



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)

PROXY FORM

Form of Proxy for use by shareholders at the Special General Meeting to be held at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel, Hong Kong on Friday, 24 September 2010 at 10:00 a.m.

I/We ^(Note a) _____
of _____
being the registered holder(s) of _____
shares ^(Note b) of HK\$0.04 each in the share capital of the above-named Company (the “Company”), hereby appoint the Chairman of the Meeting ^(Note c) or _____
of _____

as my/our proxy to attend the Special General Meeting (and at any adjournment thereof) of the Company to 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 purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said 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 resolutions as indicated below or if no such indications is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(Note d)	AGAINST ^(Note d)
1.	To refresh the existing scheme mandate limit under the existing share option scheme of the Company for allowing the Company to grant share options up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
SPECIAL RESOLUTION			
2.	To approve the change of the English name and the Chinese name of the Company.		

Dated this _____ day of _____ 2010

Signature _____ ^(Notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as proxy in the space provided.
- IF YOU WISH TO VOTE FOR THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SAID RESOLUTIONS, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of such resolutions. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person authorized to sign the same.
- To be valid, this form of proxy (if required by the directors), 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 deposited at the office of the Company’s Hong Kong branch registrar, Tricor Secretaries Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney, if any, under which it is signed or a certified copy thereof) not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.