
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 to be taken, 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 AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO BYE-LAWS OF THE COMPANY;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

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 on Monday, 21 September 2009 at 10:30 a.m. is set out on pages 16 to 23 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 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 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

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 Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 21 September 2009 at 10:30 a.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the proposed amendments to the Bye-laws
“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 its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 August 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“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 dollars, 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. 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. Cai Shaobin

Non-executive Directors:

Mr. Zheng Hong Qing
Mr. Hu Aimin
Mr. Zhang Yijun

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

21 August 2009

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO BYE-LAWS OF THE COMPANY;
AND
(4) 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; the re-election of Directors; and the amendments to the Bye-laws.

* *For identification purpose only*

LETTER FROM THE BOARD

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 the notice of the AGM.

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 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 2,790,582,857 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 558,116,571 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 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 279,058,285 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

LETTER FROM THE BOARD

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 general meeting, whichever occurs first.

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. Chan Boon Teong, Mr. Jiang Ming, Mr. Cheng Wing Bor, Mr. Hu Aimin and Mr. Zhang Yijun shall retire from office by rotation and, being eligible, will offer themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Chan Boon Teong, Mr. Jiang Ming and Mr. Cheng Wing Bor as executive Directors, Mr. Hu Aimin and Mr. Zhang Yijun as non-executive Directors.

Particulars relating to Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Cheng Wing Bor, Mr. Hu Aimin and Mr. Zhang Yijun are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE BYE-LAWS

In light of the recent amendments to the Listing Rules, the Directors propose to amend the Bye-laws so as to bring the constitutions of the Company in line with current amendments of the Listing Rules.

The proposed amendments deal with matters relating to different areas including, inter alia:

- (a) introducing new code provision in the “Code on Corporate Governance Practices” regarding the length of notice of general meetings (Bye-laws 1, 2(h), 2(i) and 59(1)); and
- (b) providing all resolutions at general meetings of the Company to be decided on a poll (Bye-laws 10, 66-73, 75(1), 80-82 and 84(2)).

Details regarding the proposed amendments to the Bye-laws are set out in the notice of the AGM. The proposed amendments to the Bye-laws are subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 21 September 2009 at 10:30 a.m. is set out on pages 16 to 23 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 and special resolution will be proposed at the AGM to approve the amendments to the Bye-laws.

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 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 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. The chairman of the meeting will therefore demand a poll for every resolution put to the vote at the AGM pursuant to the Bye-law 66.

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.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors and the proposed amendments to the Bye-laws 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
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 2,790,582,857 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 279,058,285 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>
2008		
August	0.810	0.395
September	0.425	0.248
October	0.280	0.150
November	0.300	0.200
December	0.410	0.265
2009		
January	0.400	0.280
February	0.345	0.270
March	0.345	0.241
April	0.450	0.330
May	0.900	0.380
June	0.860	0.630
July	0.850	0.640
August (up to the Latest Practicable Date)	0.790	0.650

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 2009 as contained in the Company's 2008-2009 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 and 32 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 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, CIH has a beneficial interest in 1,020,841,319 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 and being eligible will offer themselves for re-election at the AGM are set out below:

Mr. Chan Boon Teong, aged 67, 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 38 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 public 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, Coastal Realty Consultancy Limited and Kings Crown Holdings Ltd., 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 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. Chan has a service contract with the Company for a term of three years expiring on 29 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 2009 is HK\$2,600,000 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 2009. As at the Latest Practicable Date, Mr. Chan has personal interests in 6,400,000 Shares and holds a 20% interest in the issued voting share capital of CIH, which has a beneficial interest in 1,020,841,319 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 issued share capital of the Company) and has a short position in 102,666,667 Shares. In addition, 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 51, 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 25 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, a wholly-owned subsidiary of the Company, and a member of the Company's strategic planning 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 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 2009 is HK\$2,981,000 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 2009. As at the Latest Practicable Date, Mr. Jiang holds directly and indirectly a 60% interest in the issued voting share capital of CIH, which has a beneficial interest in 1,020,841,319 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 issued share capital of the Company) and has a short position in 102,666,667 Shares. In addition, 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. Cheng Wing Bor, aged 49, is an executive Director and the chief financial officer of the Group. He is responsible for the financial management of the Group. He has over 23 years' experience in financial management, accounting and auditing. He holds a professional diploma in accountancy from the Hong Kong Polytechnic and is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants, United Kingdom. Before joining the Group in 1994, he worked in an international accounting firm in Hong Kong for 8 years.

Save as disclosed above and apart from being a director of Coastal Realty (BVI) Limited, Coastal Realty Development Co. Limited, Coastal Realty (China) Company Limited, Coastal Realty Consultancy Limited, Coastal Realty Investment (China) Limited, Gold Vision Investment Limited, Grand Team Development Limited and Kings Crown Holdings Ltd., all being wholly-owned subsidiaries of the Company, and a member of the Company's remuneration committee, strategic planning committee and investment committee, Mr. Cheng 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. Cheng has a service contract with the Company for a term of three years expiring on 29 September 2009. In accordance with the Bye-laws, Mr. Cheng 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 2009 is HK\$2,395,000 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. Cheng 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. Cheng 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. Cheng for the year ended 31 March 2009. As at the Latest Practicable Date, Mr. Cheng has personal interests in 6,400,000 Shares and holds a 5% interest in the issued voting share capital of CIH, which has a beneficial interest in 1,020,841,319 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 issued share capital of the Company) and has a short position in 102,666,667 Shares. In addition, Mr. Cheng 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. Cheng 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. Cheng does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

Mr. Hu Aimin, aged 60, 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 of which is a listed public company in Hong Kong. He graduated from the Hunan University of China and obtained a Master's degree in Business Administration. He has over 30 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. The director's fee for the year ended 31 March 2009 for Mr. Hu is HK\$10,000 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. 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 631,092,857 Shares. Mr. Hu 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). Mr. Hu does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder. Apart from being a non-executive Director and a member of the Company's strategic planning committee, Mr. Hu does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Hu 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.

Mr. Zhang Yijun, aged 54, 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 of which 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 degree 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. The director's fee for the year ended 31 March 2009 for Mr. Zhang is HK\$10,000 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. 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 631,092,857 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). Mr. Zhang does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder. Apart from being a non-executive Director and a member of the Company's strategic planning committee, Mr. Zhang does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Zhang 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.

There is no information relating to Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Cheng Wing Bor, Mr. Hu Aimin and Mr. Zhang Yijun that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matter relating to Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Cheng Wing Bor, Mr. Hu Aimin and Mr. Zhang Yijun that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF THE 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 Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 21 September 2009 at 10:30 a.m. 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 2009.
2. To re-elect Directors and authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditors 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 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 (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 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 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

* For identification purpose only

NOTICE OF THE AGM

- (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 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

NOTICE OF THE AGM

- (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).”

- (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.”

NOTICE OF THE AGM

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

Special Resolution

“**THAT** the Bye-laws of the Company be amended as follows:

(a) Bye-law 1

By adding the following new definition in the existing Bye-law 1 after the definition of “Board” or “Directors”:

““business day” a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for any trading session for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

(b) Bye-law 2

- (i) By deleting the existing Bye-law 2(h) in its entirety and substituting therefor the following:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Bye-law 59;”

- (ii) By deleting the existing Bye-law 2(i) in its entirety and substituting therefor the following:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Bye-law 59;”

NOTICE OF THE AGM

(c) Bye-law 10

- (i) By adding the word “and” after the semi-colon in the last line of the existing Bye-law 10(a).
- (ii) By deleting the word and punctuation “; and” after the words “such share held by him” in the last line of Bye-law 10(b) and inserting a full stop thereafter.
- (iii) By deleting the existing Bye-law 10(c) in its entirety.

(d) Bye-law 59(1)

By deleting the existing Bye-law 59(1) in its entirety and substituting therefor the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

(e) Bye-law 66

By deleting the existing Bye-law 66 in its entirety and substituting therefor the following:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or in the case of a Member being a corporation by its duly authorised representative or

NOTICE OF THE AGM

by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

(f) Bye-law 67

By deleting the existing Bye-law 67 in its entirety and substituting therefor the words “intentionally deleted”.

(g) Bye-law 68

By deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

“68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(h) Bye-law 69

By deleting the existing Bye-law 69 in its entirety and substituting therefor the words “intentionally deleted”.

(i) Bye-law 70

By deleting the existing Bye-law 70 in its entirety and substituting therefor the words “intentionally deleted”.

(j) Bye-law 71

By deleting the existing Bye-law 71 in its entirety and substituting therefor the following:

“71. Votes may be given either personally or by proxy.”

(k) Bye-law 72

By deleting the words “on a poll” after the words “A person entitled to more than one vote” in the 1st line of the existing Bye-law 72.

(l) Bye-law 73

By deleting the words “whether on a show of hands or on a poll,” after the words and punctuation “In the case of any equality of votes,” in the 1st line of the existing Bye-law 73.

NOTICE OF THE AGM

(m) Bye-law 75(1)

By deleting the words and punctuation “whether on a show of hands or on a poll,” after the words and punctuation “persons incapable of managing their own affairs may vote,” in the 4th line of the existing Bye-law 75(1); by deleting the words “on a poll” after the words “curator bonis or other person may vote” in the 6th line of the existing Bye-law 75(1) and by deleting the words “or poll” after the words “not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting” in the 11th line of the existing Bye-law 75(1).

(n) Bye-law 80

By deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll” after the words “the person named in the instrument proposes to vote” in the 8th line of the existing Bye-law 80; and by deleting the words “or on a poll demanded at a meeting or an adjourned meeting in cases” after the words “except at an adjourned meeting” in the 13th line of the existing Bye-law 80.

(o) Bye-law 81

By deleting the words “to demand or join in demanding a poll and” after the words “The instrument of proxy shall be deemed to confer authority” in the 5th line of the existing Bye-law 81.

(p) Bye-law 82

By deleting the words and punctuation “or the taking of the poll,” after the words and punctuation “the meeting or adjourned meeting,” in the second last line of the existing Bye-law 82.

(q) Bye-law 84(2)

By deleting the words “including the right to vote individually on a show of hands” after the words “class of shares specified in the relevant authorization” in the second last line of the existing Bye-law 84(2).”

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

Hong Kong, 21 August 2009

NOTICE OF THE AGM

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

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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, 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. Chan Boon Teong, Mr. Jiang Ming, Mr. Cheng Wing Bor, Mr. Hu Aimin and Mr. Zhang Yijun 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. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.
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.