

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/01/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Neo-China Land Group (Holdings) Limited
Date Submitted	05/02/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>0563</u> Descri	ption : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	10,000,000,000	HK\$0.04	HK\$400,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	10,000,000,000	HK\$0.04	HK\$400,000,000.00
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

2. Preference Shares

Stock code : <u>N/A</u> Descr	iption :	N/A	<u> </u>
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A	-	N/A
Balance at close of the month	N/A	N/A	N/A

3. Other Classes of Shares

Stock code : N/A Description : N/A							
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month	N/A	N/A	N/A				
Increase/(decrease)	N/A		N/A				
Balance at close of the month	N/A	N/A	N/A				

Total authorised share capital at the end of the month (*State currency*): <u>HK\$400,000,000.00</u>

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	1,945,640,189	N/A	N/A	N/A	
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A	
Balance at close of the month	1,945,640,189	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (unde	r Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during the	issuer which may be
including EGM					month pursuant thereto	issued pursuant thereto as
approval date		Movement dur	ing the month			at close of the month
(dd/mm/yyyy) and		Movement du			—	
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
Issuable	Granteu	Exercised	Canceneu	Lapseu		
1. Exercise Price:						
HK\$3.60						
(12/12/2002)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	13,125,000
(Note 1)						
2. Exercise Price:						
HK\$3.72						
(12/12/2002)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	72,250,000
(Note 1)						
3. Exercise Price:						
HK\$3.92						
(12/12/2002)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	47,500,00
(Note 1)		INII	INII	1111	INII	47,300,00
(Note 1)						
4. N/A						
(/ /)						
Ordinary shares						
(Note 1)						
5. N/A						
(/ /)						
Ordinary shares						
(Note 1)						
			Total A. (Ord	linary shares)	Nil	
				erence shares)	N/A	
			(11616	(Other class)	N/A N/A	
				(Other class)	1 1/ / 1	
Total funds raised duri	ng the month from	m exercise of opti				
(State currency)			Nil			

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	For Main Board Nominal value at close of the month	and GEM lister No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 2012 Warrant						
	HKD	66,000,000 units	Nil	66,000,000 units	Nil	Nil
(22 / 07 / 2012)	·					
Stock code (if listed)	N/A (Ur	listed)				
Class of shares	1011(01					
issuable (Note 1)	Ordinary	Shares				
· · · · · ·		t to adjustment)				
EGM approval date	· · · · · · · · · · · · · · · · · · ·	5				
(if applicable)						
(dd/mm/yyyy)	(12/07/	2007)				
2. N/A						
	_					
(/ /)						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3. N/A						
	·					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
· · · · · · · · · · · · · · · · · · ·						
Subscription price EGM approval date						
(if applicable)						
	(/ /)				
4. N/A	•					
(/ /)	·					
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total		nary shares) Nil		
				ence shares) N/A		
			(Other class) N/A	1	

Convertibles (i.e. Convertible	e into Shares of the l	Issuer which are to	be Listed)	1 of Highl Dould		a 155 ae 15
Class and description	amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Zero Coupon Convertible	e					
Bonds due 2011						
	HKD	\$917,010,000	Nil	\$917,010,000	Nil	Nil
Stock code (if listed) Class of shares	2528 (Issued i	n June 2006)				
issuable (Note 1)	Ordinary	Shares				
Subscription price	HK\$6.0192 (Subje					
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(N/A	A)				
<u>2. N/A</u>						
Starland (if listed)				·		
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	<i>,</i> , , , , , , , , , , , , , , , , , ,					
(dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>						
Stock code (if listed)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>						
Stock code (if listed)					;	
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
	(/ /)	,	Total C (Ordi	inary shares) Nil		
				rence shares) N/A		-
				(Other class) $\frac{N/2}{N/4}$		-
			· · · · · · · · · · · · · · · · · · ·	(• • • • • • • • • • • • • • • •		-

than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
2. <u>N/A</u>		
3. N/A		
(/ /) shares (Note 1) Total D. (Ordinary shares) (Preference shares)	N/A N/A	
(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (<i>Note 1</i>)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	<u>N/A</u>
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	Type of Issue		I	For Main	Boai	d and GEM list No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
			Class of shares issuable (<i>Note 1</i>)				
5.	Scrip dividend	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (<i>Note 1</i>)				
8.	Consideration issue	At price : State currency ——	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

			l	For Main Boa	rd and GEM lis	ted issuers
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	NT / A	
					<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)			
10.	Other (Please specify)	At price : State currency	 Issue and allotment date : (dd/mm/yyyy) 	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Ordinary share reference share (Other class	es) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil		
Total merease / (decrease) in ordinary shares during the month (i.e. Total of A to L).	(1)	1 Mi		
	(2)	N/A		
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A		
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

if any):

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Submitted by: Tricor Secretaries Limited
Title: Hong Kong Branch Share Registrar (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.