



**中新地產**  
NEO CHINA LAND

**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)**

**Form of Proxy for use at the Special General Meeting to be held on 3 June, 2010**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
share(s) <sup>(Note 2)</sup> of HK\$0.04 each in the capital of Neo-China Land Group (Holdings) Limited (the “Company”),  
**HEREBY APPOINT** \_\_\_\_\_  
of \_\_\_\_\_  
or, failing him, **THE CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup> as my/our proxy to attend and vote for me/us at the  
Special General Meeting of the Company to 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. (the “Meeting”) and any adjournment thereof for the  
purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and  
at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the  
resolution as indicated below <sup>(Note 4)</sup>.

Ordinary Resolution	For	Against
To approve the Subscription Agreement		

Dated \_\_\_\_\_ 2010.

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK (✓) THE BOX MARKED “AGAINST”.** Failure to complete one of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- On a poll every member of the Company present 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.
- 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.
- 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.
- To be valid, this 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude shareholders from attending and voting at the Meeting if they so wish.
- 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 BoWei (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).

\* for identification only