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

If you have sold or transferred all your shares in Coastal Greenland Limited (the “Company”), you should at once hand this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CGL
沿海綠色家園®

沿海綠色家園有限公司

COASTAL GREENLAND LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1124)

DISCLOSEABLE TRANSACTION

A letter from the board of directors of the Company is set out on pages 4 to 9 of this circular.

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DEFINITIONS

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

“AG Coastal”	AG Coastal Ltd., a company incorporated in the British Virgin Islands with limited liability and the holding company of AG Coastal Dalian
“AG Coastal Dalian”	AG Coastal Dalian Ltd., a company incorporated in the British Virgin Islands with limited liability and the purchaser to the Agreement
“Agreement”	the sale and purchase agreement dated 27 January 2007 and entered into among Coastal Realty, AG Coastal Dalian and the Company in relation to the sale and purchase of the Sale Share
“Angelo Gordon”	funds managed by or affiliates of Angelo, Gordon & Co., L.P., a privately-held registered investment advisor dedicated to alternative investing. Angelo, Gordon & Co., L.P. was founded in 1988 and currently manages approximately US\$10 billion. It began investing in commercial real estate in 1993 and has acquired over US\$5 billion of properties. It focuses on a value-added approach through the acquisition of sub-performing real estate properties across a broad range of geographical markets and product types. With real estate professionals in offices in New York, Los Angeles, Hong Kong and Seoul, it has a global view of the market, with a strong emphasis on the United States and Asia
“Board”	the board of Directors
“CIH”	Coastal International Holdings Limited
“Coastal Realty”	Coastal Realty Development Co. Limited, a company incorporated in Hong Kong, an indirect wholly owned subsidiary of the Company and the vendor to the Agreement
“Company”	Coastal Greenland Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Share in accordance with the Agreement

DEFINITIONS

“connected persons”	has the meaning ascribed to this term under the Listing Rules
“Dalian Project”	the project for developing mixed-use property including luxurious residential, office, service apartments, hotels, retail shops and car park on the Land
“Directors”	the directors of the Company
“Disposal”	the disposal by Coastal Realty of the Sale Share subject to and upon the terms and conditions of the Agreement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Initial Shareholder Loan”	the initial shareholder loan to be advanced by each of AG Coastal Dalian and Coastal Realty to Super Investment in an amount of up to RMB50,000,000 (equivalent to approximately HK\$50,000,000) each in equivalent amount of United States dollars or Hong Kong dollars
“Innovative Marketing”	海創營銷策劃(深圳)有限公司 (Innovative Marketing and Strategy (Shenzhen) Ltd.), a company established in the PRC and a wholly owned subsidiary of the Company
“Land”	Area A, lot 3, 6, 7 and 8, Xinhaiwan, Shahekou, Dalian, the PRC
“Latest Practicable Date”	26 February 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Liaoning Baocheng”	遼寧寶城房地產開發有限公司 (Liaoning Baocheng Real Estate Development Co. Ltd.), a company established in the PRC and a wholly owned subsidiary of Super Investment
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Renminbi Loan”	the loan with a principal amount of RMB60,000,000 (equivalent to approximately HK\$60,000,000)
“Sale Share”	one share of HK\$1.00 in the share capital of Super Investment, representing 50% of the entire issued share capital of Super Investment, which is legally and beneficially owned by Coastal Realty
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option Scheme”	share option scheme adopted by the Company on 20 September 1997
“Shareholders”	holders of the shares of HK\$0.10 each in the capital of the Company
“Shareholders Deed”	shareholders’ deed in relation to the rights and obligations of shareholders of Super Investment entered into among AG Coastal Dalian, Coastal Realty, Super Investment, AG Coastal and the Company on the date of Completion
“Super Investment”	Super Investment Development Limited, a company incorporated in Hong Kong with limited liability
“Super Investment Group”	Super Investment and its subsidiary(ies)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US Dollar Loan”	the loan with a principal amount of US\$30,000,000 (equivalent to approximately HK\$233,400,000)
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“RMB”	Renminbi, the lawful currency for the time being of the PRC
“US\$”	United States dollars, the lawful currency for the time being of the United States of America
“%”	per cent.

For the purpose of this circular, unless otherwise specified, conversions of US\$ and RMB into HK\$ are based on the approximate exchange rates of US\$1.00 to HK\$7.78 and RMB1.00 to HK\$1.00.

LETTER FROM THE BOARD



CGI
沿海綠色家園®

沿海綠色家園有限公司
COASTAL GREENLAND LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1124)

Executive Directors:

Mr. Chan Boon Teong (*Chairman*)
Mr. Jiang Ming (*Vice Chairman & Managing Director*)
Mr. Tao Lin
Mr. Cheng Wing Bor
Mr. Lin Chen Hsin
Mr. Wu Xin
Mr. Xin Xiangdong

Non-executive Directors:

Mr. Zheng Hong Qing
Mr. Oliver P. Weisberg
Mr. William F. Harley III (alias Mickey Harley)
Mr. Hu Aimin
Mr. Zhang Yijun
Mr. Zhang Huaqiao

Independent non-executive Directors:

Mr. Tang Lap Yan
Mr. Law Kin Ho
Mr. Wong Kai Cheong

To the Shareholders

Dear Sir or Madam,

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Suite 1708, 17th Floor
One Exchange Square
8 Connaught Place
Central
Hong Kong

28 February 2007

DISCLOSEABLE TRANSACTION

INTRODUCTION

Reference is made to the announcement of the Company dated 6 February 2007 in relation to, among other matters, the Disposal by Coastal Realty, in respect of one share of HK\$1.00 in the share capital of Super Investment, representing 50% of the entire issued share capital of Super Investment. The Disposal constitutes a discloseable transaction on the part of the Company under the Listing Rules.

The purpose of this circular is to provide further details regarding the Disposal.

LETTER FROM THE BOARD

AGREEMENT

Date: 27 January 2007

Parties: (1) Vendor : Coastal Realty
(2) Purchaser : AG Coastal Dalian
(3) Guarantor : the Company

AG Coastal Dalian is principally engaged in investment holding and was incorporated to hold the 50% equity interests of Super Investment. The holding company of AG Coastal Dalian is AG Coastal. AG Coastal Dalian and AG Coastal are ultimately wholly owned by Angelo Gordon.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of AG Coastal Dalian and its ultimate beneficial owners is a third party independent of the Company and its connected persons.

Coastal Realty is an indirect wholly owned subsidiary of the Company incorporated in Hong Kong and is principally engaged in investment holdings.

Asset disposed

Pursuant to the Agreement, AG Coastal Dalian agreed to acquire and Coastal Realty agreed to sell the Sale Share, being one share of HK\$1.00 in the share capital of Super Investment, representing 50% of the entire issued share capital of Super Investment. Prior to Completion, the entire issued share capital of Super Investment was beneficially owned by Coastal Realty. Immediately upon Completion, the entire issued share capital of Super Investment was beneficially owned as to 50% by Coastal Realty and 50% by AG Coastal Dalian.

Consideration

The aggregate cash consideration for the Disposal is US\$51,420,000 (equivalent to approximately HK\$400,048,000) and was paid in cash by AG Coastal Dalian on the date of Completion.

The consideration was determined with reference to the 50% equity interests of Super Investment, the unaudited net asset value of Super Investment of approximately HK\$685,192,000 as at 30 November 2006 and a premium of approximately HK\$57,452,000.

The Directors (including the independent non-executive Directors) consider that the payment terms of the Disposal to be fair and reasonable and on normal commercial terms.

The consideration for the Disposal and the payment terms were arrived at after arm's length negotiations between the parties to the Agreement by taking into account, among other matters, the net asset value of Super Investment as at 30 November 2006. The Directors

LETTER FROM THE BOARD

(including the independent non-executive Directors) consider the terms and conditions of the Disposal to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

The consideration for the Disposal was received by Coastal Realty on the date of Completion.

Condition

The Disposal was conditional upon the warranties (including warranties concerning the issued share capital, corporate power, accounts, taxation, litigation and other business matters of the Super Investment Group) given by Coastal Realty under the Agreement remaining true, accurate and not misleading in any material respects at Completion.

The condition was waivable by AG Coastal Dalian under the Agreement. If the conditions were not fulfilled (or waived by AG Coastal Dalian) on 6 February 2007 (or such later date as the parties may agree), the Agreement should cease and determine.

Completion

Completion took place on 6 February 2007.

On the date of Completion, (i) AG Coastal Dalian, Coastal Realty, Super Investment, AG Coastal and the Company entered into the Shareholders Deed which sets out the operation and management of Super Investment Group and the rights and obligations of AG Coastal Dalian, AG Coastal and Coastal Realty, in particular, a right of exit exercisable by AG Coastal to sell its entire interests in AG Coastal Dalian, which holds 50% of the entire issued share capital of Super Investment, to the Group; and (ii) Liaoning Baocheng, Innovative Marketing, a wholly owned subsidiary of the Company and the Company entered into a project management agreement, in which Innovative Marketing is responsible to manage the development of the Dalian Project at a fee of 4% of the total costs and expenses incurred by Liaoning Baocheng in the Dalian Project, which excludes, inter alia, all costs and expense relating to land acquisition for the Dalian Project, finance costs associated with shareholder loans advanced to Liaoning Baocheng by its shareholders and payroll costs.

Upon Completion, Super Investment either remains as a subsidiary of the Company or becomes a jointly controlled entity held by the Group. The preliminary views of the Directors are that Super Investment remains as a subsidiary of the Company and is consolidated into the consolidated financial statements of the Company. However, the Directors cannot confirm their preliminary views and are currently seeking advices from internal and external sources. Further announcement will be made by the Company upon receiving confirmation on the accounting treatment for Super Investment.

As at the Latest Practicable Date, the Company was not aware of any continuing connected transactions between the Group and AG Coastal Dalian which will occur upon Completion.

Guarantee

Under the Agreement, the Company has agreed to guarantee the performance of the obligations of Coastal Realty pursuant to the terms of the Agreement.

LETTER FROM THE BOARD

SHAREHOLDERS DEED

Directors

The board of directors of each of the companies of Super Investment Group will comprise of six directors and Coastal Realty and AG Coastal Dalian will have the right to appoint four directors and two directors to the board of each of the companies of Super Investment Group respectively.

Initial Shareholder Loan

Each of AG Coastal Dalian and Coastal Realty shall advance to Super Investment in equal amount of up to RMB50,000,000 (equivalent to approximately HK\$50,000,000) in equivalent amount of United States dollars or Hong Kong dollars (which shall be applied by the Company as funding injection to Liaoning Baocheng) as and when the board of Super Investment determines from time to time. As at the Latest Practicable Date, AG Coastal Dalian and Coastal Realty had not advanced the Initial Shareholder Loan to Super Investment.

The Initial Shareholder Loan shall be unsecured and is interest bearing at a compound rate representing the highest rate payable thereon as if such loan were advanced to Liaoning Baocheng directly pursuant to the relevant laws and regulations in the PRC enforceable from time to time calculated from the date of draw down to the date of repayment. As at the Latest Practicable Date, such interest rate was approximately 6.2%.

INFORMATION ON SUPER INVESTMENT

Super Investment is principally engaged in investment holding. Liaoning Baocheng, the only subsidiary of Super Investment, is principally engaged in property development in Dalian, the PRC. As at the Latest Practicable Date, Dalian Project was at the project design stage.

According to the unaudited consolidated management accounts of Super Investment for the period from 20 April 2006 (being its date of incorporation) to 30 November 2006, which is prepared in accordance with generally accepted accounting principles in Hong Kong, Super Investment has no turnover, the net loss before taxation and extraordinary items and the net loss after taxation and extraordinary items of Super Investment were approximately HK\$1,312,000 and approximately HK\$9,738,000 respectively. The significant difference between the net loss before and after tax and extraordinary items was caused by deferred tax of approximately HK\$8,426,000.

As at 30 November 2006, the principal assets of Super Investment Group was land for development of approximately HK\$724,084,000 and the principal liabilities of Super Investment Group was accruals and other payables of approximately HK\$52,478,000. The unaudited net assets of Super Investment Group amounted to approximately HK\$685,192,000 as at 30 November 2006.

A valuation on the Land was conducted by an independent valuer, DTZ Debenham Tie Leung. The Land (net of deferred taxation) was valued by the independent valuer at approximately HK\$678,000,000 as at 31 August 2006.

LETTER FROM THE BOARD

FINANCIAL EFFECT OF THE DISPOSAL

Based on the above unaudited net assets of approximately HK\$685,192,000 and the consideration for the Disposal of US\$51,420,000 (equivalent to approximately HK\$400,048,000), it is estimated that the gain on Disposal was approximately HK\$57,452,000.

Taking into account of the use of the proceeds, the liabilities of the Group was reduced by approximately HK\$250,000,000 and the assets of the Group was increased by approximately HK\$148,000,000 as a result of the Disposal.

REASONS FOR THE DISPOSAL

The Group is principally engaged in the property development, property investment and provision of property management services.

The estimated total net proceeds, including the Initial Shareholders Loan, receivable by the Group for the Disposal will amount to approximately HK\$448,000,000. The Directors intend to utilise the net proceeds from the Disposal as to approximately HK\$300,000,000 to repay the US Dollar Loan and discharge the Renminbi Loan and as to approximately HK\$148,000,000 as general working capital of the Group.

The principal amount of the US Dollar Loan is US\$30,000,000 (equivalent to approximately HK\$233,400,000). It has an interest rate of 3% per quarter and was intended to be used to the discharge of Liaoning Baocheng's obligations under the security or guarantee provided by it and as general working capital of Liaoning Baocheng.

Liaoning Baocheng acted as the guarantor of the Renminbi Loan to guarantee the repayment by 沈陽海鳥裝飾工程有限公司 (transliterated as Shenyang Hainiao Renovation Co. Ltd.), the borrower of the Renminbi Loan and a third party independent of the Company and its connected persons, of up to RMB60,000,000 (equivalent to approximately HK\$60,000,000), which the borrower defaulted to make repayment.

The Directors believe that the Disposal provided the Group with (i) an opportunity to co-operate with an international fund management company such as Angelo, Gordon & Co., L.P., which has international experience in the international capital markets for real estate; (ii) the proceeds from the Disposal can be used to finance the Dalian Project; and (iii) the proceeds from the Disposal can be used to reduce the debt level of the Group.

Taking into account the benefits of the Disposal as described above, the Board is of the view that the terms of the Disposal are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

The Company has no current intention to dispose the remaining 50% interests in Super Investment.

LETTER FROM THE BOARD

LISTING RULES IMPLICATION

The Disposal constitutes a discloseable transaction on the part of the Company under Rule 14.06 of the Listing Rules.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

By order of the Board
Coastal Greenland Limited
Chan Boon Teong
Chairman

1. 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 collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, were as follows:

(a) Director's interests and short positions in the securities of the Company

Name of director	Number or attributable number of shares held or short positions	Number or attributable number of underlying shares held or short positions	Capacity		Approximate percentage or attributable percentage of shareholding (%)
			Beneficial owner	Interest of controlled corporation	
Chan Boon Teong (Notes 1, 2, 3 & 4)	1,027,890,527 (L)	6,400,000 (L)	6,400,000 (L)	1,027,890,527 (L)	44.67
Jiang Ming (Notes 1, 2, 3 & 5)	1,027,890,527 (L)	6,400,000 (L)	6,400,000 (L)	1,027,890,527 (L)	44.67
Tao Lin (Notes 1, 2, 3 & 6)	1,027,890,527 (L)	6,400,000 (L)	6,400,000 (L)	1,027,890,527 (L)	44.67
Cheng Wing Bor (Notes 1, 2, 3 & 7)	1,027,890,527 (L)	6,400,000 (L)	6,400,000 (L)	1,027,890,527 (L)	44.67
Lin Chen Hsin (Notes 1, 2, 3 & 8)	1,029,490,527 (L)	1,600,000 (L)	2,080,000 (L)	1,027,890,527 (L)	44.48

L: Long Position

Notes:

1. 497,600,000 Shares are beneficially owned by CIH, of which the entire issued voting share capital is held as to 20% by Chan Boon Teong, 35% by Jiang Ming, 12% by Tao Lin, 5% by Cheng Wing Bor, 3% by Lin Chen Hsin and 25% by Great Scope Investments Limited (the entire issued voting share capital of which is held by Jiang Ming). These 497,600,000 shares represent an aggregate of 21.49% of the issued share capital of the Company.
2. 46,080,000 Shares are beneficially owned by Glory View Investments Limited, of which the entire issued voting share capital is held by CIH. The issued voting share capital of CIH is held in the manner as stated in the foregoing note (a). These 46,080,000 Shares represent an aggregate of 1.99% of the issued share capital of the Company.
3. 484,210,527 Shares are beneficially owned by Coastal Enterprise Group Limited, of which the entire issued voting share capital is held by CIH. The issued voting share capital of CIH is held in the manner as stated in the foregoing note (a). These 484,210,527 Shares represent an aggregate of 20.91% of the issued share capital of the Company.
4. The interests in 6,400,000 Shares represent 6,400,000 Shares to be allotted and issued upon the exercise of the share options granted to Chan Boon Teong under the Share Option Scheme.
5. The interests in 6,400,000 Shares represent 6,400,000 Shares to be allotted and issued upon the exercise of the share options granted to Jiang Ming under the Share Option Scheme.
6. The interests in 6,400,000 Shares represent 6,400,000 Shares to be allotted and issued upon the exercise of the share options granted to Tao Lin under the Share Option Scheme.
7. The interests in 6,400,000 Shares represent 6,400,000 Shares to be allotted and issued upon the exercise of the share options granted to Cheng Wing Bor under the Share Option Scheme.
8. The interests in 2,080,000 Shares represent 480,000 Shares beneficially owned by Lin Chen Hsin and 1,600,000 Shares to be allotted and issued upon the exercise of the share options granted to Lin Chen Hsin under the Share Option Scheme.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of shareholder	Number or attributable number of shares or underlying shares held or short positions	Capacity			Approximate percentage or attributable percentage of shareholding (%)
		Beneficial owner	Family interest	Interest of controlled corporation	
Yang Sun Xin (<i>Note 1</i>)	1,034,290,527 (<i>L</i>)	–	1,034,290,527 (<i>L</i>)	–	44.67
CIH (<i>Notes 2 & 3</i>)	1,027,890,527 (<i>L</i>)	497,600,000 (<i>L</i>)	–	530,290,527 (<i>L</i>)	44.39
Coastal Enterprise Group Limited (<i>Note 3</i>)	484,210,527 (<i>L</i>)	484,210,527 (<i>L</i>)	–	–	20.91
Shenzhen Investment Limited (<i>Note 4</i>)	615,438,857 (<i>L</i>)	615,438,857 (<i>L</i>)	–	–	26.58

L: Long Position

Notes:

1. Yang Sun Xin is the spouse of Jiang Ming, an executive Director and is deemed to be interested in the 1,027,890,527 Share, which is the aggregate number of Shares that CIH and its wholly owned subsidiaries, Glory View Investments Limited and Coastal Enterprise Group Limited, are interested in and the 6,400,000 outstanding share options held by Jiang Ming.
2. 46,080,000 shares are beneficially owned by Glory View Investments Limited, of which the entire issued voting share capital is held by CIH. These 46,080,000 Shares represent an aggregate of 1.99% of the issued share capital of the Company.
3. 484,210,527 shares are beneficially owned by Coastal Enterprise Group Limited, of which the entire issued voting share capital is held by CIH. These 484,210,527 Shares represent an aggregate of 20.91% of the issued share capital of the Company.
4. The interests in 615,438,857 Shares represent 171,576,000 Shares beneficially owned by Shenzhen Investment Limited and 443,862,857 to be allotted and issued upon the exercise of the convertible bonds issued by the Company and held by Shenzhen Investment Limited.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

As at the Latest Practicable Date, Chan Boon Teong, Jiang Ming, Tao Lin, Cheng Wing Bor and Lin Chen Hsin are directors of CIH which had, or was deemed to have, an interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors nor their respective associates had any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

5. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

6. MISCELLANEOUS

- (a) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The head office and principal place of business of the Company in Hong Kong is located at Suite 1708, 17th Floor, One Exchange Square, 8 Connaught Place, Central, Hong Kong. The branch share registrar and transfer office in Hong Kong of the Company is Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong.
- (b) The company secretary of the Company is Mr. Cheng Wing Bor. Mr. Cheng has over 20 years' experience in accounting and auditing. He holds a professional diploma in accountancy from the Hong Kong Polytechnic and is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants, United Kingdom. Before joining the Group in 1994, he worked in an international accounting firm in Hong Kong for 8 years.
- (c) The qualified accountant of the Company is Ms. Cheung Yin. Ms. Cheung is an associate member of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant in Australia.
- (d) In the event of inconsistency, the English texts of this circular shall prevail over their respective Chinese texts.