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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 the 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 Monday, 16 April 2012 at Conference Room, 26th Floor, Jinling Hotel, 1 Xianqian East Road, Wuxi City, Jiangsu, the PRC is set out on pages 12 to 15 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.

13 March 2012

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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 Monday, 16 April 2012 at Conference Room, 26th Floor, Jinling Hotel, 1 Xianqian East Road, Wuxi City, Jiangsu, the PRC, or if applicable, any adjournment thereof, the notice of which is set out on pages 12 to 15 of this circular
“Articles”	the articles of association of the Company, as the same may be amended, supplemented or modified from time to time
“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 the Directors 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”	7 March 2012, 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, as the same may be amended, supplemented or modified from time to time
“Memorandum”	the memorandum of association of the Company, as the same may be amended, supplemented or modified from time to time

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## DEFINITIONS

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“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
“Relevant Period”	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 or the Repurchase Mandate (as the case maybe) is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company
“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), as the same may be amended, supplemented or modified from time to time
“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, as the same may be amended, supplemented or modified from time to time
“%”	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 the Cayman Islands with limited liability)*

(Stock Code: 1700)

*Executive Directors:*

Mr. Chen Jianqiang (*Chairman*)  
Mr. Tao Qingrong (*Chief Executive Officer*)  
Mr. Fung Hiu Lai  
Mr. Yu Yaoming

*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,  
Jinling Hotel,  
No. 1 Xianqian East Street,  
Wuxi City,  
Jiangsu, the PRC

*Principal place of business  
in Hong Kong:*

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

13 March 2012

*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

As approved on the last annual general meeting of the Company held on 17 May 2011, 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 the last annual general meeting of the Company. 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 during the Relevant Period. 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

As approved on the last annual general meeting of the Company held on 17 May 2011, a general 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 the last annual general meeting of the Company. 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 Relevant Period. 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 84 of the Articles, three of the Directors, namely, Mr. Tao Qingrong, Mr. Wang Lin, and Dr. Lin Zhijun shall retire by rotation at the AGM. All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Pursuant to Article 83(3) of the Articles, Mr. Yu Yaoming, who was appointed as an executive Director as an additional Director to the Board on 23 May 2011, will hold office until the AGM and, being eligible, will offer himself 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 13 March 2012 convening the AGM to be held at 10:00 a.m. on Monday, 16 April 2012 at Conference Room, 26th Floor, Jinling Hotel, 1 Xianqian East Road, Wuxi City, Jiangsu, the PRC, is set out on pages 12 to 15 of this circular.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at all general meetings 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 holding 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 12 to 15 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 granted under the Share Option Scheme 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 Relevant Period.

## **REASONS FOR REPURCHASES**

Although the Directors have no present intention to exercise 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 during the Relevant Period 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 of Shares 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 repurchase over the par value of the Shares to be repurchased must be paid 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 2011 in the results announcement of the Company dated 28 February 2012).

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 repurchased 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:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2011</b>		
March	6.10	5.00
April	6.95	5.84
May	7.18	6.12
June	6.97	6.38
July	8.04	6.20
August	7.62	5.88
September	6.80	4.55
October	5.87	4.30
November	5.54	4.50
December	5.40	4.46
<b>2012</b>		
January	5.13	4.32
February	5.34	4.60
March (up to the Latest Practicable Date)	5.38	5.30

### 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 may 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 and 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. Tao Qingrong (陶慶榮)**, aged 51, 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 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 January 2006. Mr. Tao is also a director of certain major operating subsidiaries of the Group, including Jiangsu Springland, Shanghai Springland, 無錫八百伴商貿中心有限公司 (Wuxi Yaohan Commerce & Trade Centre Co., Ltd.), 無錫華地投資管理有限公司 (Wuxi Springland Investment Management Co., Ltd.), 鎮江八百伴商貿有限公司 (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.). Prior to joining the Group, Mr. Tao worked for 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 approximately 38.46% of the shareholding of Celestial Spring Limited, being a Shareholder holding approximately 1.14% 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 any other 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 RMB1,086,000 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. Yu Yaoming (俞堯明)**, aged 42, is an executive Director and vice president of the Group. He was appointed as an executive Director and vice president of our Group in May 2011. Mr. Yu joined the Group in 2007 as a financial director of the Group and Jiangsu Springland. Mr. Yu is primarily responsible for the accounting and financial reporting of the Group. Mr. Yu has over 12 years of experience in finance and accounting and is a member of the Chinese Institute of Certified Public Accountants. Prior to joining the Group, Mr. Yu worked as an accounting manager of 上海賽科石油化工有限責任公司 (Shanghai SECCO Petrochemical Company Limited) from 2001 to 2007. Mr. Yu also worked as a deputy director of the finance department of 中石化上海金山工程公司 (SINOPEC Shanghai Jinshan Engineering Co., Ltd.) from 1999 to 2001 and worked in relevant units under 中國石化上海石油化工股份有限公司 (SINOPEC Shanghai Petrochemical Company Limited) from 1992 to 1999. Mr. Yu obtained a bachelor's degree in accounting from 上海財經大學 (Shanghai University of Finance and Economics) in 1992.

Mr. Yu has not entered into any service contract with the Company and is not appointed for any specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles. Mr. Yu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Yu did not hold any directorships in any other public listed companies in the past three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Yu 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. Yu is RMB976,000 per annum, and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Yu is determined by reference to his duty and experience and the prevailing market rate for executives of similar position.

Save as disclosed above, Mr. Yu 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 44, 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 any other 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 non-executive directors 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.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Dr. Lin Zhijun** (林志軍), aged 57, 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 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 of which are 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 independent non-executive directors 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.

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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 the 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 10:00 a.m. on Monday, 16 April 2012 at Conference Room, 26th Floor, Jinling Hotel, 1 Xianqian East Road, Wuxi City, 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 auditor for the year ended 31 December 2011;
2. To declare a final dividend of HK10 cents per share for the year ended 31 December 2011;
3.
  - (i) To re-elect Mr. Tao Qingrong as an executive director of the Company;
  - (ii) To re-elect Mr. Yu Yaoming as an executive director of the Company;
  - (iii) To re-elect Mr. Wang Lin as a non-executive director of the Company;
  - (iv) To re-elect Dr. Lin Zhijun 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 (“**Directors**”) and shall authorise the Directors 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;
- (c) the Aggregate nominal value of the Shares which are authorised to be repurchased by directors 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.”

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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 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 the above paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors 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 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(s) 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 to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (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 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 AGM, the general mandate granted to the Directors pursuant to resolution no. 7 as set out in the notice convening the AGM be and is hereby extended by the addition thereto 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 AGM, 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, 13 March 2012

*Notes:*

1. The register of members of the Company will be closed from 12 April 2012 (Thursday) to 16 April 2012 (Monday) (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 16 April 2012 (Monday), 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 4:30 p.m. on 11 April 2012 (Wednesday).
2. Any shareholder entitled to attend and vote at the AGM or any adjournment thereof 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 AGM.
5. For the purpose of determining the entitlement to the final dividend for the year ended 31 December 2011 (if approved), the register of members of the Company will be closed from 23 April 2012 (Monday) to 25 April 2012 (Wednesday) (both dates inclusive), during which period no transfer of share(s) will be effected. To be entitled to the final dividend for the year ended 31 December 2011 (if approved), all transfers documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor 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 4:30 p.m. on 20 April 2012 (Friday).
6. Members of the Company are advised to read the circular dated 13 March, 2012 which contains information concerning the relevant resolutions to be proposed in this notice.