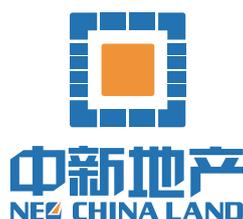


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This Notice is important and requires the immediate attention of Bondholders. If Bondholders are in any doubt as to what action they should take, they are urged to seek their own financial advice, including as to any tax consequences and consult their licensed securities dealer, bank manager, solicitor, professional accountant or another appropriately authorised independent professional adviser.



NEO-CHINA LAND GROUP (HOLDINGS) LIMITED

中新地產集團(控股)有限公司*

(formerly known as NEO-CHINA GROUP (HOLDINGS) LIMITED)

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Exchange Stock Code: 563)

**Notices to the holders of the HK\$1,340,000,000 zero coupon
convertible bonds due 2011**

(Hong Kong Stock Exchange Stock Code: 2528

ISIN : XS 0254896 169

Common Code : 0254896 16)

This notice is in relation to the HK\$1,340,000,000 zero coupon convertible bonds due 2011 (“Bonds”) of Neo-China Land Group (Holdings) Limited (the “Company”). Terms defined in the Conditions of the Bonds as amended by a supplemental trust deed dated 18 May, 2009 are used in this notice. This notice to the holders of the Bonds is given in accordance with Condition 17 (Notices) of the Conditions of the Bonds.

NOTICE IS HEREBY GIVEN that:

- (A) on 24 June 2010 the Issuer issued 683,892,000 new Shares to Novel Good Limited at a price of HK\$2.32 per Share. As a result it is likely subject to confirmation that the Conversion Price will be adjusted by operation of Condition 6.3.6; and

* For identification purposes only

- (B) a Change of Control, being Relevant Event, occurred on 24 June 2010. Accordingly:
- (i) the holder of each Bond has the right, at such holder's option, to require the Issuer to redeem in whole and not in part such holder's Bonds on the Relevant Event Put Date at their Early Redemption Amount; and
 - (ii) upon any exercise of Conversion Rights such that the relevant Conversion Date falls within the period of 30 days following the later of (1) the relevant Change of Control, and (2) the date on which a Change of Control Notice is given to Bondholders, the Conversion Price shall be adjusted in accordance with the formula set out in the Conditions.

In connection with the matters mentioned above the Issuer is in the process of appointing two independent investment banks of international repute to advise (acting as experts) on the calculation of the adjusted Conversion Price and the Current Market Price. The appointments will be subject to the approval of the Trustee in writing.

Further announcements will be made and a Change of Control Notice will be issued as soon as practicable giving details of the adjustments, if any, required as a result of these matters, amongst other things.

Bondholders should contact the following for further information:

PRINCIPAL AGENT

The Bank of New York Mellon

One Canada Square

40f

London E14 SAL

United Kingdom

Telephone Number: 0207 964 8768

Fax Number: 0207 964 2536

By Order of the Board of
Neo-China Land Group (Holdings) Limited
JIA Bo Wei
Executive Director

Hong Kong, 16 July 2010

At the date of this announcement, the directors of the Company are:

Executive directors

Mr. CAI Yu Tian (*Chairman*)

Mr. NI Jian Da

Mr. QIAN Shi Zheng

Mr. ZHOU Jun

Mr. YANG Biao

Mr. CHEN An Min

Mr. LIU Yi

Ms. NIU Xiao Rong

Mr. YUAN Kun

Ms. LIU Yan

Mr. JIA Bo Wei

Ms. BAO Jing Tao

Mr. LAM Kwan Sing

Non-executive director

Mr. LAI Leong

Independent non-executive directors

Mr. DOO Wai-Hoi, William, *J.P.*

Dr. WONG Ying Ho, Kennedy, *BBS, J.P.*

Mr. FAN Ren Da, Anthony

Mr. LI Ka Fai, David

Ms. NIE Mei Sheng

Mr. GAO Ling