
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, together with the enclosed 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.

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



CGL
沿海綠色家園®

沿海綠色家園有限公司

COASTAL GREENLAND LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1124)

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

A notice convening an annual general meeting of the Company to be held at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 17 September 2008 at 10:00 a.m. is set out on pages 15 to 18 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.

6 August 2008

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General Mandate and Repurchase Mandate	4
Re-election of Directors	5
AGM	5
Procedures for demanding a poll at general meeting	6
Responsibility statement	6
Recommendation	6
Appendix I – Explanatory statement	7
Appendix II – Procedures for demanding a poll at general meeting	10
Appendix III – Details of Directors proposed to be re-elected at the AGM. . . .	11
Notice of the AGM.	15

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 Wednesday, 17 September 2008 at 10:00 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 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
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 August 2008, 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 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



CGL
沿海綠色家園®

沿海綠色家園有限公司

COASTAL GREENLAND LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1124)

Executive Directors:

Mr. Chan Boon Teong (*Chairman*)

Mr. Jiang Ming (*Vice Chairman*)

Mr. Tao Lin

Mr. Cheng Wing Bor

Mr. Lin Chen Hsin

Mr. Wu Xin (*Managing Director*)

Mr. Cai Shaobin

Non-executive Directors:

Mr. Zheng Hong Qing

Mr. Oliver P. Weisberg

Mr. Hu Aimin

Mr. Zhang Yijun

Mr. Zhang Huaqiao

Independent non-executive Directors:

Mr. Tang Lap Yan

Mr. Law Kin Ho

Mr. Wong Kai Cheong

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Suite 1708, 17th Floor

One Exchange Square

8 Connaught Place

Central

Hong Kong

6 August 2008

To Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

The purpose of this circular is to provide you with 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.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

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

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

As at the Latest Practicable Date, the Company had an aggregate of 2,790,582,857 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 nominal amount of up to 10% of the aggregate nominal amount of the issued Shares as at the date of passing such resolution.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 279,058,285 Shares.

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

LETTER FROM THE BOARD

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

RE-ELECTION OF DIRECTORS

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

In accordance with Bye-law 87(1), Mr. Tao Lin, Mr. Wu Xin, Mr. Zheng Hong Qing, Mr. Oliver P. Weisberg and Mr. Tang Lap Yan shall retire from office by rotation and, being eligible, will offer themselves for re-election, except that Mr. Oliver P. Weisberg has informed the Company that he will not offer himself for re-election as he needs to devote more of his time to his other businesses. Mr. Oliver P. Weisberg has also confirmed to the Company that there are no matters that need to be brought to the attention of the Company or its Shareholders in connection with his retirement from the office of director of the Company.

In accordance with Bye-law 86(2), the term of the executive Director appointed on 9 May 2008, Mr. Cai Shaobin, shall terminate at the conclusion of the AGM and, being eligible, he will offer himself for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Tao Lin, Mr. Wu Xin and Mr. Cai Shaobin as executive Directors, Mr. Zheng Hong Qing as non-executive Director and Mr. Tang Lap Yan as independent non-executive Director.

Particulars relating to Mr. Tao Lin, Mr. Wu Xin, Mr. Cai Shaobin, Mr. Zheng Hong Qing and Mr. Tang Lap Yan are set out in Appendix III to this circular.

AGM

A notice convening the AGM to be held at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 17 September 2008 at 10:00 a.m. is set out on pages 15 to 18 of this circular. Resolutions will be proposed at the AGM to approve, among other things, the grant of the General Mandate and the Repurchase Mandate and the re-election of Directors.

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

LETTER FROM THE BOARD

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.

PROCEDURES FOR DEMANDING A POLL AT GENERAL MEETING

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

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend 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>
2007		
August	1.55	1.09
September	2.24	1.33
October	2.65	2.02
November	2.43	1.65
December	2.18	1.36
2008		
January	1.61	0.99
February	1.59	1.17
March	1.56	1.09
April	1.30	1.00
May	1.18	0.90
June	1.09	0.86
July	0.98	0.74
August (up to the Latest Practicable Date)	0.81	0.68

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 2008 as contained in the Company's 2007-2008 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 1,034,160,527 Shares or in approximately 37.06% 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 41.18%. 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 procedures by which the Shareholders may demand a poll at general meeting of the Company are set out in this Appendix.

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

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

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

Mr. Tao Lin, aged 50, an executive Director who is the investment director of the Group. He is responsible for investment planning and investment management of the Group. He has over 20 years' experience in investment and management. He graduated from Beijing Communication Engineering College (北京信息工程學院) and also holds Master's degree in Business Administration from the National University of Singapore. Before joining the Group in 1991, he had served as an operations officer in a software development company in the PRC. Mr. Tao is also a director of Shanghai Fenghua Group Company Limited, a company listed on the Shanghai Stock Exchange and an associated company of the Company.

Save as disclosed above and apart from being a director of Coastal Realty (BVI) Limited, Coastal Realty (China) Company Limited, Coastal Realty Development Co. Limited and Coastal Realty Investment (China) Limited, all being wholly-owned subsidiaries of the Company, and a member of the Company's strategic planning committee and investment committee, Mr. Tao does not hold any directorships in other listed companies in the last three years and does not hold any other position in the Company or any subsidiary of the Company. Mr. Tao has a service contract with the Company for a term of three years expiring on 20 September 2009. In accordance with the Bye-laws, Mr. Tao 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 2008 is HK\$2,567,000 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. Tao 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. Tao 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. Tao for the year ended 31 March 2008. Mr. Tao holds a 12% interest in the issued voting share capital of CIH, which has a beneficial interest in 1,034,160,527 Shares (which is the aggregate number of Shares that CIH and its wholly owned subsidiaries, Glory View Investments Limited and Coastal Enterprise Group Limited are interested in the issue share capital of the Company) and has a short position in 140,000,000 Shares. In addition, Mr. Tao 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. Tao 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. Tao does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

Mr. Wu Xin, aged 41, is an executive Director and the managing director of the Group. Mr. Wu joined the Group in 2006 and is responsible for the execution of business strategy and management of the business of the Group. Before joining the Group, Mr. Wu was a director and general manager of Shanghai Fenghwa Group Company Limited, a company listed on the Shanghai Stock Exchange. He was also a director and general manager of two property developers in Xiamen and had over 14 years' experience in the management of real estate business. He was also a member of the preparation team for setting up a joint-venture bank for Agricultural Bank of China. Mr. Wu graduated from the Tsinghua University in 1988 and the National University of Singapore in 2003 with a Bachelor's degree in Computer Science and a Master's degree in Business Administration respectively.

Save as disclosed above and apart from being a director of Smooth Land Limited, Super Investment Development Limited, Coastal Realty Investment (China) Limited, 深圳沿海國投置業有限公司, Liao Ning Bao Cheng Real Estate Development Co., Ltd. and Shenyang Coastal Rongtian Real Estate Co., Ltd., all being subsidiaries of the Company, and a member of the Company's strategic planning committee and investment committee, Mr. Wu does not hold any other position in the Company or any subsidiary of the Company and does not hold any directorships in other listed companies in the last three years. Mr. Wu has a service contract with the Group for a term of five years expiring on 31 March 2011. In accordance with the Bye-laws, Mr. Wu will be subject to retirement by rotation and re-election at the Company's annual general meeting. His salary for the year ended 31 March 2008 is HK\$2,268,000, which is determined with reference to his duties and responsibilities with the Group and the Group's performance and the prevailing market situation and is in accordance with the terms of the service contract. The salary for Mr. Wu will be reviewed annually by the Board with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market situation and will be in accordance with the terms of the service contract. Under the service contract, the Group may pay discretionary performance bonus to Mr. Wu on basis as determined by the Board from time to time. No bonus is paid or payable to Mr. Wu for the year ended 31 March 2008. Mr. Wu holds 6,000,000 outstanding share options granted to him under the share option scheme adopted by the Company on 24 September 2002. The exercise price of the 6,000,000 outstanding share options is HK\$1.2 per Share. Save as disclosed in the foregoing, Mr. Wu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Apart from the foregoing, Mr. Wu does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or the controlling Shareholder.

Mr. Zheng Hong Qing, aged 60, joined the Group as a non-executive director in 1997. He graduated from the Chinese People's University (中國人民大學) with a Master's degree in Economics. He has held senior positions in various major corporations in the PRC and has extensive business management experience. He was an executive director of China Travel International Investment Hong Kong Limited, a listed company in Hong Kong and resigned on 8 June 2007.

Save as disclosed above, Mr. Zheng does not hold any directorships in other listed companies in the last three years and does not hold any position in the Company or any subsidiary of the Company. Mr. Zheng 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. Zheng 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 2008 for Mr. Zheng 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. Zheng 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. Zheng that will entitle him to receive any bonus payment from the Company. Mr. Zheng 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. Zheng 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. Zheng does not hold any other position in the Company or any subsidiary of the Company.

Mr. Tang Lap Yan, aged 62, is an independent non-executive director of the Company appointed in 1997. Mr. Tang is a fellow of the Chartered Institute of Management Accountants, United Kingdom. He is the former chairman of The Chinese Language Press Institute and The Newspaper Society of Hong Kong.

Mr. Tang 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. Tang 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 2008 for Mr. Tang is HK\$100,000 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. Tang 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. Tang that will entitle him to receive any bonus payment from the Company. Mr. Tang 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. Apart from the foregoing, Mr. Tang 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. Tang 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 remuneration committee and audit committee, Mr. Tang does not hold any other position in the Company or any subsidiary of the Company. Save as disclosed, Mr. Tang does not hold any directorships in other listed companies in the last three years.

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

Mr. Cai Shaobin, aged 45, an executive Director who joined the Group in April 2008 and is responsible for the commercial property development and investment 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. He has over 20 years' experience in the property development and construction. Mr. Cai is a professorate senior engineer and state registered architect in the People's Republic of China and was rated a top ten management talent in the Henan Province in 2007.

Save as disclosed above and apart from being a director of Coastal Commercial Developments Limited and Super Investment Development Limited, all being subsidiaries of the Company, Mr. Cai does not hold any other position in the Company or any subsidiary of the Company and does not hold any directorships in other listed companies in the last three years. Mr. 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. 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. 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.

There is no information relating to Mr. Tao Lin, Mr. Wu Xin, Mr. Zheng Hong Qing, Mr. Tang Lap Yan and Mr. Cai Shaobin 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. Tao Lin, Mr. Wu Xin, Mr. Zheng Hong Qing, Mr. Tang Lap Yan and Mr. Cai Shaobin that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF THE AGM



CGL
沿海綠色家園®

沿海綠色家園有限公司

COASTAL GREENLAND LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1124)

NOTICE IS HEREBY GIVEN that an annual general meeting (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 Wednesday, 17 September 2008 at 10:00 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 2008.
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

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 law of Bermuda to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.”

(II) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to participants of the Company and/or any of its subsidiaries and/or any invested entity in which the Group holds an equity interest, of Shares or rights to acquire Shares; or (iii) an issue of Shares as scrip dividends pursuant to the Bye-laws from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly; and

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 law of Bermuda to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

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

- (III) “**THAT** subject to the passing of the Resolutions 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, 6 August 2008

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. Tao Lin, Mr. Wu Xin, Mr. Zheng Hong Qing, Mr. Oliver P. Weisberg and Mr. Tang Lap Yan will retire from their offices by rotation at the AGM pursuant to Bye-law 87(1) and being eligible will offer themselves for re-election at the AGM except that Mr. Oliver P. Weisberg has informed the Company that he will not offer himself for re-election as he needs to devote more of his time to his other businesses. Mr. Oliver P. Weisberg has also confirmed to the Company that there are no matters that need to be brought to the attention of the Company or its shareholders in connection with his retirement from the office of director of the Company. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix III to this circular.
5. Also in respect of proposed Resolution 2 stated above, pursuant to Bye-law 86(2), the term of the executive Director appointed on 9 May 2008, Mr. Cai Shaobin, shall terminate at the conclusion of the AGM and, being eligible, he will offer himself for re-election. Details of the Director proposed to be re-elected at the AGM are set out in Appendix III 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. 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.