
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, 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 transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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COASTAL 沿海
COASTAL GREENLAND LIMITED
沿海綠色家園有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 01124)

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

A notice convening an annual general meeting of the Company to be held at Suite 1712-16, 17th Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 12 September 2016 at 2:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are 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 return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding 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.

* For identification purpose only

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DEFINITIONS

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

“acting in concert”	has the meaning ascribed to this term under the Takeovers Code
“AGM”	the annual general meeting of the Company to be held at Suite 1712-16, 17th Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 12 September 2016 at 2:00 p.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate and the proposed 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
“CIH”	Coastal International Holdings Limited, the controlling Shareholder
“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
“Director(s)”	the director(s) 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 the Subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	25 July 2016, 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
“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”	Securities and Futures Ordinance (Chapter 571 of the 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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

COASTAL 沿海
COASTAL GREENLAND LIMITED
沿海綠色家園有限公司^{*}
(incorporated in Bermuda with limited liability)
(Stock Code: 01124)

Executive Directors:

Mr. Jiang Ming (*Chairman*)
Mr. Tao Lin
Mr. Cai Shaobin
Mr. Xia Xianglong

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Non-executive Directors:

Mr. Lu Jiqiang
Dr. Dai Jingming

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

Suite 1712-16, 17th Floor
China Merchants Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Independent non-executive Directors:

Mr. Chen Xiaotian
Mr. Wong Kai Cheong
Mr. Yang Jiangang
Mr. Huang Xihua

29 July 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES 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 information relating to the resolutions to be proposed at the AGM in respect of the matters as set out in the foregoing paragraph and a notice of the AGM.

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LETTER FROM THE BOARD

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 script 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 amount of up to 20% 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 4,185,874,285 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 837,174,857 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 amount of up to 10% 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 418,587,428 Shares.

The General Mandate (including the extended 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 (including the extended 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 (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

LETTER FROM THE BOARD

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 the 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 the 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 the Bye-law 87(1), Mr. Jiang Ming, Mr. Chen Xiaotian and Mr. Lu Jiqiang shall retire from office by rotation and, Mr. Jiang Ming and Mr. Lu Jiqiang, being eligible, will offer themselves for re-election.

Due to his decision to devote more time to his personal endeavors, Mr. Chen Xiaotian will not offer himself for re-election at the AGM. The Board would like to take this opportunity to express its sincere gratitude to Mr. Chen for his valuable contributions to the Group during his term of office.

Mr. Chen Xiaotian confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

According to the Bye-law 86(2), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at that meeting.

In accordance with the Bye-law 86(2), Mr. Xia Xianglong and Mr. Huang Xihua, who were appointed as an executive Director and an independent non-executive Director respectively on 1 June 2016, shall hold office until the date of the AGM and, being eligible, will offer themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Jiang Ming and Mr. Xia Xianglong as executive Directors and Mr. Lu Jiqiang as a non-executive Director and Mr. Huang Xihua as an independent non-executive Director.

Particulars relating to Mr. Jiang Ming, Mr. Xia Xianglong, Mr. Lu Jiqiang and Mr. Huang Xihua are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Suite 1712-16, 17th Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 12 September 2016 at 2:00 p.m. is set out on pages 15 to 19 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

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. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding 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.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. Accordingly, all the resolutions put to vote at the AGM will be taken by way of poll. The chairman of the AGM will explain the detailed procedure for conducting a poll at the commencement of the AGM.

The Company will appoint scrutineers to handle the vote-taking procedures at the AGM. The results of the poll will be published after the conclusion of the AGM on the websites of the Stock Exchange and of the Company.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder nor is there any obligation or entitlement of any such Shareholder as at the Latest Practicable Date, whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares in the Company to a third party, either generally or on a case-by-case basis.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no discrepancy between any Shareholder's beneficial shareholding interest in the Company as disclosed in this circular and the number of Shares in respect of which he will control or will be entitled to exercise control over the voting right at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate (including the extended 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 the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Coastal Greenland Limited
Jiang Ming
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 4,185,874,285 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 418,587,428 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>
2015		
July	0.300	0.202
August	0.250	0.171
September	0.207	0.175
October	0.213	0.189
November	0.200	0.179
December	0.198	0.178
2016		
January	0.195	0.170
February	0.197	0.178
March	0.205	0.178
April	0.192	0.177
May	0.191	0.175
June	0.198	0.170
July (up to the Latest Practicable Date)	0.193	0.175

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 of the Company 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 2016 as contained in the Company's 2015-2016 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 the 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 of the Takeovers Code. Except for CIH, 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 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, CIH has a beneficial interest in 1,531,261,978 Shares or in approximately 36.58% 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 CIH would be increased to approximately 40.65%. The Directors consider that such an increase would give rise to an obligation on the part of CIH 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 CIH 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 details of the Directors who will retire from office by rotation or who shall hold office only until the date of AGM and being eligible will offer themselves for re-election at the AGM are set out below:

Mr. Jiang Ming, aged 58, is an executive Director, the chairman and managing director of the Group and one of the founders of the Group. He is responsible for corporate direction, development of the Group's business, strategy planning and the overall management of the Group. He graduated from the National University of Singapore with a Master's degree in Business Administration. He has over thirty-two 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 Investment (China) Limited and Coastal Green Technology Development Group Limited, wholly-owned subsidiaries of the Company, and a member of the Company's strategic planning committee, remuneration committee and nomination committee, Mr. Jiang does not hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas 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 29 September 2018. 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 remuneration for the year ended 31 March 2016 is HK\$3,187,000 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 remuneration 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 2016. As at the Latest Practicable Date, Mr. Jiang holds directly and indirectly a 59% interest in the issued share capital of CIH, which has a beneficial interest in 1,531,261,978 Shares. 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. Xia Xianglong, aged 46, is an executive Director. Mr. Xia graduated from Jiangxi University of Finance and Economics in 1991 with a Bachelor's degree in economics and from Zhongnan University of Economics and Law in 2011 with a Master's degree in Business Administration. He is also a member of the Chinese Institute of Certified Public Accountants in the PRC. Prior to joining the Group from 2000 to 2005, Mr. Xia had served in Kingdee Software (China) Co., Ltd., as a finance manager, and then a general manager of the finance department of such group. In October 2005 Mr. Xia joined the Group and has since then served as the financial controller of Shanghai Fenghua Group Co., Ltd. (a former associate of the Group), the financial controller of Coastal Realty Investment (China) Limited, and since 2012 as the president of Shenzhen Coastal Asset Management Companies (Limited Partnership).

Save as disclosed above and apart from being a member of investment committee, Mr. Xia does not hold any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position in the Company or any subsidiary of the Company. Mr. Xia has entered into a service contract with the Company for a term of three years expiring on 31 May 2019. In accordance with the bye-laws of the Company, Mr. Xia will be subject to retirement by rotation and re-election at the Company's annual general meetings. Under the service contract, Mr. Xia will receive a Director's remuneration of RMB1,443,000 (equivalent to approximately HK\$1,702,000) per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's remuneration of Mr. Xia 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. Pursuant to the terms of the service contract, Mr. Xia may receive bonus payment from the Company at the absolute discretion of the Board. As at the Latest Practicable Date, Mr. Xia has personal interests in 992,000 Shares. Save as disclosed in the foregoing, Mr. Xia 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. Xia does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

Mr. Lu Jiqiang, aged 45, is currently a co-secretary of the board of Shum Yip Group Limited (“Shum Yip Group”), and the chief legal officer of Shenzhen Investment Limited (“Shenzhen Investment”). Mr. Lu graduated from Law School of Peking University, with Bachelor’s degree of Law and Master’s degree of Civil and Commercial Law. He had served in China Merchants Group from 1996 to 2003, and served as a legal advisor of the China Merchants Holdings (International) Company Limited and senior legal officer of China Merchants Group, responsible for corporate governance, compliance, merger and acquisitions, and assets restructure matters. Mr. Lu joined Shum Yip Group in 2003 as the general manager of legal affairs division and the general manager of the asset management division. Presently, Mr. Lu is a PRC lawyer and an arbitrator of China International Economic and Trade Arbitration Commission. Mr. Lu has extensive experience in corporate operation management, law affairs, compliance and risk management.

Mr. Lu 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 required not less than one month’s length of notice. In accordance with the Bye-laws, Mr. Lu will be subject to retirement by rotation and re-election at the Company’s annual general meetings. Under the service contract, Mr. Lu will receive a Director’s fee of HK\$50,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. The director’s fee of Mr. Lu 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 is in accordance with the terms of the service contract. There is no service contract with Mr. Lu that will entitle him to receive any bonus payment from the Company. As at the Latest Practicable Date, Shenzhen Investment is beneficially interested in 631,092,857 Shares. Apart from the foregoing, Mr. Lu 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. Lu does not have any relationship with any other Directors, senior management, substantial shareholders or the controlling Shareholder. Apart from being a non-executive Director, Mr. Lu does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Lu does not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Huang Xihua, aged 58, is an independent non-executive Director. Mr. Huang graduated from Lanzhou Jiaotong University with a Bachelor's degree in Engineering and from Party School of the Central Committee of C.P.C. with a Postgraduate degree in Economics. Mr. Huang is one of the first group of senior professional managers and senior engineers accredited in the PRC. Mr. Huang had served in China Railway No.5 Engineering (Group) Co., Ltd and had held the positions as the head, general manager and chairman from 1999 to 2002 and chairman of China Railway No. 2 Engineering Group Co., Ltd. (a company listed on the Shanghai Stock Exchange) from 2002 to 2007, a designated director of China Railway Group Limited in 2007, the executive president of Hainan Boao Investment Holding Ltd of CITIC Group Corporation in 2008 and an independent director of Bridge Trust Co. Ltd from 2007 to 2010. He is currently the chairman of Zuhui (Tianjin) Investment Ltd. Mr. Huang had been awarded with the honours of model labour and outstanding entrepreneur of Guizhou Province, outstanding entrepreneur of Sichuan Province and outstanding entrepreneur of the construction enterprises in the PRC.

Mr. Huang has entered into a letter of appointment 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 letter of appointment unless terminated by either party to the letter of appointment, which requires not less than one month's length of notice. In accordance with the bye-laws of the Company, Mr. Huang will be subject to retirement by rotation and re-election at the Company's annual general meetings. Under the letter of appointment, Mr. Huang will receive a Director's fee of HK\$130,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee of Mr. Huang 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 letter of appointment. There is no service contract with Mr. Huang that will entitle him to receive any bonus payment from the Company. Mr. Huang 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. Huang did not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company nor hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

NOTICE OF AGM

COASTAL 沿海
COASTAL GREENLAND LIMITED
沿海綠色家園有限公司^{*}
(incorporated in Bermuda with limited liability)
(Stock Code: 01124)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Coastal Greenland Limited (the “**Company**”) will be held at Suite 1712-16, 17th Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 12 September 2016 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors (the “**Directors**”) and the independent auditor’s report for the year ended 31 March 2016.
2. (I) (a) To re-elect Mr. Jiang Ming as an executive Director;
(b) To re-elect Mr. Xia Xianglong as an executive Director;
(c) To re-elect Mr. Lu Jiqiang as a non-executive Director;
(d) To re-elect Mr. Huang Xihua as an independent non-executive Director;
and
(II) To authorise the board (the “**Board**”) of Directors to fix the remuneration of Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the Board to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
(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 repurchase shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares

^{*} For identification purpose only

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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 (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares to be repurchased 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 (the “**Bye-laws**”) of the Company or any applicable laws of Bermuda to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (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;

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- (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
- (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 laws of Bermuda to be held; or
 - (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).”

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(III) “**THAT** subject to the passing of the Resolutions 4(I) and 4(II) set out in the foregoing, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to Resolution 4(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 4(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
Jiang Ming
Chairman

Hong Kong, 29 July 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suite 1712-16, 17th Floor
China Merchants Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

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Notes:

1. 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.
2. 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. 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding 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.
3. 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.
4. In respect of the proposed Resolution 2 stated above, Mr. Jiang Ming, Mr. Chen Xiaotian and Mr. Lu Jiqiang will retire from their offices by rotation at the AGM pursuant to Bye-law 87(1) and in accordance with Bye-law 86(2), Mr. Xia Xianglong and Mr. Huang Xihua, who were appointed as an executive Director and an independent non-executive Director respectively on 1 June 2016 should hold office until the date of the AGM. Mr. Jiang Ming, Mr. Xia Xianglong, Mr. Lu Jiqiang and Mr. Huang Xihua, being eligible, will offer themselves for re-election at the AGM. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular. Due to his decision to devote more time to his personal endeavour, Mr. Chen Xiaotian will not offer himself for re-election at the AGM.
5. In respect of the proposed Resolution 4(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 of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on this Resolution as required by the Listing Rules is included in Appendix I to this circular.
6. In respect of the proposed Resolution 4(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.