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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 licensed securities dealer, bank manager, solicitor, 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Tuesday, 11 September 2007 is set out on pages 20 to 23 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

If you are not able to attend the annual general meeting of the Company, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the commencement of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

17 August 2007

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Tuesday, 11 September 2007 to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the re-election of Directors.
“associate”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Coastal Greenland 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
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 August 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

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

*Non-executive Directors:*

Mr. Zheng Hong Qing  
Mr. William F. Harley III (*alias Mickey Harley*)  
Mr. Oliver P. Weisberg  
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

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

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

17 August 2007

*To Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the AGM, resolutions will be proposed to seek Shareholders' approval for, among other things, the granting of the General Mandate and the Repurchase Mandate to the Directors and the re-election of Directors.

The purpose of this circular is to provide you with further information relating to the resolutions to be proposed at the AGM in respect of the matters as set out in the foregoing paragraph and the notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE AND REPURCHASE MANDATE

The Directors propose to seek the approval of Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate at the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares (other than by way of rights issue or an issue of Shares pursuant to a share option scheme for employees or directors of the Company and/or any of its subsidiaries and/or participants of any invested entity in which the Group holds an equity interest or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of passing such resolution. In addition, an ordinary resolution will also be proposed to authorise an extension of the General Mandate to be granted to the Directors to issue new Shares during the period up to the next annual general meeting of the Company or such earlier period as stated in the relevant resolution by adding to it the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the Company had an aggregate of 2,759,382,857 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 551,876,571 Shares.

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued Shares as at the date of passing such resolution.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 275,938,285 Shares.

The General Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate and the Repurchase Mandate respectively up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

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## LETTER FROM THE BOARD

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An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information required under the Listing Rules to be given to Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

According to Bye-law 87(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

In accordance with Bye-law 87(1), Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Lin Chen Hsin, Mr. William F. Harley III (alias Mickey Harley), Mr. Law Kin Ho and Mr. Wong Kai Cheong shall retire from office by rotation and being eligible will offer themselves for re-election, except that Mr. William F. Harley III has informed the Company that he will not offer himself for re-election as he needs to devote more of his time to his other businesses. Mr. William F. Harley III has also confirmed to the Company that there is no matters that need to be brought to the attention of the Company or its shareholders in connection with his retirement from the office of director of the Company.

In accordance with Bye-law 86(2), the term of the additional Directors appointed on 29 January 2007 Mr. Wu Xin, Mr. Xin Xiang Dong, Mr. Hu Aimin, Mr. Zhang Yijun and Mr. Zhang Huaqiao, shall terminate at the conclusion of the AGM and, being eligible, they will offer themselves for re-election.

At the AGM, an ordinary resolution will be proposed to re-elect Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Lin Chen Hsin, Mr. Wu Xin and Mr. Xin Xiang Dong as executive Directors, Mr. Hu Aimin, Mr. Zhang Yijun and Mr. Zhang Huaqiao as non-executive Directors and Mr. Law Kin Ho and Mr. Wong Kai Cheong as independent non-executive Directors.

Particulars relating to Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Lin Chen Hsin, Mr. Law Kin Ho, Mr. Wong Kai Cheong, Mr. Wu Xin, Mr. Xin Xiang Dong, Mr. Hu Aimin, Mr. Zhang Yijun and Mr. Zhang Huaqiao are set out in Appendix III to this circular.

### AGM

A notice convening the AGM to be held at 10:00 a.m. on Tuesday, 11 September 2007 at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong is set out on pages 20 to 23 of this circular. Resolutions will be proposed at the AGM to approve, among other things, the grant of the General Mandate and the Repurchase Mandate and the re-election of Directors.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk). If you are not able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the commencement of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **PROCEDURES FOR DEMANDING A POLL AT GENERAL MEETING**

The procedures by which the Shareholders may demand a poll at general meeting of the Company are set out in Appendix II to this circular.

### **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.

### **RECOMMENDATION**

The Directors consider that the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board of  
**Coastal Greenland Limited**  
**Chan Boon Teong**  
*Chairman*



This Appendix provides an explanatory statement containing all the information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM to approve the Repurchase Mandate.

## SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,759,382,857 Shares.

Subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 275,938,285 Shares, representing 10% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution approving the Repurchase Mandate.

## SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Trading Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2006</b>		
August	0.70	0.57
September	0.73	0.63
October	1.12	0.66
November	1.27	1.04
December	1.47	1.13
<b>2007</b>		
January	1.29	1.04
February	1.22	1.02
March	1.36	1.05
April	1.29	1.11
May	1.36	1.20
June	1.90	1.28
July	1.76	1.50
August (up to the Latest Practicable Date)	1.55	1.28

**REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares made under the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the value of the Shares and/or the earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Under Bermuda law, any repurchases by a company may be made out of capital paid up on the shares to be repurchased or out of funds of the company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. Any premium payable on a purchase over the par value of the shares to be purchased must be provided out of funds of the company otherwise available for dividend or distribution or out of the company's share premium account.

In repurchasing Shares, the Directors will only apply funds legally available for repurchase of Shares as stated in the foregoing paragraphs.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited consolidated financial statements of the Company for the year ended 31 March 2007 as contained in the Company's 2006-2007 annual report) in the event that the Repurchase Mandate were to be exercised in full at any time during the repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL**

The Directors have undertaken to the Stock Exchange that it will exercise the powers of the Company to repurchase Shares in accordance with the Listing Rules and the laws of Bermuda so far as the same may be applicable.

If as a result of a Share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. Except for the controlling Shareholder, Coastal International Holdings Limited, the Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who/which may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercised the power to repurchase Shares pursuant to the Repurchase Mandate in full. As at the Latest Practicable Date, Coastal International Holdings Limited has a beneficial interest in 1,027,890,527 Shares or in approximately 37.25% of the issued share capital of the Company and if the power to repurchase Shares pursuant to the Repurchase Mandate were exercised in full such interest of Coastal International Holdings Limited would be increased to approximately 41.39%. The Directors consider that such an increase would give rise to an obligation on the part of Coastal International Holdings Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors, however, have no intention to exercise the Repurchase Mandate to such an extent that Coastal International Holdings Limited and its associates would become obliged to make a mandatory offer under the Takeovers Code. The Directors believe that the shareholding of Shares in public hands would not fall to a level below 25% of the issued share capital of the Company should the Repurchase Mandate be exercised in full.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates have notified the Company of any present intention to sell Shares to the Company or its subsidiaries under the Repurchase Mandate, if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to make purchases of its own Shares.

There have been no repurchases of Shares made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The procedures by which the Shareholders may demand a poll at general meeting of the Company are set out in this Appendix.

Pursuant to Bye-law 66, at any general meeting, a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange (as defined in Bye-laws) or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

The details of the Directors who will retire from office by rotation and being eligible will offer themselves for re-election at the AGM are set out below:

**Mr. Chan Boon Teong**, aged 65, is an executive Director and the chairman of the Group and one of the founders of the Group. He is responsible for corporate direction and development of the Group's business. He graduated from the Imperial College of the University of London, United Kingdom with a Bachelor's degree in Electrical Engineering and also holds Master's degrees in Electrical Engineering and Operational Research from the Polytechnic University of New York City, United States of America. He has over 36 years' experience in commercial, industrial and real estate business in the Southeast Asia region. He was a director of the Kowloon Stock Exchange. He is also an independent non-executive director of TPV Technology Limited, a listed company in Hong Kong, and a director of Cathay United Bank, Ltd., a previously listed company in Taiwan. Mr. Chan is a member of the National Chinese People's Political Consultative Conference and is also a member of the Standing Committee of All-China Federation of Returned Overseas Chinese.

Save as disclosed above and apart from being a director of Coastal Realty (BVI) Limited, Coastal Realty Development Co. Limited, Kings Crown Holdings Ltd. and Coastal Realty Consultancy Limited all being wholly-owned subsidiaries of the Company, and a member of the Company's remuneration committee and strategic planning committee, Mr. Chan does not hold any directorships in other listed companies in the last three years and does not hold any other position in the Company or any subsidiary of the Company. Mr. Chan has a service contract with the Company for a term of three years expiring on 20 September 2009. In accordance with the Bye-laws, Mr. Chan will be subject to retirement by rotation and re-election at the Company's annual general meeting. His salary for the year ended 31 March 2007 is HK\$1,403,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The salary for Mr. Chan will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. In addition, the Company may in its sole and unfettered discretion pay to Mr. Chan a performance bonus not exceeding 5% of the net profit of the Group for each financial year. No bonus is paid or payable to Mr. Chan for the year ended 31 March 2007. Mr. Chan holds a 20% interest in the issued voting share capital of Coastal International Holdings Limited ("CIH"), the controlling Shareholder, which has a beneficial interest in 1,027,890,527 Shares (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 the issue share capital of the Company). In addition, Mr. Chan holds 6,400,000 outstanding share options granted to him under the share option scheme adopted by the Company on 20 September 1997. The exercise price of the 6,400,000 outstanding share options is HK\$0.2 per Share. Also, Mr. Chan holds 10,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 10,000,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Chan does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from the foregoing, Mr. Chan does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

**Mr. Jiang Ming**, aged 49, is an executive Director and the vice chairman of the Group and one of the founders of the Group. He is responsible for strategy planning of the Group. He graduated from the National University of Singapore with a Master's degree in Business Administration. He has over 23 years' experience in investment and corporate management. Prior to the establishment of the Group, he was a general manager of a joint venture enterprise in the PRC for over 7 years. He is a vice-chairman of the Fujian Province Foreign Enterprises Association and an honorary professor at the Wuhan University.

Save as disclosed above and apart from being a director of Coastal Realty (China) Company Limited, Coastal Realty Development Co. Limited, Grand Team Development Limited, Coastal Realty Investment (China) Limited, Coastal Realty (BVI) Limited, Coastal Realty Consultancy Ltd. and Kings Crown Holdings Ltd., all being wholly-owned subsidiaries of the Company, and a member of the Company's strategic planning committee, Mr. Jiang does not hold any directorships in other listed companies in the last three years and does not hold any other position in the Company or any subsidiary of the Company. Mr. Jiang has a service contract with the Company for a term of three years expiring on 20 September 2009. In accordance with the Bye-laws, Mr. Jiang will be subject to retirement by rotation and re-election at the Company's annual general meeting. His salary for the year ended 31 March 2007 is HK\$1,794,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The salary for Mr. Jiang will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. In addition, the Company may in its sole and unfettered discretion pay to Mr. Jiang a performance bonus not exceeding 5% of the net profit of the Group for each financial year. No bonus is paid or payable to Mr. Jiang for the year ended 31 March 2007. Mr. Jiang holds directly and indirectly together a 60% interest in the issued voting share capital of CIH, the controlling Shareholder, which has a beneficial interest in 1,027,890,527 Shares (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 the issue share capital of the Company). In addition, Mr. Jiang holds 6,400,000 outstanding share options granted to him under the share option scheme adopted by the Company on 20 September 1997. The exercise price of the 6,400,000 outstanding share options is HK\$0.2 per Share. Also, Mr. Jiang holds 10,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 10,000,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Jiang does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from the foregoing, Mr. Jiang does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

**Mr. Lin Chen Hsin**, aged 63, is an executive Director who responsible for administration of the Group's Hong Kong office and the public relations of the Group. He has over 20 years' experience in import and export trading and manufacturing. He graduated from the Shanghai Education Institute (上海教育學院). He joined the Group in 1990.

Save as disclosed above and apart from being a director of Coastal Decoration Company Limited, Coastal Realty Agency Company Limited, Coastal Realty Development Co. Limited, Coastal Realty Management Company Limited, Direct Pole Limited, Dragon Gain Investment Limited, Easyteam Limited, Fenhall Development Limited, Fenson Development Limited, Frenwick Development Limited, Gold Vision Investment Limited, Greaton Development Limited, Joinwell Investment Limited, Pearl Square Enterprises Limited, Pendle Company Limited, Tacklemate Investment Limited and Coastal Realty (BVI) Limited, all being wholly-owned subsidiaries of the Company, Mr. Lin does not hold any directorships in other listed companies in the last three years and does not hold any other position in the Company or any subsidiary of the Company. Mr. Lin has a service contract with the Company for a term of three years expiring on 20 September 2009. In accordance with the Bye-laws, Mr. Lin will be subject to retirement by rotation and re-election at the Company's annual general meeting. His salary for the year ended 31 March 2007 is HK\$299,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The salary for Mr. Lin will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. In addition, the Company may in its sole and unfettered discretion pay to Mr. Lin a performance bonus not exceeding 5% of the net profit of the Group for each financial year. No bonus is paid or payable to Mr. Lin for the year ended 31 March 2007. Mr. Lin holds a 3% interest in the issued voting share capital of CIH, the controlling Shareholder, which has a beneficial interest in 1,027,890,527 Shares (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 the issue share capital of the Company). In addition, Mr. Lin holds 1,600,000 outstanding share options granted to him under the share option scheme adopted by the Company on 20 September 1997. The exercise price of the 1,600,000 outstanding share options is HK\$0.2 per Share. Also, Mr. Lin holds 2,500,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 2,500,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Lin does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from the foregoing, Mr. Lin does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

**Mr. Law Kin Ho**, aged 39, is an independent non-executive Director appointed in 2002. Mr. Law graduated from Hong Kong Baptist University with a Bachelor's degree majoring in accountancy. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. Mr. Law is currently practising as a certified public accountant in Hong Kong.

Mr. Law has a service contract with the Company for a term of one year for his service as an independent non-executive Director, which shall be automatically extended for another one year upon expiration of the term of the service contract unless terminated by either party to the service contract, which requires not less than one month's length of notice. In accordance with the Bye-laws, Mr. Law will be subject to retirement by rotation and re-election at the Company's annual general meeting. The director's fee for the year ended 31 March 2007 for Mr. Law is HK\$80,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The director's fee for Mr. Law will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and will be in accordance with the terms of the service contract. There is no service contract with Mr. Law that will entitle him to receive any bonus payment from the Company. Mr. Law holds 2,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 2,000,000 outstanding share options is HK\$1.2 per Share. Apart from the foregoing, Mr. Law does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Mr. Law does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder. Apart from being an independent non-executive Director and a member of the Company's audit committee, Mr. Law does not hold any other position in the Company or any subsidiaries of the Company. Save as disclosed, Mr. Law does not hold any other directorship in other listed public companies in the last three years.

**Mr. Wong Kai Cheong**, aged 45, an independent non-executive Director appointed in 2004. Mr. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England & Wales. Mr. Wong is currently practising as a certified public accountant in Hong Kong. Mr. Wong is also an independent non-executive director of U-RIGHT International Holdings Limited, Continental Holdings Limited and Radford Capital Investment Limited, all of which are listed public companies in Hong Kong.

Mr. Wong has a service contract with the Company for a term of one year for his service as an independent non-executive Director, which shall be automatically extended for another one year upon expiration of the term of the service contract unless terminated by either party to the service contract, which requires not less than one month's length of notice. In accordance with the Bye-laws, Mr. Wong will be subject to retirement by rotation and re-election at the



Company's annual general meeting. The director's fee for the year ended 31 March 2007 for Mr. Wong is HK\$80,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The director's fee for Mr. Wong will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and will be in accordance with the terms of the service contract. There is no service contract with Mr. Wong that will entitle him to receive any bonus payment from the Company. Mr. Wong holds 2,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 2,000,000 outstanding share options is HK\$1.2 per Share. Apart from the foregoing, Mr. Wong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Mr. Wong does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder. Apart from being an independent non-executive Director and a member of the Company's audit committee, Mr. Wong does not hold any other position in the Company or any subsidiaries of the Company. Save as disclosed, Mr. Wong does not hold any other directorship in other listed public companies in the last three years.

The details of the Directors whose term shall terminate at the conclusion of the AGM and being eligible will offer themselves for re-election are set out below:

**Mr. Wu Xin**, aged 41, is an executive Director and the managing director of the Group. Mr. Wu joined the Group in 2006 and is responsible for the execution of business strategy and management of the business of the Group. Before joining the Group, Mr. Wu was a director and general manager of Shanghai Fenghwa Group Company Limited, a company listed on the Shanghai Stock Exchange. He was also a director and general manager of two property developers in Xiamen and had over 13 years' experience in the management of real estate business. He was also a member of the preparation team for setting up a joint-venture bank for Agricultural Bank of China. Mr. Wu graduated from the Tsinghua University in 1988 and the National University of Singapore in 2003 with a bachelor degree in computer science and a master degree in business administration respectively.

Mr. Wu has entered into a service contract with the Group for a term of five years commencing 1 April 2006. His salary, within the term of the directorship with the Company commencing 29 January 2007, for the year ended 31 March 2007 is HK\$317,000, which is determined with reference to his duties and responsibilities with the Group and the Group's performance and the prevailing market situation and is in accordance with the terms of the service contract. In accordance with the Bye-laws, Mr. Wu will be subject to retirement by rotation and re-election at the Company's annual general meeting. The salary for Mr. Wu will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. Under the service contract, the Group may pay

discretionary performance bonus to Mr. Wu on basis as determined by the Board from time to time. Mr. Wu holds 6,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 6,000,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Wu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from the foregoing, Mr. Wu does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder. Save as disclosed above and apart from being a director of Globe Gain Limited, Multi Earning Limited, Smooth Land Limited, Super Investment Development Limited, Coastal Realty Investment (China) Limited, 深圳沿海國投置業有限公司, Liao Ning Bao Cheng Real Estate Develop. Co., Ltd., all being subsidiaries of the Company, and a member of the Company's strategic planning committee and investment committee, Mr. Wu does not hold any other position in the Company or any subsidiary of the Company and does not hold any directorships in other listed companies in the last three years.

**Mr. Xin Xiang Dong**, aged 38, is an executive Director and the vice president of the commercial property division of the Group. Mr. Xin joined the Group in 1999 and is now responsible for overall business development of the commercial property division of the Group. Before joining the Group, Mr. Xin had over 8 years' experience in property business sector that he was employed by a construction company in Singapore and responsible for project management and prior to that he held architect position in the Tianjin Architecture Design Institute. Mr. Xin graduated from the Tianjin Institute of Urban Construction in 1992, the National University of Singapore in 1999 and the University of Reading in 2005 with a bachelor degree in engineering, a master degree in business administration and a master degree in real estate respectively. Mr. Xin is also qualified as a chartered surveyor in the United Kingdom.

Mr. Xin has entered into a service contract with the Group for a term of three years commencing 1 November 2006. His salary, within the term of the directorship with the Company commencing 29 January 2007, for the year ended 31 March 2007 is HK\$112,000, which is determined with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and is in accordance with the terms of the service contract. In accordance with the Bye-laws, Mr. Xin will be subject to retirement by rotation and re-election at the Company's annual general meeting. The salary for Mr. Xin will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. Under the service contract, the Group may pay discretionary performance bonus to Mr. Xin on basis as determined by the Board from time to time. Mr. Xin holds 4,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 4,000,000 outstanding share options is HK\$1.2 per Share. Apart from the foregoing, Mr. Xin does not have, and is not deemed to have any interests or short positions in any shares,

underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Mr. Xin does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholders. Save as disclosed above and apart from being a director of Super Investment Development Limited and Liao Ning Bao Cheng Real Estate Develop. Co., Ltd., all being subsidiaries of the Company, and a member of the Company's investment committee, Mr. Xin does not hold any other position in the Company or any subsidiaries of the Company and does not hold any directorship in other listed public companies in the last three years.

**Mr. Hu Aimin**, aged 58, joined the Group as a non-executive Director in 2007. Mr. Hu is also the Chairman of Shum Yip Holdings Company Limited and Shenzhen Investment Limited, the latter is a listed public company in Hong Kong. He graduated from the Hunan University of China and obtained a master degree in Business Administration. He has over thirty years experience in administrative management. He is also a non-executive director of Ping An Insurance (Group) Company of China, Ltd., and Road King Infrastructure Limited, both of which are listed public companies in Hong Kong.

Mr. Hu has a service contract with the Company for a term of one year for his service as a non-executive Director, which shall be automatically extended for another one year upon expiration of the term of the service contract unless terminated by either party to the service contract, which requires not less than one month's length of notice. In accordance with the Bye-laws, Mr. Hu will be subject to retirement by rotation and re-election at the Company's annual general meeting. Mr. Hu is entitled to a director's fee of HK\$10,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The director's fee for Mr. Hu will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and will be in accordance with the terms of the service contract. There is no service contract with Mr. Hu that will entitle him to receive any bonus payment from the Company. As at the Latest Practicable Date, Shenzhen Investment Limited is beneficially interested in 631,978,857 Shares. Mr. Wu holds 6,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 6,000,000 outstanding share options is HK\$1.2 per Share. Apart from the foregoing, Mr. Hu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from as disclosed, Mr. Hu does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholders. Save as disclosed and apart from being a member of the Company's strategic planning committee, Mr. Hu does not hold any other position in the Company or any subsidiaries of the Company and does not hold any directorship in other listed public companies in the last three years.

**Mr. Zhang Yijun**, aged 52, joined the Group as a non-executive Director in 2007. Mr. Zhang is also the president of Shum Yip Holdings Company Limited and Shenzhen Investment Limited, the latter is a listed public company in Hong Kong. He graduated from South China Normal University in China in 1983 with Bachelor of Philosophy. He is now a senior economist. He holds an EMBA from Shanghai Jiao Tong University. Mr. Zhang possesses vast working experience in government and has over 20 years experience in investment and corporate management. He is also a non-executive director of Road King Infrastructure Limited, a listed public company in Hong Kong.

Mr. Zhang has a service contract with the Company for a term of one year for his service as a non-executive Director, which shall be automatically extended for another one year upon expiration of the term of the service contract unless terminated by either party to the service contract, which requires not less than one month's length of notice. In accordance with the Bye-laws, Mr. Zhang will be subject to retirement by rotation and re-election at the Company's annual general meeting. Mr. Zhang is entitled to a director's fee of HK\$10,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The director's fee for Mr. Zhang will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and will be in accordance with the terms of the service contract. There is no service contract with Mr. Zhang that will entitle him to receive any bonus payment from the Company. As at the Latest Practicable Date, Shenzhen Investment Limited is beneficially interested in 631,978,857 Shares. Mr. Zhang holds 6,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 6,000,000 outstanding share options is HK\$1.2 per Share. Apart from the foregoing, Mr. Zhang does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from as disclosed, Mr. Zhang does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholders. Save as disclosed and apart from being a member of the Company's strategic planning committee, Mr. Zhang does not hold any other position in the Company or any subsidiaries of the Company and does not hold any directorship in other listed public companies in the last three years.

**Mr. Zhang Huaqiao**, 44, joined the Group as a non-executive Director in 2007. Mr. Zhang is also an executive director and chief operating officer of Shenzhen Investment Limited, a listed public company in Hong Kong. He holds a Master of Economics from the Australian National University and a Master of Economics from the Graduate School of the People's Bank of China. He is also a non-executive director of Shenzhen International Holdings Limited, Hong Long Holdings Limited and Tak Sing Alliance Holdings Limited, and an independent non-executive director of Kasen International Holdings Limited, all of which are listed public companies in Hong Kong.

Mr. Zhang has a service contract with the Company for a term of one year for his service as a non-executive Director, which shall be automatically extended for another one year upon expiration of the term of the service contract unless terminated by either party to the service contract, which requires not less than one month's length of notice. In accordance with the Bye-laws, Mr. Zhang will be subject to retirement by rotation and re-election at the Company's annual general meeting. Mr. Zhang is entitled to a director's fee of HK\$10,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The director's fee for Mr. Zhang will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and will be in accordance with the terms of the service contract. There is no service contract with Mr. Zhang that will entitle him to receive any bonus payment from the Company. As at the Latest Practicable Date, Shenzhen Investment Limited is beneficially interested in 631,978,857 Shares. Mr. Zhang holds 6,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 6,000,000 outstanding share options is HK\$1.2 per Share. Apart from the foregoing Mr. Zhang does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from as disclosed, Mr. Zhang does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholders. Save as disclosed and apart from being a member of the Company's strategic planning committee, Mr. Zhang does not hold any other position in the Company or any subsidiaries of the Company and does not hold any directorship in other listed public companies in the last three years.

Save as disclosed above, there is no other matter about the Directors proposed to be re-elected which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or need to be brought to the attention of the Shareholders.

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## NOTICE OF THE AGM

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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)

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Coastal Greenland Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 11 September 2007 at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2007.
2. To declare a final dividend of HK1 cent per share and approve the dividends for the year ended 31 March 2007.
3. To re-elect Directors and authorise the board (the “**Board**”) of Directors to fix the remuneration of Directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

(I) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF THE AGM

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- (b) the aggregate nominal amount of Shares to be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of Bermuda to be held; and
    - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.”
- (II) “**THAT:**
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to participants of the Company and/or any of its subsidiaries and/or any invested entity in which the Group holds an equity interest, of Shares or rights to acquire Shares; or (iii) an issue of Shares as scrip dividends pursuant to the Bye-laws from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly; and

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## NOTICE OF THE AGM

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- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of Bermuda to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the Shareholders on the register on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

- (III) “**THAT** subject to the passing of the Resolutions 5(I) and 5(II) set out in the foregoing, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to Resolution 5(II) set out in the foregoing be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to Resolution 5(I) set out in the foregoing, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the said Resolution.”

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

Hong Kong, 17 August 2007

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Suite 1708, 17th Floor  
One Exchange Square  
8 Connaught Place  
Central  
Hong Kong



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## NOTICE OF THE AGM

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*Notes:*

1. The register of members of the Company will be closed from Friday, 7 September 2007 to Tuesday, 11 September 2007 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend (which is expected to be paid on or around 25 September 2007) and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited (formerly known as Tengis Limited) at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:00 p.m. on Thursday, 6 September 2007.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy or proxies to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited (formerly known as Tengis Limited) at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the commencement of the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that 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. In respect of the proposed Resolution 3 stated above, Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Lin Chen Hsin, Mr. William F. Harley III (alias Mickey Harley), Mr. Law Kin Ho and Mr. Wong Kai Cheong will retire from their offices by rotation at the AGM pursuant to Bye-law 87(1) and being eligible will offer themselves for re-election at the AGM except that Mr. William F. Harley III has informed the Company that he will not offer himself for re-election as he needs to devote more of his time to his other businesses. Mr. William F. Harley III has also confirmed to the Company that there is no matters that need to be brought to the attention of the Company or its shareholders in connection with his retirement from the office of director of the Company. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix III to this circular.
6. Also in respect of proposed Resolution 3 stated above, pursuant to Bye-law 86(2), the term of the additional Directors appointed on 29 January 2007, Mr. Wu Xin, Mr. Xin Xiang Dong, Mr. Hu Aimin, Mr. Zhang Yijun and Mr. Zhang Huaqiao shall terminate at the conclusion of the AGM and, being eligible, they will offer themselves for re-election. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix III to this circular.
7. In respect of the proposed Resolution 5(I) stated above, the Directors wish to state that they will exercise the power conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefits of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on this Resolution as required by the Listing Rules is included in Appendix I to this circular.
8. In respect of the proposed Resolution 5(II) stated above, the Directors wish to state that they have no immediate plans to issue new Shares other than the new Shares to be issued upon the exercise of subscription rights of options granted under the share option scheme of the Company, if any.