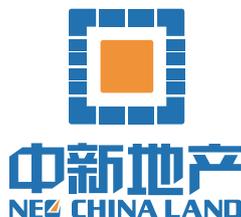


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NEO-CHINA LAND GROUP (HOLDINGS) LIMITED
中新地產集團(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Shares – Stock Code: 563; Convertible bonds due 2011 – Stock Code: 2528)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Neo-China Land Group (Holdings) Limited (the “Company”) will be held at Suites 3005-3007, 30/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on 3 June 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution with or without amendment:-

ORDINARY RESOLUTION

“**THAT:** the conditional subscription agreement dated 19 January 2010 and entered into between the Company and Novel Good Limited in relation to the subscription of new shares in the Company by Novel Good Limited, a copy of which has been produced to the meeting and signed by the Chairman for the purposes of identification, and the issue of Shares pursuant thereto is hereby approved, confirmed and ratified and the directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect thereto or in connection therewith.”

By order of the Board
NEO-CHINA LAND GROUP (HOLDINGS) LIMITED
Liu Yi
Chairman

Hong Kong, 14 May 2010

* *for identification only*

Notes:

1. On a poll every member of the Company presents in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
2. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
4. To be valid, the form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
5. The proxy need not be a member of the Company but must attend the Meeting in person to represent his/her appointor.
6. Completion and delivery of a form of proxy will not preclude shareholders from attending and voting at the Meeting if they so wish.
7. The Directors of the Company are Mr. Liu Yi (executive Director and Chairman), Ms. Niu Xiao Rong (executive Director), Mr. Yuan Kun (executive Director), Ms. Liu Yan (executive Director), Ms. Bao Jing Tao (executive Director), Mr. Jia Bo Wei (executive Director), Mr. Lam Kwan Sing (executive Director), Mr. Lai Leong (non-executive Director and vice Chairman), Ms. Nie Mei Sheng (independent non-executive Director) and Mr. Gao Ling (independent non-executive Director).