the total voting rights of all the members having the right to vote at the meeting; or

- (c) any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10 per cent. of the total sum paid up on all the shares conferring that right.

INFORMATION TO SHAREHOLDERS

As stated in the Company's announcement dated 3rd June, 2003, pursuant to a notice dated 20th March, 2003, the Securities and Futures Commission was conducting an inquiry into certain matters of the Group under Section 29A of the repealed Securities and Futures Commission Ordinance. Further, to the best of the Directors' knowledge, the Stock Exchange is investigating a number of transactions as disclosed in the Company's announcements dated 8th August, 2002 and 3rd June, 2003, respectively and circulars dated 12th September, 2002 and 11th September, 2003 respectively leading to the Company's possible breaches of the Listing Rules.

Up to the latest Practicable Date, the Directors were not aware of the status of the aforesaid inquiry and investigation.

RECOMMENDATION

The Directors consider that the proposed amendment of the Bye-laws, granting of the mandates to issue and repurchase shares of the Company and renewal of the general mandate limit of the Share Option Scheme are in the interest of the Company and so recommend you to vote in favour of the relevant resolutions at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors jointly and severally accept responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries and that to the best of their knowledge and belief there are no other facts the omission of which would make any statement therein misleading.

Yours faithfully,
By order of the Board
Johnny Wing Fai Tam
Managing Director

NOTICE OF ANNUAL GENERAL MEETING



STYLAND HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 211)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Styland Holdings Limited (the “Company”) will be held at 9:30 a.m. on 24th September, 2004, at 13th Floor, Edward Wong Tower, 910 Cheung Sha Wan Road, Kowloon, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31st March, 2004.
2. To elect directors and to authorise the board of directors to fix their remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions of which resolution number 4 will be proposed as special resolution and resolutions number 5 to 8 will be proposed as ordinary resolutions:

SPECIAL RESOLUTION

4. **“That** the Bye-laws of the Company be amended in the following manner:
 - (a) by deleting the existing definition of “associates” in Bye-law 1 of the Bye-laws of the Company in its entirety and substituting therefor the following:

““associates” shall have the meaning attributed to it in the rules of the stock exchange in the Relevant Territory.”;
 - (b) by re-numbering existing Bye-law 76 as Bye-law 76(A) and adding the following new Bye-law 76(B) thereafter:

“ (B) Where the Company has knowledge that any member is, under the rules of the stock exchange in the Relevant Territory, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

NOTICE OF ANNUAL GENERAL MEETING

- (c) by deleting the existing provisions of Bye-law 98(H) of the Bye-laws of the Company and substituting therefor the following:

“ (H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to a Director, his associates and employees of the Company or any of its subsidiaries and

NOTICE OF ANNUAL GENERAL MEETING

does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

- (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”;
- (d) by adding the following as Bye-law 98(L) after Bye-law 98(K) of the Bye-laws of the Company:

“ (L) If any question shall arise at any meeting of the Board as to the materiality of the interest of an associate to a Director, such question shall be referred to the chairman of the meeting and his ruling shall be final and conclusive. If any question as aforesaid shall arise in respect of an associate to the chairman of the meeting, such question shall be decided by a resolution of the Board for which purpose such chairman shall not vote thereon and such resolution shall be final and conclusive.”;

- (e) by adding the following immediately after the words “, unless notice in writing” in Bye-law 103 of the Bye-laws of the Company:

“signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given”; and

- (f) by deleting the words “at least seven days before the date of the general meeting.” in Bye-law 103 of the Bye-laws of the Company and substituting therefore the following:

“provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting”.

ORDINARY RESOLUTIONS

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors during the Relevant Period to make or grant offers, agreements and options which would or might require shares to be allotted after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or a scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company 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 share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon resolution no. 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned no. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5 above.”
8. “**THAT** the directors of the Company be and are hereby authorised to grant further options under the share option scheme of the Company adopted on 22nd August, 2002 (the “Scheme”) provided the total number of shares which may be issued pursuant to the exercise of options to be granted under the Scheme and other share option scheme(s) of the Company on or after the date of this resolution shall not exceed 10 per cent. of the issued share capital of the Company at the date of this resolution.”

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

Hong Kong, 30th July, 2004

NOTICE OF ANNUAL GENERAL MEETING

Principal Office:

13th Floor
Edward Wong Tower
910 Cheung Sha Wan Road
Kowloon
Hong Kong

Notes:

- (a) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- (b) In order to be valid, the form of proxy must be deposited at Tengis Limited, the Company's branch share registrar in Hong Kong, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority not less than 48 hours before the time for holding the meeting or adjourned meeting.