

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 02/06/2009 | | | | |
| . Movements in Authorised Share Capital | | | | |
| 1. Ordinary Shares | | | | |
| (1) Stock code : <u>00563</u> | Descrip | tion: Ordinary S | Shares | † |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding mor | 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 | Descrip | tion: N/A | _ | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding mor | 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 |

31/05/2009

| 1 | D | • | 6 | 01 | |
|----------|------|------|------|-----|-----|
| 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 | | |
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| 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.