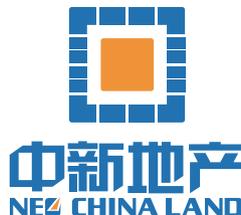


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NEO-CHINA LAND GROUP (HOLDINGS) LIMITED

中新地產集團(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Share – 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 the members of Neo-China Land Group (Holdings) Limited (the “**Company**”) will be held at Boardroom 3-4, Mezzanine floor, Renaissance Harbour View Hotel Hong Kong on Friday, 24 September 2010 at 10:00 a.m. for the following purposes:

To consider as special business and, if thought fit, pass the following resolutions as an ordinary resolution (in the case of resolution 1) and as a special resolution (in the case of resolution 2) with or without amendment:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon (i) the approval by the shareholders of Shanghai Industrial Holdings Limited at its general meeting; and (ii) the listing committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of HK\$0.04 each in the share capital of the Company (representing a maximum of 10% of the shares in issue as at the date of the passing of this resolution) to be issued pursuant to the exercise of options which may be granted under the Company’s share option scheme adopted on 12 December 2002 (the “**Scheme**”), the refreshment of the scheme limit on grant of options under the Scheme and any other share option schemes of the Company up to 10% of the shares in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Limit**”) be and is hereby approved and any director of the Company be and is hereby authorized to do such act and execute such document to effect the Refreshed Scheme Limit.”

SPECIAL RESOLUTION

2. “**THAT** the English name of the Company be changed from “Neo-China Land Group (Holdings) Limited” to “Shanghai Industrial Urban Development Group Limited” and the Chinese name of the Company (which has been registered with the Registrar of Companies of Bermuda as the Company’s secondary name) be changed from “中新地產集團(控股)有限公司” to “上海實業城市開發集團有限公司”, and **THAT** the directors of the Company be and are hereby authorized to do all such acts and things and execute all documents they consider necessary or expedient to effect the aforesaid change of English name and the change of secondary name of the Company.”

By order of the Board of
NEO-CHINA LAND GROUP (HOLDINGS) LIMITED
Cai Yu Tian
Chairman

Hong Kong, Wednesday, 1 September 2010

As at the date of this notice, the directors of the Company are as follows:

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. Jia Bo Wei

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

Head office and principal place of business:

Suites 3005-7, 30/F,
Great Eagle Centre,
23 Harbour Road, Wanchai,
Hong Kong

Notes:

1. A member who is entitled to attend and vote at the meeting convened by the above notice and is the holder of two or more shares of the Company may appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company. 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.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.