



# STYLAND HOLDINGS LIMITED

## 大凌集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 211)

**Form of proxy for use by shareholders at the annual general meeting (the "Meeting") of Styland Holdings Limited (the "Company") to be convened and held at 28/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 20 August 2015 at 11:00 a.m.**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of the Company

**HEREBY APPOINT**<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions in the manner as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") the appropriate box to indicate how you wish your vote(s) to be cast<sup>4</sup>.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and approve the audited consolidated financial statements and the reports of the directors (the "Directors") and auditor of the Company for the year ended 31 March 2015.		
2.	To approve the final dividend for the year ended 31 March 2015 by way of a scrip dividend scheme.		
3.	(a) To re-elect Mr. Cheung Hoo Win as executive Director		
	(b) To re-elect Ms. Mak Kit Ping as executive Director		
	(c) To re-elect Ms. Zhang Yuyan as executive Director		
	(d) To authorize the board of Directors to fix the Directors' remuneration		
4.	To appoint the auditor of the Company and to authorise the board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares (the "Shares").		
6.	To grant a general mandate to the Directors to repurchase the Shares.		
7.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signature(s) of shareholder(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting or poll.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.

\* For identification purposes only