

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearing Limited				
Name of Issuer Neo-China Land Group (Holdings) Limited Oate Submitted 02/04/2009				
. Movements in Authorised Share Capital				
1. Ordinary Shares				
(1) Stock code : <u>00563</u>	Descript	tion: Ordinary S	Shares	1
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	nth _	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 : N/A	Descript	tion: N/A	_	
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	nth _	N/A	N/A	N/A
Increase/(decrease)	-	N/A		N/A
Balance at close of the month		N/A	N/A	N/A

31/03/2009

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1.	Pret	eren	ce :	Sna	res

Balance at close of preceding month

Balance at close of the month

Increase/(decrease)

Stock code : N/A Descr	ription:	N/A	1
	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 Descr	ription : N/A		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)

N/A

N/A

N/A

N/A

N/A

N/A

N/A

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

II. Movements in Issued Share Capital

	No. of ordina	ry 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
preceding month	1,943,040,109	11/71		1 V/A
Increase/ (decrease)				
during the month	Nil	N/A	N/A	<u>N/A</u>
Balance at close of the				
month	1,945,640,189	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

(State currency)

Share Options (under 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 at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Exercise Price: HK\$3.60 (12/12/2002)Nil Nil Nil Nil Ordinary shares Nil 13,125,000 (*Note 1*) 2. Exercise Price: HK\$3.72 (12/12/2002)Nil Nil Nil 72,250,000 Ordinary shares Nil Nil (*Note 1*) 3. Exercise Price: HK\$3.92 (12/12/2002) Ordinary shares Nil Nil Nil Nil Nil 47,500,00 (*Note 1*) 4. N/A Ordinary shares (Note 1) 5. N/A Ordinary shares (Note 1) Total A. (Ordinary shares) Nil (Preference shares) N/A N/A (Other class) Total funds raised during the month from exercise of options

Nil

Warrants to Issue Shares of the	Issuer which are t	to be Listed		FOI MIAIII BOAIU	and GEW liste	u issuers
Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value at close of preceding month	Exercised during the month	Nominal value 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. 2012 Warrant	_					
	_	66,000,000		66,000,000		
	HKD	units	Nil	units	Nil	66,000,000
(22 / 07 / 2012)	NI/A /II	1' (1)				
Stock code (if listed) Class of shares	N/A (Un	ilisted)				
issuable (Note 1)	Ordinary	Shares				
	HK\$6.72 (subject					
EGM approval date		,				
(if applicable)	(12/07/	2007)				
(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	<u> </u>					
						
				. <u> </u>		<u>.</u> .
(/ /) Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /	,)				
4. N/A						
(/ /)	_					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Tot	al B. (Ord	linary shares) Nil		
		100	`	erence shares) N/A		<u>-</u>
			,	(Other class) $\frac{N}{N}$. _

Convertibles (i.e. Convertible if	no Snares of the I	ssuer which are to) be Listed)			
Class and description	Currency of 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						
Bonds due 2011	<u> </u>					
	— HKD	\$917,010,000	Nil	\$917,010,000	Nil	152,347,488
Stock code (if listed)	2528 (Issued i		INII	\$917,010,000	INII	132,347,466
Class of shares			=			
issuable (Note 1)	Ordinary		_			
Subscription price <u>F</u> EGM approval date	IK\$6.0192 (Subje	ect to adjustment)	_			
(if applicable)						
(dd/mm/yyyy))	(N/A	A)	=			
2. N/A						
	<u> </u>					
	<u> </u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A	<u> </u>					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A	<u> </u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
				inary shares) Nil		=
				rence shares) $\frac{N/A}{N}$ (Other class) $\frac{N}{A}$		_
			,	(30101 01033) 14/F	_	_

For Main Board and GEM listed issuers

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

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. N/A		
_	1	
	1	
shares (Note 1)	1	
Shares (Note 1)		
2 NI/A		
2. <u>N/A</u>	-	
shares (Note 1)		
3. N/A		
shares (Note 1)]	
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	N/A	
(**************************************		
	1	

Ot	her Movements in	Issued Share Capital				NI. C.	N C.
						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 a close of the
	Type of Issue						month
			Class of shares issuable (Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(dd/lillib/yyyy)			N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	27/4	27/4
						N/A	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A

For Main Board and GEM listed 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)				
5.	Scrip dividend At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
		Class of shares repurchased (Note 1)				
6.	Repurchase of shares	Cancellation date: (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A
		Class of shares redeemed (Note 1)				
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
		Class of shares issuable (Note 1)				
8.	Consideration issue At price : State currence	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) (/ /) Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/AN/AClass of shares issuable (*Note 1*) At price : State currency 10. Other (/ / Issue and allotment (Please specify) date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(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 Issu	ied Sh	are Capital").)

Total E.

Remarks (if any):		
N/A		
Submitted by:	Tricor Secretaries Limited	
Title:	Hong Kong Branch Share Registrar	
(Director, S	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.