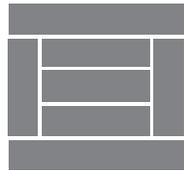

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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EXCEL DEVELOPMENT (HOLDINGS) LIMITED

怡益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1372)

**DECLARATION AND PAYMENT OF SPECIAL CASH DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 5 to 9 of this Circular.

A notice convening the EGM to be held at Montparnasse Room I–II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 4 August 2015, at 11:00 a.m. is set out on pages 10 to 12 of this Circular. Whether or not you are able to attend and vote at the EGM (or any adjournment thereof), you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

20 July 2015

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DEFINITIONS

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

“acting in concert”	has the meaning ascribed thereto in the Takeovers Code
“Articles of Association”	the articles of association of the Company currently in force
“associate”	has the meaning ascribed thereto in the Takeovers Code or the Listing Rules (as appropriate)
“Best Trader”	Best Trader International Limited, a company incorporated in BVI with limited liability and a direct wholly-owned subsidiary of the Company as at the date of this Circular
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Cayman Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Circular”	the circular issued by the Company in relation to the Special Cash Dividend
“Company”	Excel Development (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1372)
“Completion”	the completion of the sale and purchase of the Share Sale pursuant to the Sale and Purchase Agreement
“Consideration”	the consideration of HK\$485,010,000 payable by the Offeror to the Vendor in relation to the Share Sale pursuant to the Sale and Purchase Agreement
“Deed of Share Charge”	the deed of share charge dated 5 June 2015 entered into by Best Trader (as chargor) to create a share charge in favour of Sureguard (as chargee) over the entire issued share capital of Great Jump, and this deed of share charge was released pursuant to a deed of release on 16 July 2015
“Directors”	director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened on 4 August 2015 to seek the approval of the Shareholders in respect of the Special Cash Dividend

DEFINITIONS

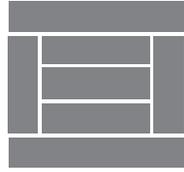
“Great Jump”	Great Jump Enterprises Limited, a company incorporated in BVI with limited liability and a direct wholly-owned subsidiary of Best Trader as at the date of this Circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Joint Announcement”	the joint announcement issued by (i) the Company; (ii) Vantage; and (iii) the Offeror of 16 June 2015 in relation to, among other things, the Sale and Purchase Agreement, the Offer, the proposed payment of the Special Cash Dividend, the Sureguard Loan and the Share Charge
“Latest Practicable Date”	16 July 2015, being the latest practicable date prior to the printing of this Circular for ascertaining certain information in this Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement dated 5 June 2015 entered into between Best Trader as borrower and Sureguard as lender in respect of the Sureguard Loan, and this loan agreement was terminated by Best Trader and Sureguard pursuant to a termination agreement on 16 July 2015
“Offer”	the mandatory unconditional cash offer made by Kingston Securities Limited on behalf of the Offeror, to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) on the terms to be set out in the composite document
“Offeror”	Youth Force Asia Ltd., a company incorporated in BVI with limited liability, which is wholly-owned by Mr. JIANG Jianhui as at the date of this Circular
“Record Date”	19 August 2015, being the record date to determine entitlements of the Shareholders to the Special Cash Dividend

DEFINITIONS

“Sale and Purchase Agreement”	the sale and purchase agreement dated 5 June 2015 entered into among the Offeror, the Vendor and Vantage pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the 150,000,000 Shares, representing 75% of the issued share capital of the Company as at the date of the Sale and Purchase Agreement, at the Consideration
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Charge”	the share charge created by Best Trader in favour of Sureguard over the entire issued share capital of Great Jump pursuant to the Deed of Share Charge
“Shareholder(s)”	holder(s) of Share(s)
“Share Premium Account”	the share premium account of the Company
“Share Sale”	acquisition of 150,000,000 Shares by the Offeror from the Vendor in accordance with the terms and conditions of the Sale and Purchase Agreement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Special Cash Dividend”	a special cash dividend of HK\$50,000,000, representing HK\$0.25 per Share, declared by the Board pursuant to a resolution passed on 5 June 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules
“Sureguard”	Sureguard Limited, a company incorporated in Hong Kong with limited liability and indirectly wholly-owned by Vantage as at the date of this Circular
“Sureguard Loan”	the interest-free loan facility in an aggregate amount of HK\$50,000,000 made available to Best Trader by Sureguard pursuant to the Loan Agreement
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“Vantage”	Vantage International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 15)
“Vendor”	Profit Chain Investments Limited, a company incorporated in BVI with limited liability and a direct wholly-owned subsidiary of Vantage as at the date of this Circular
“%”	per cent.



EXCEL DEVELOPMENT (HOLDINGS) LIMITED
怡益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1372)

Executive Directors

Mr. LI Chi Pong (*Chief Executive Officer*)

Mr. POON Yan Min

Non-executive Director

Mr. YAU Kwok Fai (*Chairman*)

Independent non-executive Directors

Dr. LAW Kwok Sang

Professor Patrick WONG Lung Tak *B.B.S., J.P.*

Ms. MAK Suk Hing

Registered Office

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

***Head Office and Principal Place
of Business in Hong Kong***

No. 155 Waterloo Road

Kowloon Tong

Kowloon

Hong Kong

20 July 2015

To the Shareholders

Dear Sir or Madam,

**DECLARATION AND PAYMENT OF SPECIAL CASH DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 5 June 2015, the Board recommended the declaration and payment of the Special Cash Dividend of HK\$50,000,000, representing HK\$0.25 per Share from the Share Premium Account. The declaration and payment of the Special Cash Dividend is conditional upon, inter alia, the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Cash Dividend out of the Share Premium Account pursuant to the Articles of Association of the Company.

On 16 June 2015, it was announced that on 5 June 2015, (i) the Offeror, the Vendor and Vantage entered into the Sale and Purchase Agreement pursuant to which the Offeror agreed to acquire and the Vendor agreed to sell 150,000,000 Shares, representing 75% of the

LETTER FROM THE BOARD

entire issued share capital of the Company as at the date of the Sale and Purchase Agreement, for a total Consideration of HK\$485,010,000, equivalent to HK\$3.2334 per Sale Share; (ii) Best Trader and Sureguard entered into the Loan Agreement pursuant to which Sureguard agreed to make available an interest-free loan facility of HK\$50,000,000 to Best Trader for a term of 30 months from the date of the Loan Agreement; and (iii) Best Trader entered into the Deed of Share Charge to create a share charge in favour of Sureguard over the entire issued share capital of Great Jump.

There is no condition precedent to the Sale and Purchase Agreement and Completion took place on the same date as the Sale and Purchase Agreement.

The Sureguard Loan and the Share Charge constitute special deals under the Takeovers Code. On 16 July 2015, the Sureguard Loan was terminated pursuant to a termination agreement and the Share Charge was released pursuant to a deed of release. Please refer to the joint announcement of the Company and Vantage of 16 July 2015 for further details.

Immediately upon Completion, the Offeror and the parties acting in concert with it became interested in 75% of the entire issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror shall make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it).

The purpose of this Circular is to provide you with, inter alia, (i) further information regarding the proposed payment of the Special Cash Dividend; and (ii) a notice of the EGM to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the EGM.

PROPOSED PAYMENT OF SPECIAL CASH DIVIDEND

On 5 June 2015, the Board proposed the declaration and payment of the Special Cash Dividend of HK\$0.25 per Share (totaling HK\$50,000,000 on the basis of 200,000,000 Shares in issue as at the Latest Practicable Date) from the Share Premium Account subject to the fulfillment of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Cash Dividend pursuant to Articles 133 and 134 of the Articles of Association of the Company; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Cash Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived and if any of them is not satisfied, the Special Cash Dividend will not be paid.

LETTER FROM THE BOARD

Subject to the fulfillment of the above conditions, it is expected that the Special Cash Dividend will be paid in cash on or about Wednesday, 2 September 2015 to those Shareholders whose names appear on the register of members of the Company at the close of business of the Record Date (being a date falling after the close of the Offer for determination of entitlements to the Special Cash Dividend).

Since the Record Date falls on a date after the close of the Offer, those Shareholders who have tendered their acceptances of the Offer will not be entitled to receive the Special Cash Dividend.

Reasons for and effect of the payment of the Special Cash Dividend

As the Company has been making profits in the last three years and has not declared and paid any dividend since its listing on the Main Board of the Stock Exchange in 2013, the Board proposes to pay the Special Cash Dividend to the Shareholders in appreciation of their continuing support. The Company is a holding company and a significant part of the Group's business is carried out through operating subsidiaries of the Company at which level earnings are retained. As such, the Company may not have sufficient retained earnings to pay the Special Cash Dividend at the holding company level.

Nevertheless, the Board believes that the payment of the Special Cash Dividend will not have any material adverse effect on the financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Having taken into account of the foregoing and a number of factors, including the cash flow, performance and financial condition of the Company, the Board considers it appropriate and proposes that the Special Cash Dividend be paid out of the Share Premium Account in accordance with Articles 133 and 134 of the Articles of Association and the Cayman Companies Law. The Board considers such an arrangement to be in the interests of the Company and its Shareholders as a whole.

Closure of register of members

The register of members of the Company will be closed from Monday, 17 August 2015 to Wednesday, 19 August 2015 (both days inclusive) for the purpose of determining the entitlements of the Shareholders to the Special Cash Dividend, during which period no transfer of Shares will be effected. In order to qualify for the proposed Special Cash Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 14 August 2015.

EGM AND VOTING BY POLL

The EGM will be held for the purpose of considering and, if thought fit, approving by way of poll the Special Cash Dividend.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders will be required to abstain from voting on the ordinary resolution approving the payment of the Special Cash Dividend out of the Share Premium Account to be proposed at the EGM.

All resolutions are to be voted by way of poll. The Company will announce the results of the poll in the manner prescribed under the Listing Rules.

A notice convening the EGM to be held at Montparnasse Room I-II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 4 August 2015, at 11:00 a.m. is set out on pages 10 to 12 of this Circular. Whether or not you are able to attend and vote at the EGM (or any adjournment thereof), you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The register of members of the Company will be closed from Friday, 31 July 2015 to Tuesday, 4 August 2015 (both days inclusive) for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 30 July 2015.

RECOMMENDATION

The Board believes that approving the payment of the Special Cash Dividend out of the Share Premium Account is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolution to be proposed at the EGM.

LETTER FROM THE BOARD

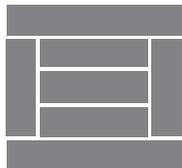
RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, include 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.

Yours faithfully,
By Order of the Board
Excel Development (Holdings) Limited
LI Chi Pong
Executive Director and Chief Executive Officer

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



EXCEL DEVELOPMENT (HOLDINGS) LIMITED

怡益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1372)

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, 4 AUGUST 2015

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Excel Development (Holdings) Limited (the “Company”) will be held at Montparnasse Room I–II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 4 August 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

“**THAT:**

- a. the declaration and payment of a special cash dividend of HK\$0.25 per ordinary share of the Company out of the share premium account of the Company pursuant to Articles 133 and 134 of the Articles of Association of the Company and in accordance with the Cayman Companies Law (as amended) of the Cayman Islands (the “**Special Cash Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors (the “**Board**”) for determining entitlements to the Special Cash Dividend be and is hereby approved; and
- b. the directors (the “**Directors**”) and officers of the Company be and are hereby authorised to execute such documents and take such action as they deem appropriate for the foregoing purpose.”

By Order of the Board

Excel Development (Holdings) Limited

LI Chi Pong

Executive Director and Chief Executive Officer

Hong Kong, 20 July 2015

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

***Head Office and Principal Place
of Business in Hong Kong***

No. 155 Waterloo Road
Kowloon Tong
Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed herewith. If you wish to appoint proxy(ies), you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited ("**Tricor**") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the EGM (or any adjournment thereof).
4. In the case of joint registered holders of shares in the Company, any one of such holders may attend and vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM (or any adjournment thereof), either personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. All the resolutions are to be voted by way of poll.
6. The register of members of the Company will be closed from Friday, 31 July 2015 to Tuesday, 4 August 2015 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the EGM. During such period, no transfer of shares will be registered and no shares in the Company will be allotted and issued on the exercise of the subscription rights attached to the share options granted by the Company. In order to be eligible to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with Tricor at the above address for registration not later than 4:30 p.m. on Thursday, 30 July 2015. Shareholders whose names appear on the register of members of the Company on Friday, 31 July 2015 shall be entitled to attend and vote at the EGM.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the executive directors of the Company are Mr. LI Chi Pong and Mr. POON Yan Min, the non-executive director of the Company is Mr. YAU Kwok Fai and the independent non-executive directors of the Company are Dr. LAW Kwok Sang, Professor Patrick WONG Lung Tak B.B.S., J.P. and Ms. MAK Suk Hing.

The English text of this notice shall prevail over its Chinese text.