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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Springland International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SPRINGLAND**  
**Springland International Holdings Limited**  
**華地國際控股有限公司**  
*(Incorporated in Cayman Islands with limited liability)*  
**(Stock Code: 1700)**

**PROPOSALS FOR**  
**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,**  
**RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the AGM of the Company to be held at 10:00 a.m. on Tuesday, 17 May 2011 at Conference Room, 26th Floor, Jinling Hotel, 1 East Xianqian Road, Wuxi, Jiangsu, PRC is set out on pages 14 to 17 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to read the notice and complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

6 April 2011

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## DEFINITIONS

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*In this circular, unless the context otherwise indicates, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company scheduled to be held at 10:00 a.m. on Tuesday, 17 May 2011 at Conference Room, 26th Floor, Jinling Hotel, 1 East Xianqian Road, Wuxi, Jiangsu, the PRC, the notice of which is set out on pages 14 to 17 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, cap. 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands
“Company”	Springland International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars, and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	31 March 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase the fully paid up Shares up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 30 September 2010
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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**SPRINGLAND**

**Springland International Holdings Limited**

**華地國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1700)**

*Executive Directors:*

Mr. Chen Jianqiang (*Chairman*)

Mr. Tao Qingrong (*Chief Executive Officer*)

Mr. Fung Hiu Lai

*Non-executive Directors:*

Mr. Wang Lin

Mr. Fung Hiu Chuen, John

*Independent non-executive Directors:*

Dr. Lin Zhijun

Dr. Zhang Weijiong

Mr. Wang Shuaiting

*Registered office:*

Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman KY1-1111,  
Cayman Islands

*Head office:*

26th Floor,  
Wuxi Jinling Hotel,  
No. 1 Xianqian East Street,  
Wuxi City,  
Jiangsu, PRC

*Principal place of business  
in Hong Kong:*

Room 2502, Sino Plaza  
255-257 Gloucester Road,  
Causeway Bay,  
Hong Kong

6 April 2011

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to: (i) grant of the Repurchase Mandate to the Directors; (ii) grant of the Issue Mandate to the Directors; and (iii) the proposed re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### THE REPURCHASE MANDATE

Pursuant to an ordinary resolution passed by the Shareholders on 30 September 2010, a general unconditional mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution. As at the Latest Practicable Date, no Shares have been repurchased under such mandate since 30 September 2010. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company has an issued share capital of HK\$25,000,000 divided into 2,500,000,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, exercise of the Repurchase Mandate in full would result in up to a maximum of 250,000,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$2,500,000 being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate, is set out in Appendix I to this Circular.

### THE ISSUE MANDATE

Pursuant to an ordinary resolution passed by the Shareholders on 30 September 2010, a general unconditional mandate was granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution. As at the Latest Practicable Date, no Shares have been issued under such mandate since 30 September 2010. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate in order to provide flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$25,000,000 divided in to 2,500,000,000 Shares of HK\$0.01 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 500,000,000 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$5,000,000, being issued by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

In accordance with Article 83(3) of the Articles, all of the Directors, namely, Mr. Chen Jianqiang, Mr. Tao Qingrong, Mr. Fung Hiu Lai, Mr. Wang Lin, Mr. Fung Hiu Chuen, John, Dr. Lin Zhijun, Dr. Zhang Weijiong and Mr. Wang Shuaiting shall retire at the AGM. All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Particular of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice dated 6 April 2011 convening the AGM to be held at 10:00 a.m. on Tuesday, 17 May 2011 at Conference Room, 26th Floor, Jinling Hotel, 1 East Xianqian Road, Wuxi, Jiangsu, the PRC, is set out on pages 14 to 17 of this circular.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at all general meeting of the Company must be taken by poll, the chairman of the AGM will demand a poll for every resolution put to the vote at the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to read the notice and complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 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. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

### RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate and (ii) the grant of the Issue Mandate to the Directors (and the extension thereto as described in resolution 8 as set out in the notice of AGM on pages 14 to 17 of this circular); and (iii) the re-election of retiring Directors, are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all corresponding resolutions to be proposed at the AGM respectively.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. 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 facts the omission of which would make any statement herein misleading.

### GENERAL

Your attention is also drawn to the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Springland International Holdings Limited**  
**Chen Jianqiang**  
*Chairman*

*This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the Company has an issued share capital of HK\$25,000,000 divided into 2,500,000,000 Shares of HK\$0.01 each.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 250,000,000 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$2,500,000 being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

## **REASONS FOR REPURCHASES**

Although the Directors have no present intention of exercising the Repurchase Mandate, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to, and is in the best interests of the Company and the Shareholders. The ability of the Company to repurchase Shares would also be beneficial to Shareholders who retain their investment in the Company since their proportionate interest in the Company's assets would increase as a result of such repurchases. Further, depending on market conditions and funding arrangements at the time, such repurchases may lead to an enhancement of the net value of the Company and its assets and/or earnings per Share. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

## **FUNDING OF REPURCHASES**

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum and the Articles and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the Company's profits or share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of the Company's capital.

The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2010 in the results announcement of the Company dated 16 March 2011).

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the pertaining circumstances.

### **SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2010</b>		
October (listed on the Stock Exchange)	6.84	6.08
November	6.95	5.83
December	6.49	5.50
<b>2011</b>		
January	6.39	5.70
February	6.24	5.54
March (up to the Latest Practicable Date)	6.10	5.00

### **TAKEOVERS CODE**

If, as a result of any shares repurchases by the Company, a Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition of voting rights 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any shareholder or group of shareholders acting in concert will become obliged to make a general offer under the Takeovers Code as a result of the exercise of the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate in full will result in less than 25% of the total issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no present intention to exercise the Repurchase Mandate to the extent that less than 25% of the total issued share capital of the Company will be held by the public.

#### **SHARE REPURCHASE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

#### **GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles:

### EXECUTIVE DIRECTORS

**Mr. Chen Jianqiang (陳建強)**, aged 53, is the founder of the Group and has been the chairman and executive Director of the Company since June 2006. Mr. Chen is responsible for the overall corporate strategies, planning, business development and investment of the Group. Since his joining of the Group in 1996, Mr. Chen has been engaging in retail business and has over 15 years of experience in managing department stores and retail businesses. Mr. Chen has been a director of 江蘇華地國際控股集團有限公司 (Jiangsu Springland Enterprise Investment Holding Group Co., Ltd.) (“Jiangsu Springland”) since its incorporation in 1996 and has been actively participating in the management and development of the Group’s business since then. Mr. Chen is also a director of certain major operating subsidiaries of the Group including Jiangsu Springland and 無錫八百伴商貿中心有限公司 (Wuxi Yaohan Commerce & Trade Centre Co., Ltd.) (“Wuxi Yaohan Commerce & Trade”). Mr. Chen has also been the deputy general manager and general manager of 宜興市商業聯合公司 (Yixing City Trade Combination Company), a subsidiary of 宜興市供銷合作總社 (Yixing City Sale and Supply Cooperative), the predecessor company of Jiangsu Springland, from 1985 to 1996. He obtained a degree in Master of Business Administration from The China Europe International Business School in 2002. Mr. Chen became the chairman of honors of the World Chinese Traders General Association (Hong Kong) Ltd. (香港華商世界貿易總會) in 2002.

Pursuant to the existing service contract between Mr. Chen and the Company, the appointment of Mr. Chen was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chen is the director and the sole shareholder of Netsales Trading Limited, the controlling shareholder (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. Chen does not have any relationship with any other Director, senior management, substantial or controlling shareholders of the Company. Mr. Chen did not hold any directorships in public listed companies in the past three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Chen is interested in 1,364,750,000 Shares and 100 shares in Netsales Trading Limited, an associated corporation of the Company, which are required to be disclosed pursuant to Part XV of the SFO. The current Director’s fee payable to Mr. Chen is HK\$2,890,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Chen is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Mr. Chen has no other information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**Mr. Tao Qingrong (陶慶榮)**, aged 50, is an executive Director and chief executive officer of the Group. He was appointed as an executive Director in September 2006 and chief executive officer in January 2011. Mr. Tao is primarily responsible for day-to-day management and operation of the Group. Mr. Tao joined the Group in October 2002 as general manager of 上海華地企業投資有限公司 (Shanghai Springland Enterprise Investment Co., Ltd.) (“Shanghai Springland”) and has been general manager of the department store unit of Jiangsu Springland since January 2006. Mr. Tao is also a director of certain major operating subsidiaries of the Group, including Jiangsu Springland, Shanghai Springland, Wuxi Yaohan

Commerce & Trade, 無錫華地投資管理有限公司 (Wuxi Springland Investment Management Co., Ltd.), 鎮江八佰伴商貿有限公司 (Zhenjiang Yaohan Commerce & Trade Co., Ltd.) and 金壇大統華購物中心有限公司 (Jintan Datonghua Shopping Centre Co., Ltd.) (“Jintan Datonghua”). Prior to joining the Group, Mr. Tao worked for 上海制皂廠 (Shanghai Soap Factory) as director of information centre and deputy manager of foreign trade department from 1988 to 1997, 上海制皂有限公司 (Shanghai Soap Co., Ltd.) as sales and marketing director from 1997 to 2000, and 上海制皂(集團)產品銷售有限公司 (Shanghai Soap (Group) Product Sales Co., Ltd.) as general manager from 2000 to 2002. Mr. Tao obtained a master’s degree in system engineering from 上海機械學院 (the Shanghai Institute of Mechanical Technology) (later known as 上海理工大學 (University of Shanghai for Science and Technology)) in 1988, and a degree in Master of Business Administration from The China Europe International Business School in 2002.

Pursuant to the existing service contract between Mr. Tao and the Company, the appointment of Mr. Tao was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Tao is interested in 31.25% of the shareholding of Celestial Spring Limited, being a Shareholder holding 1.40% of the Company. Mr. Tao does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Tao did not hold any directorships in public listed companies in the past three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Tao does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director’s fee payable to Mr. Tao is HK\$1,220,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Tao is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Mr. Tao has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**Mr. Fung Hiu Lai (馮曉黎)**, aged 45, is an executive Director and the vice president of the Group. He was appointed as an executive Director in September 2006 and vice president of our Group in January 2011. Mr. Fung joined the Group in 2004 as general manager of the investment department of Jiangsu Springland. Mr. Fung is primarily responsible for the expansion and business development of the Group. Mr. Fung is a director of the major operating subsidiaries, including Jiangsu Springland and Jintan Datonghua, and is the general director in the business development department unit of the Company. Mr. Fung obtained a bachelor’s degree in transportation engineering and management from the National Chiao Tung University in Taiwan in 1991.

Pursuant to the existing service contract between Mr. Fung and the Company, the appointment of Mr. Fung was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Fung is interested in 6.25% of the shareholding of Celestial Spring Limited, being a Shareholder holding 1.40% of the Company. Mr. Fung is a cousin of Mr. Fung Hiu Chuen, John, a non-executive Director. Save as disclosed above, Mr. Fung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Fung did not hold any directorships in public listed companies in the past three years preceding the Latest Practicable Date. As at the Latest Practicable

Date, Mr. Fung does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Fung is HK\$571,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Fung is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Mr. Fung has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

#### NON-EXECUTIVE DIRECTOR

**Mr. Wang Lin (王霖)**, aged 43, is a non-executive Director. Mr. Wang was nominated as a Director by CDH Resource Limited and was appointed as a non-executive Director in September 2006. He is currently a managing director of CDH China Growth Capital Management Company Limited ("CDH China"), and has been working for CDH China since 2002. He had previously worked in the direct investment department of China International Capital Corporation Limited from 1999 to 2002 and for 中國投資擔保有限公司 (China National Investment & Guarantee Co., Ltd.) from 1994 to 1999. Mr. Wang graduated from 華東交通大學 (East China Jiaotong University) with a bachelor's degree in mechanical technology and equipment in 1989 and later received a master's degree in economics and a Ph.D. degree from 財政部財政科學研究所 (the Research Institute for Fiscal Science, Ministry of Finance) in 1993 and 2002, respectively.

Pursuant to the letter of appointment between Mr. Wang and the Company, the appointment of Mr. Wang was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Wang did not hold any directorships in public listed companies in the past three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Wang does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Wang is HK\$240,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Wang is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Mr. Wang has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**Mr. Fung Hiu Chuen, John (馮曉邨)**, aged 43, was appointed as a non-executive Director in July 2010. Mr. Fung is currently the Managing Director of Global Link (CHINA) Company Limited, a company engaged in supply of TV media programmes. He had previously worked as a senior manager of the North Asia division of ESPN ASIA Ltd., a diversified sports, entertainment and media company from 1995 to 1997. Mr. Fung obtained a Bachelor of Science degree from Cornell University in Ithaca, New York in 1991.

Pursuant to the letter of appointment between Mr. Fung and the Company, the appointment of Mr. Fung was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Fung is a cousin of Mr. Fung Hiu Lai, an executive Director. Save as disclosed above, Mr. Fung does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Fung did not hold any directorships in public listed companies in the past three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Fung does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Fung is HK\$240,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Fung is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Mr. Fung has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Lin Zhijun (林志軍)**, aged 56, was appointed as an independent non-executive Director in February 2008. Dr. Lin graduated from 廈門大學 (Xiamen University) in 1982 with a master's degree in economics and later received a Ph.D. degree in economics from Xiamen University in 1985. He also received a Master of Science degree from the University of Saskatchewan in 1991. He is a member of the American Institute of Certified Public Accountants (AICPA), the Chinese Institute of Certified Public Accountants (CICPA) and the Institute of Certified Management Accountants of Australia (CMA). He is currently a professor and the head of the department of Accountancy and Law in the Hong Kong Baptist University. Dr. Lin was previously an auditing staff at an international accounting firm, Touche Ross & Co. Canada (now known as "Deloitte & Touche") in Toronto from 1982 to 1983, and has previously taught at Xiamen University, the University of Hong Kong and the University of Lethbridge in Canada.

Pursuant to the letter of appointment between Dr. Lin and the Company, the appointment of Dr. Lin was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Dr. Lin does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Dr. Lin is currently an independent non-executive director of China Everbright Limited and Sinotruk (Hong Kong) Limited, both listed on the Main Board of the Stock Exchange. Save as disclosed, he has not held any directorship in other public listed companies in the last three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Dr. Lin does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Dr. Lin is HK\$240,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Dr. Lin is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Dr. Lin has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**Dr. Zhang Weijiong (張維炯)**, aged 58, was appointed as an independent non-executive Director in February 2008. Dr. Zhang graduated from Shanghai Jiao Tong University in 1982 with a bachelor's degree in power mechanical engineering. He later received a master and Ph.D. degree in business administration from the University of British Columbia in Canada in 1989 and 1997, respectively. He is currently a professor and the Vice President of the China Europe International Business School and has been working in the China Europe International Business School since 1997. Dr. Zhang has previously worked in the management school of Shanghai Jiao Tong University from 1988 to 1993.

Pursuant to the letter of appointment between Dr. Zhang and the Company, the appointment of Dr. Zhang was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Dr. Zhang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Dr. Zhang is currently an independent director of Huayu Automotive Systems Company Ltd and Shanghai Fosun Pharmaceutical (Group) Co., Ltd, both listed on The Shanghai Stock Exchange. Save as disclosed above, he has not held any directorship in other public listed companies in the last three year preceding the Latest Practicable Date. As at the Latest Practicable Date, Dr. Zhang does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Dr. Zhang is HK\$240,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Dr. Zhang is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Dr. Zhang has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

**Mr. Wang Shuaiting (王帥廷)**, aged 55, was appointed as an independent non-executive Director in July 2010. Mr. Wang graduated from China Europe International Business School with a master's degree in Business Administration in 2002. He is currently the vice chairman of the board of directors, president and chief executive officer of China Resources Power Holdings Company Limited, a company listed on the Main Board of the Stock Exchange. Mr. Wang is also the vice chairman of China Resources (Holdings) Co., Ltd.. Mr. Wang has extensive experience in corporate governance in listed companies in the electricity industry in the PRC. He served as the General Manager of China Resources (Xuzhou) Electric Power Co., Ltd. ("CR Xuzhou") from 1994 to 2010. Prior to his engagement in CR Xuzhou, Mr. Wang worked in the general office of the Government of Jiangsu Province from April 1986 to March 1987 and was subsequently the head of the Industrial and Transportation Office of Xuzhou Municipal Government from April 1987 to August 1987. He was also the Vice General Secretary of Xuzhou Municipal Government from 1991 to 1994.

Pursuant to the letter of appointment between Mr. Wang and the Company, the appointment of Mr. Wang was for a term of 3 years commencing from 21 October 2010 subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, he has not held any directorship in other public listed companies in the last three year preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Wang does not have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO. The current Director's fee payable to Mr. Wang is HK\$240,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Wang is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Mr. Wang has no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of Shareholders.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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**SPRINGLAND**

**Springland International Holdings Limited**

**華地國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1700)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting (“AGM”) of Springland International Holdings Limited (the “**Company**”) will be held at 10:00am on Tuesday, 17 May 2011 at Conference Room, 26th Floor, Jinling Hotel, 1 East Xianqian Road, Wuxi, Jiangsu, the People’s Republic of China for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2010;
2. To declare a final dividend of HK7 cents per share for the year ended 31 December 2010;
3.
  - (i) To re-elect Mr. Chen Jianqiang as an executive director of the Company;
  - (ii) To re-elect Mr. Tao Qingrong as an executive director of the Company;
  - (iii) To re-elect Mr. Fung Hiu Lai as an executive director of the Company;
  - (iv) To re-elect Mr. Wang Lin as a non-executive director of the Company;
  - (v) To re-elect Mr. Fung Hiu Chuen, John as a non-executive director of the Company;
  - (vi) To re-elect Dr. Lin Zhijun as an independent non-executive director of the Company;
  - (vii) To re-elect Dr. Zhang Weijiong as an independent non-executive director of the Company;
  - (viii) To re-elect Mr. Wang Shuaiting as an independent non-executive director of the Company;
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
5. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix auditors’ remuneration;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of HK\$0.01 each (“**Share**”) in the share capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price to be determined by the directors of the Company;
- (c) the aggregate nominal value of the Shares which are authorised to be repurchased by the directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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 any applicable laws or the Company’s articles of association to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company.”

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## NOTICE OF THE ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company 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, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Share or right to acquire Shares to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) an issue of Share in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time or; or (iv) pursuant to a specific authority granted by the shareholders of the Company; or (v) an issue of Shares as scrip dividend or similar arrangement in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount to the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** shall have the same meaning as that ascribed to it under resolution no. 6 as set out in the notice convening the Meeting; and

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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 as set out in the notice convening the Meeting, the general mandate granted to the directors of the Company pursuant to resolution no. 7 as set out in the notice convening the Meeting be and is hereby extended by the addition there to of an amount representing the aggregate nominal value of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution.

By order of the Board  
**Springland International Holdings Limited**  
**Chen Jianqiang**  
*Chairman*

PRC, 6 April 2011

*Notes:*

1. The register of members of the Company will be closed from 13 May 2011 to 17 May 2011 (both days inclusive) during which period no transfer of share(s) will be effected. In order to be eligible to attend and vote at the AGM of the Company to be held on 17 May 2011, all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investors Services Limited, the Company's Hong Kong branch share registrar and transfer office, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 12 May 2011.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares, any one of such persons may vote at any 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 be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting.