

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



STYLAND HOLDINGS LIMITED

大凌集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 211)

(Warrant Code: 1435)

PROPOSED SHARE CONSOLIDATION

PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares in the share capital of the Company be consolidated into one (1) Consolidated Share. As at the Latest Practicable Date, there are 6,390,124,807 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the SGM, upon the Share Consolidation becoming effective, there will be 639,012,480 whole Consolidated Shares in issue which are fully paid or credited as fully paid.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the proposed Share Consolidation and the notice convening the SGM is expected to be despatched to the Shareholders on or before 24 August 2020.

PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares in the share capital of the Company be consolidated into one (1) Consolidated Share.

* *For identification purposes only*

Effects of the Share Consolidation

As at the Latest Practicable Date, there are 6,390,124,807 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the SGM, upon the Share Consolidation becoming effective, there will be 639,012,480 whole Consolidated Shares in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

The Share Consolidation will become effective on 28 September 2020 subject to the fulfilment of the above conditions.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares or any debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the date of this announcement, there are outstanding Options and Bonus Warrants issued by the Company. The proposed Share Consolidation may cause adjustments to the exercise prices of the Options and the subscription price of the Bonus Warrants and the number of Consolidated Shares to be issued under the outstanding Options pursuant to the terms and conditions of the Options and under the terms and conditions of the share option scheme of the Company granting such Options and the number of Shares to be issued upon exercise of the subscription rights attaching to the Bonus Warrants. Further announcement will be made in respect of the said adjustments as and when appropriate.

Save as disclosed above, as at the date of this announcement, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

NO CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain at 10,000 Consolidated Shares.

Based on the closing price of HK\$0.032 per Existing Shares as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 10,000 Consolidated Shares, assuming Share Consolidation had already been effective would be HK\$3,200.

REASONS FOR THE SHARE CONSOLIDATION

The closing prices of the Existing Shares were below HK\$0.1 for the past two years. It is expected that the proposed Share Consolidation will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares. Moreover, as the market value of each board lot upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot, the transaction cost as a proportion of the market value of each board lot will be lower.

Save for the necessary professional expenses for the implementation of the Share Consolidation and any fractional Consolidated Shares to which Shareholders may otherwise be entitled, the implementation of the Share Consolidation will not have any material impacts on the underlying assets, business operation, management or financial position of the Company, and the interests and rights of the Shareholders.

Taking into account the potential benefits and insubstantial costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

As at the date of this announcement, save for the placing of convertible bonds as disclosed in the announcement of the Company dated 16 July 2020, the Company does not have intention to carry out any other fundraising activities.

The Company hereby confirms that subject to the Share Consolidation becoming effective, it has no intention to carry out any corporate actions or fund raising that may result in share consolidation, share subdivision and change in board lot size in the next 12 months, which would have a contradictory effect to the Share Consolidation.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares of the Company regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Monday, 28 September 2020, Shareholders may on or after 28 September 2020 and until 6 November 2020 (both days inclusive), submit their existing share certificates in green colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange for share certificates in pink colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of share certificates.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Wednesday, 4 November 2020, trading will only be in Consolidated Shares which share certificates will be issued in pink colour. Existing share certificates in green colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

2020

Despatch date of circular with notice of the SGM	on or before Monday, 24 August
Latest time for lodging transfers of shares in order to qualify for attendance and voting at the SGM.....	4:30 p.m. on Friday, 18 September
Register of members closes (both days inclusive).....	Monday, 21 September to Thursday, 24 September
Record date for attendance and voting at the SGM.....	Thursday, 24 September
Latest time for lodging forms of proxy for the SGM.....	11:45 a.m. on Tuesday, 22 September
Date and time of the SGM	11:45 a.m. on Thursday, 24 September (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place)
Publication of the announcement of the results of the SGM	Thursday, 24 September

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this announcement.

Effective date of the Share Consolidation	Monday, 28 September
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares	Monday, 28 September
Dealing in the Consolidated Shares commences.....	9:00 a.m. on Monday, 28 September
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 28 September
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 28 September
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens.....	9:00 a.m. on Wednesday, 14 October
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Wednesday, 14 October
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 14 October
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 4 November

Parallel trading in the Consolidated Shares
(in the form of new share certificates
for the Consolidated Shares and existing
share certificates) ends 4:10 p.m. on Wednesday,
4 November

Designated broker ceases to stand
in the market to provide matching services
for odd lots of the Consolidated Shares 4:10 p.m. on Wednesday,
4 November

Last day for free exchange of existing
share certificates for new share certificates
for the Consolidated Shares Friday, 6 November

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the proposed Share Consolidation and the notice convening the SGM is expected to be despatched to the Shareholders on or before 24 August 2020.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Bonus Warrants”	a balance of 666,453,447 bonus warrants, as at the Latest Practicable Date, issued by the Company to subscribe for new Shares
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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 (stock code: 211)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing capital of the Company before the Share Consolidation becoming effective

“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 July 2020, being the latest practicable date for ascertaining certain information for inclusion in this announcement
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Options”	a balance of 356,450,000 share options, as at the Latest Practicable Date, granted under the share option scheme of the Company adopted on 21 September 2012
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be held to consider the ordinary resolution to be proposed to approve the Share Consolidation
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By the order of the Board of
Styland Holdings Limited
Li Hancheng
Non-executive Chairman

Hong Kong, 28 July 2020

As at the date of this announcement, the executive Directors of the Company are Mr. Cheung Hoo Win, Mr. Ng Yiu Chuen and Ms. Mak Kit Ping and the independent non-executive Directors of the Company are Mr. Li Hancheng, Mr. Yeung Shun Kee and Mr. Lo Tsz Fung Philip.