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Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	THE STYLE MERCHANTS LIMITED
Company Registration No.	N.A.
Announcement submitted on behalf of	THE STYLE MERCHANTS LIMITED
Announcement is submitted with respect to *	THE STYLE MERCHANTS LIMITED
Announcement is submitted by *	Michael Ng Lai Yick
Designation *	Executive Chairman
Date & Time of Broadcast	06-Jul-2011 07:49:56
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**>> Announcement Details**  
 The details of the announcement start here ...

Announcement Title *	Notice of Annual General Meeting and Notice of Special General Meeting
Description	Please see attached.
<b>Attachments</b>	 <a href="#">TSML-NoticeAGMSGM.pdf</a> Total size = <b>41K</b> (2048K size limit recommended)

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**THE STYLE MERCHANTS LIMITED**

(Company Registration Number: 27671)  
(Incorporated in Bermuda)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of THE STYLE MERCHANTS LIMITED (the "Company") will be held at Stamford Room, Maxwell Chambers, 32 Maxwell Road, #03-01 Singapore 069115 on Friday, 29 July 2011 at 10:30 am for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 March 2011 together with the Auditor's Report thereon. **(Resolution 1)**
2. (a) To re-elect the following Directors retiring pursuant to Bye-law 85(2) of the Company's Bye-laws:  
Mr Stuart Pang Seng Tuong **(Resolution 2)**  
Dr Flora Zeta Pavlova Cheong-Leen **(Resolution 3)**  
*Mr Stuart Pang Seng Tuong will, upon re-election as a Director of the Company, remain a member of the Audit Committee and will be considered independent for the purposes of Rule 704(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Mr Pang will also remain a member of the Nominating and Compensation Committees.*
- (b) To re-elect Mr John Lim Yew Kong, a Director retiring by rotation pursuant to Bye-law 86 of the Company's Bye-laws. **(Resolution 4)**  
*Mr John Lim Yew Kong will, upon re-election as a Director of the Company, remain a member of the Audit Committee and will be considered independent for the purposes of Rule 704(B) of the Listing Manual of the SGX-ST. Mr John Lim will also remain as Chairman of the Nominating and Compensation Committees.*
3. (a) To approve the payment of Director's fee of S\$15,652 for the year ended 31 March 2011, payable to a Director. [See Explanation Note (i)] **(Resolution 5)**
- (b) To approve the payment of Directors' fees of S\$160,000 for the year ending 31 March 2012, payable quarterly in arrears (2011: S\$120,000). **(Resolution 6)**
4. To re-appoint PricewaterhouseCoopers, Hong Kong as the Company's Auditor and to authorise the Directors to fix their remuneration. **(Resolution 7)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

**6. SHARE ISSUE MANDATE**

That pursuant to Rule 806 of the Listing Manual of the SGX-ST, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
  - (b) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
    - (i) new shares arising from the conversion or exercise of convertible securities;
    - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
    - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
  - (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities. [See Explanation Note (ii)] **(Resolution 8)**
- 7. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE STYLE MERCHANTS EMPLOYEE SHARE OPTION SCHEME 2010**
- That the Directors of the Company be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Style Merchants Employee Share Option Scheme 2010 (the "Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to (a) the Scheme, and (b) all outstanding options or awards granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. [See Explanation Note (iii)] **(Resolution 9)**

By Order of the Board

Yvonne Choo  
Hazel Chia Luang Chew  
Company Secretaries

Singapore, 6 July 2011

**Explanatory Notes:**

- (i) The Ordinary Resolution 5 proposed in item 3(a) above is to approve an amount of S\$15,652 as Director's fee payable to a Non-Executive Director who was appointed on 10 November 2010, during the financial year ended 31 March 2011.
- (ii) The Ordinary Resolution 8 proposed in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro-rata basis.
- (iii) The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to (a) the exercise of the options under the Scheme, and (b) all outstanding options or awards granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company.

**Notes:**

1. A Shareholder is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company.
2. If a Depositor wishes to appoint a proxy/proxies to attend the Annual General Meeting (the "Meeting"), then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time of the Meeting.
3. If the Depositor is a corporation, then the Depositor Proxy Form must be executed under seal or the hand of its duly authorized officer or attorney and must be deposited at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time of the Meeting.

**NOTICE OF SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a special general meeting (the "SGM") of The Style Merchants Limited (the "Company") will be held at Stamford Room, Maxwell Chambers, 32 Maxwell Road, #03-01, Singapore 069115 on Friday, 29 July 2011 at 11:00 a.m. or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company to be held at 10:30 a.m. on the same day and at the same place, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

All capitalised terms used herein shall have the same meaning as ascribed to them in the circular to Shareholders dated 5 July 2011 (the "Circular"), unless a contrary intention appears.

**ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE STYLE MERCHANTS PERFORMANCE SHARE PLAN**

That the performance share plan to be named "The Style Merchants Performance Share Plan" (the "Plan"), the rules of which have been set out in the Circular, be and is hereby approved and adopted, and that the Directors be and are hereby authorised:

- (i) to establish and administer the Plan;
- (ii) to modify and/or amend the Plan from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
- (iii) subject to the same being allowed by law, to issue new shares in the share capital of the Company towards the satisfaction of the awards (the "Awards") granted under the Plan provided that the aggregate number of Shares to be issued or issuable pursuant to the Plan and any other share based schemes of the Company, and the Plan, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company from time to time; and
- (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

BY ORDER OF THE BOARD

Yvonne Choo / Hazel Chia Luang Chew  
Company Secretaries  
Singapore

6 July 2011

**Notes:**

1. A shareholder of the Company (the "Shareholder") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company.
2. If a Shareholder wishes to appoint a proxy/proxies to attend the SGM, then he/she must complete and deposit the Shareholder Proxy Form at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time of the SGM.
3. If the Shareholder is a corporation, then the Shareholder Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney and must be deposited at the office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, at least forty-eight (48) hours before the time of the SGM.