



**CGI**  
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 OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Coastal Greenland Limited (the “**Company**”) to be held at Suite 1708, 17th Floor, One Exchange Square, 8 Connaught Place, Central, Hong Kong on Monday, 7 April 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

“**THAT**

- (a) the amendment agreement (the “**Amendment Agreement**”, a copy of which is marked “A” and produced at the meeting and signed by the chairman of the meeting for the purpose of identification) dated 26 February 2008 and entered into between Coastal Realty Development Limited (“**Coastal Realty**”), AG Shenyang II (BVI) Limited (“**AG Shenyang II**”) and the Company to amend certain terms of the agreement (a copy of which is marked “B” and produced at the meeting and signed by the chairman of the meeting for the purpose of identification) dated 29 June 2007 and entered into between Coastal Realty, AG Shenyang II and the Company in relation to the sale and purchase of two shares of US\$1.00 each in the capital of Kenco Group Limited and the transactions contemplated thereunder (including, but not limited to, the agreement (the “**New Agreement**”, a copy of which is marked “C” and produced at the meeting and signed by the chairman of the meeting for the purpose of identification) in relation to (i) the procurement by Coastal Realty of the increase in the registered capital of 瀋陽沿海榮天置業有限公司 (Shenyang Coastal Rong Tian Realty Ltd.) (“**Project Co II**”) by US\$8 million from US\$10 million to US\$18 million; (ii) procurement by Coastal Realty for subscription of increased registered capital of Project Co II of US\$4.4 million by Smooth Land Limited and (iii) procurement by AG Shenyang II for subscription of increased registered capital of Project Co II of US\$3.6 million by AG Shenyang II Limited (“**AG Hong Kong**”) and the transactions contemplated thereunder), be and are hereby ratified, confirmed and approved;
- (b) the granting of the put option (the “**Put Option**”) by Coastal Realty to AG Shenyang II (i) to procure AG Hong Kong to sell its equity interests in Project Co II and all the shareholder’s loans owed by Project Co II to AG Hong Kong, if any; or (ii) to sell the entire issued share capital of AG Hong Kong and all the shareholder’s loans owned by AG Hong Kong to AG Shenyang II, if any, within one year of the effective date of the joint investment agreement (a copy of which is marked “D” and produced at the meeting and signed by the chairman of the meeting for the purpose of identification) to be entered into between AG Shenyang II, Coastal Realty, the Company and Project Co II in relation to the rights and obligations of AG Shenyang II, Coastal Realty, the Company and Project Co II be and is hereby approved; and

- (c) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the Amendment Agreement, the granting of the Put Option and the transaction contemplated thereunder, including, but not limited to, to the entering of the New Agreement and transaction contemplated thereunder.”

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

Hong Kong, 20 March 2008

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
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 of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting 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. 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 notarially certified copy of such power or authority, at the offices of the Company's branch share registrar 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 holding the meeting 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 above meeting 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 meeting, 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 meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the Board comprises Mr. Chan Boon Teong, Mr. Jiang Ming, Mr. Tao Lin, Mr. Cheng Wing Bor, Mr. Lin Chen Hsin, Mr. Wu Xin and Mr. Xin Xiangdong as executive Directors, Mr. Zheng Hong Qing, Mr. Oliver P. Weisberg, Mr. Hu Aimin, Mr. Zhang Yijun and Mr. Zhang Huaqiao as non-executive Directors and Mr. Tang Lap Yan, Mr. Law Kin Ho and Mr. Wong Kai Cheong as independent non-executive Directors.*