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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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.

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

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

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A notice convening an annual general meeting of the Company to be held at Suite 1712-16, 17th Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 23 August 2010 at 10:30 a.m. is set out on pages 16 to 20 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, Wanchai, 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

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*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, 23 August 2010 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 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 its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 July 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“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.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chan Boon Teong (*Chairman*)  
Mr. Jiang Ming  
*(Vice Chairman and Managing Director)*  
Mr. Tao Lin  
Mr. Cheng Wing Bor  
Mr. Lin Chen Hsin  
Mr. Cai Shaobin  
Mr. Zheng Hong Qing

*Non-executive Directors:*

Mr. Guo Limin  
Mr. Xu Ruxin

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

23 July 2010

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

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

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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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.

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## LETTER FROM THE BOARD

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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 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. Lin Chen Hsin, Mr. Cai Shaobin, Mr. Law Kin Ho and Mr. Wong Kai Cheong shall retire from office by rotation and, being eligible, will offer themselves for re-election.

In accordance with the Bye-law 86(2), the term of the non-executive Directors respectively appointed on 12 October 2009 and 7 December 2009, Mr. Guo Limin and Mr. Xu Ruxin, shall terminate at the conclusion of the AGM and, being eligible, they will offer themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Lin Chen Hsin and Mr. Cai Shaobin as executive Directors, Mr. Guo Limin and Mr. Xu Ruxin as non-executive Directors, Mr. Law Kin Ho and Mr. Wong Kai Cheong as independent non-executive Directors.

Particulars relating to Mr. Lin Chen Hsin, Mr. Cai Shaobin, Mr. Guo Limin, Mr. Xu Ruxin, Mr. Law Kin Ho and Mr. Wong Kai Cheong, are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 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, 23 August 2010 at 10:30 a.m. is set out on pages 16 to 20 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](http://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, Wanchai, 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.

### 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 document 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 document misleading.



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## LETTER FROM THE BOARD

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### 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**  
**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>
<b>2009</b>		
July	0.850	0.640
August	0.790	0.570
September	0.720	0.570
October	0.740	0.580
November	0.690	0.590
December	0.800	0.580
<b>2010</b>		
January	0.660	0.520
February	0.600	0.510
March	0.610	0.520
April	0.580	0.450
May	0.455	0.365
June	0.455	0.380
July (up to the Latest Practicable Date)	0.450	0.390

**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 2010 as contained in the Company's 2009-2010 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. Lin Chen Hsin**, aged 67, is an executive Director who is responsible for administration of the Group's Hong Kong office and the public relations of the Group. Mr. Lin has over 20 years' experience in import and export trading and manufacturing. Mr. Lin graduated from the Shanghai Education Institute (上海教育學院). Mr. Lin joined the Group in 1990.

Save as disclosed above and apart from being a director of Coastal Decoration Company Limited, Coastal Realty Agency Company Limited, Coastal Realty Development Co. Limited, Coastal Realty Management Company Limited, Direct Pole Limited, Dragon Gain Investment Limited, Fenhall Development Limited, Fenson Development Limited, Frenwick Development Limited, Grand Team Development Limited, Greaton Development Limited, Joinwell Investment Limited, Pearl Square Enterprises Limited, Pendle Company Limited, Tacklemate Investment Limited, Arthur Creation Limited, Coastal Realty (BVI) Limited, Coastal Realty Consultancy Limited and Kings Crown Holdings Ltd., all being wholly-owned subsidiaries of the Company, Mr. Lin 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. Lin has a service contract with the Company for a term of three years expiring on 29 September 2012. In accordance with the Bye-laws, Mr. Lin will be subject to retirement by rotation and re-election at the Company's annual general meeting. His salary for the year ended 31 March 2010 is HK\$511,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The salary for Mr. Lin will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. In addition, the Company may in its sole and unfettered discretion pay to Mr. Lin a performance bonus not exceeding 5% of the net profit of the Group for each financial year. As at the Latest Practicable Date, Mr. Lin has personal interests in 2,080,000 Shares and holds a 3% 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. Lin holds 2,500,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 2,500,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Lin does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from the foregoing, Mr. Lin does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

**Mr. Cai Shaobin**, aged 48, an executive Director who joined the Group in 2008 and is responsible for the overall development management of the projects of the Group. Before joining the Group, Mr. Cai was the deputy general manager of China Construction Seventh Engineering Bureau and the general manager of China Construction Seventh Engineering Bureau Co., Ltd. Mr. Cai has over 22 years' experience in the property development and construction. Mr. Cai is a professorate senior engineer and state registered architect in the PRC and was rated a top ten management talent in the Henan Province in 2007. Mr. Cai was previously a director of Shanghai Fenghua Group Co., Ltd., a company listed on the Shanghai Stock Exchange.

Save as disclosed above and apart from being a director of Coastal Commercial Developments Limited, Globe Gain Limited, Smooth Land Limited and Super Investment Development Limited, all being wholly-owned subsidiaries of the Company, Mr. Cai 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. Cai has entered into a service contract with the Group for a term of five years expiring on 31 December 2012. In accordance with the Bye-laws, Mr. Cai 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 2010 is HK\$2,098,000 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. Cai will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. Under the service contract, the Group may pay discretionary performance bonus to Mr. Cai on basis as determined by the Board from time to time. Save as disclosed in the foregoing, Mr. Cai 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. Cai does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

**Mr. Law Kin Ho**, aged 42, is an independent non-executive Director appointed in 2002. Mr. Law graduated from the Hong Kong Baptist University with a Bachelor's degree majoring in accountancy. Mr. Law is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom and is currently practising as a certified public accountant in Hong Kong. Mr. Law is also an independent non-executive director of Lai Fung Holdings Limited, a company listed on the main board of the Stock Exchange. Mr. Law was previously an independent non-executive director of Aurum Pacific (China) Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange and had resigned on 8 March 2010.

Mr. Law has a service contract with the Company for a term of one year for his service as an independent non-executive Director, which shall be automatically extended for another one year upon expiration of the term of the service contract unless terminated by either party

to the service contract, which requires not less than one month's length of notice. In accordance with the Bye-laws, Mr. Law will be subject to retirement by rotation and re-election at the Company's annual general meeting. The director's fee for the year ended 31 March 2010 for Mr. Law is HK\$80,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The director's fee for Mr. Law will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and will be in accordance with the terms of the service contract. There is no service contract with Mr. Law that will entitle him to receive any bonus payment from the Company. Mr. Law holds 2,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 2,000,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Law does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Mr. Law does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder. Apart from being an independent non-executive Director and a member of the Company's audit committee and remuneration committee, Mr. Law does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Law 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. Wong Kai Cheong**, aged 48, is an independent non-executive director of the Company appointed in 2004. Mr. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England & Wales. Mr. Wong is currently practising as a certified public accountant in Hong Kong. Mr. Wong was previously an independent non-executive director of U-Right International Holdings Limited, Radford Capital Investment Limited and Continental Holdings Limited which are companies listed on the main board of the Stock Exchange.

Mr. Wong has a service contract with the Company for a term of one year for his service as an independent non-executive Director, which shall be automatically extended for another one year upon expiration of the term of the service contract unless terminated by either party to the service contract, which requires not less than one month's length of notice. In accordance with the Bye-laws, Mr. Wong will be subject to retirement by rotation and re-election at the Company's annual general meeting. The director's fee for the year ended 31 March 2010 for Mr. Wong is HK\$80,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and is in accordance with the terms of the service contract. The director's fee for Mr. Wong will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and will be in accordance with the terms of the service contract. There is no service contract with Mr. Wong that will entitle him to receive any bonus payment from the Company. Mr. Wong holds

2,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 2,000,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Wong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Mr. Wong does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder. Apart from being an independent non-executive Director and a member of the Company's audit committee and remuneration committee, Mr. Wong does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Wong 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.

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

**Mr. Guo Limin**, aged 47, joined the Group as a non-executive director in October 2009. Mr. Guo is also the chairman of Shum Yip Holdings Company Limited and Shenzhen Investment Limited, the latter of which is a company listed on the main board of the Stock Exchange. Mr. Guo holds a Master's degree in International Business from Hunan University of China and a Bachelor's degree in Chemical Engineering from Beijing Institute of Chemical Industry. Mr. Guo has over twenty years' experience in administrative management. Mr. Guo is also a non-executive director of Ping An Insurance (Group) Company of China, Ltd. and Road King Infrastructure Limited, both of which are companies listed on the main board of the Stock Exchange.

Mr. Guo 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. Guo 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 2010 for Mr. Guo 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. Guo 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. Guo 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. Apart from the foregoing, Mr. Guo 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. Guo 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, Mr. Guo does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Guo 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. Xu Ruxin**, aged 56, joined the Group as a non-executive director in December 2009. Mr. Xu is also the president of Shum Yip Holdings Company Limited and an executive director and the president of Shenzhen Investment Limited, a company listed on the main board of the Stock Exchange. Mr. Xu holds a Master's degree in Economics from Guangdong Academy of Social Sciences and is a Senior Engineer. Mr. Xu has over twenty years of experience in architectural technology, property development as well as corporate management. Mr. Xu is also a non-executive director of Road King Infrastructure Limited, a company listed on the main board of the Stock Exchange.

Mr. Xu 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. Xu 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 2010 for Mr. Xu 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. Xu 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. Xu 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. Apart from the foregoing, Mr. Xu 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. Xu 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, Mr. Xu does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Xu 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. Lin Chen Hsin, Mr. Cai Shaobin, Mr. Guo Limin, Mr. Xu Ruxin, Mr. Law Kin Ho and Mr. Wong Kai Cheong, 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. Lin Chen Hsin, Mr. Cai Shaobin, Mr. Guo Limin, Mr. Xu Ruxin, Mr. Law Kin Ho and Mr. Wong Kai Cheong that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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## NOTICE OF THE AGM

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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)**

**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, 23 August 2010 at 10:30 a.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 of the Company for the year ended 31 March 2010.
2. (I) (a) To re-elect Mr. Lin Chen Hsin as an executive Director;  
(b) To re-elect Mr. Cai Shaobin as an executive Director;  
(c) To re-elect Mr. Guo Limin as a non-executive Director;  
(d) To re-elect Mr. Xu Ruxin as a non-executive Director;  
(e) To re-elect Mr. Law Kin Ho as an independent non-executive Director;  
(f) To re-elect Mr. Wong Kai Cheong 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 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 repurchase shares (the “**Shares**”) of HK\$0.10 each in the share capital

\* For identification purpose only

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## NOTICE OF THE AGM

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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 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 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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## NOTICE OF THE AGM

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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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## NOTICE OF THE AGM

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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**  
**Chan Boon Teong**  
*Chairman*

Hong Kong, 23 July 2010

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

*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](http://www.hkex.com.hk). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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. Lin Chen Hsin, Mr. Cai Shaobin, Mr. Law Kin Ho and Mr. Wong Kai Cheong will retire from their offices by rotation at the AGM pursuant to Bye-law 87(1) and being eligible will offer themselves for re-election at the AGM. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## NOTICE OF THE AGM

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5. Also in respect of the proposed Resolution 2 stated above, pursuant to Bye-law 86(2), the term of the non-executive Directors respectively appointed on 12 October 2009 and 7 December 2009, Mr. Guo Limin and Mr. Xu Ruxin, shall terminate at the conclusion of the AGM, and being eligible, they will offer themselves for re-election. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.
6. 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.
7. 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.