

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): <u>31/07/2009</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Neo-China Land Group (Holdings) Limited
Date Submitted	04/08/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00563</u> Descrip	ption : Ordinary S	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

1. Ordinary Shares

2. Preference Shares

Stock code : <u>N/A</u> Descr	iption :	on: N/A		
	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 : <u>N/A</u> Descrip	ption: <u>N/A</u>		
	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 class of shares		Wovement du			_	
issuable	Granted	Exercised	Cancelled	Lapsed		
Issuable	Granteu	Exercised	Calicelleu	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)	NT'1	NT'1	NT'1	N7'1	NT'1	72 250 000
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)	1111					47,500,00
(Note 1)						
4. N/A						
(/ /)						
Ordinary shares						
(Note 1)						
5. N/A						
Ordinary shares						
(Note 1)						
			Total A. (Or	linary shares)	Nil	
				erence shares)	N/A	
			(1101	(Other class)	N/A	
T-4-1 from do arrive 1, 1, 1, 1		··· ··································		(
Total funds raised durin (State currency)	ing the month from	in exercise of opti-	ons <u>Nil</u>			
(Suit currency)			1111			

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	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	_					
	HKD	66,000,000 units	Nil	66,000,000 units	Nil	66,000,000
(22 / 07 / 2012)		1 1				
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)	N/A (Un Ordinary					
· · · · · · · · · · · · · · · · · · ·	HK\$6.72 (subject					
EGM approval date (if applicable) (dd/mm/yyyy)	(12/07/2	<u> </u>				
2. N/A	_					
		<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)				
	_					
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy))				
		<u> </u>				
(/ /) Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
		Tot		inary shares) Nil		
				rence shares) $\frac{N/A}{N/A}$		
				(Other class) <u>N/A</u>		·

Convertibles (i.e. Convertibl	e into Shares of the I	ssuer which are to		For Main Board		u 1880ers
<u>Class and description</u> 1. Zero Coupon Convertib	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
Bonds due 2011						
	HKD	\$917,010,000	Nil	\$917,010,000	Nil	152,347,48
Stock code (if listed)	2528 (Issued i	n June 2006)				
Class of shares		C1				
issuable (<i>Note 1</i>)	Ordinary					
Subscription price EGM approval date	HK\$6.0192 (Subje	ect to adjustment)				
(if applicable)						
(dd/mm/yyyy))	(N/A	A)				
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 (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()					
(dd/mm/yyyy) 4. N/A	(/ /)					
4. IN/A						
Stock and (if lists 1)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
		r		nary shares) Nil		
				ence shares) N/A (Other class) N/A		
			($(1000 \text{ Class}) \frac{10/P}{10}$	•	-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other 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>		
(/ /) shares (Note 1) 3. N/A		
(/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

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

	Type of Issue		I	∃or Main	<u>ı Boar</u>	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 (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				
6.	Repurchase of shares		repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	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)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency ——		(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						<u>N/A</u>	N/A

]	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
9.	Capital reorganisation		Class of shares issuable (<i>Note 1</i>) Issue and allotment	(/ /)		
	Teorganisation		date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(//)	N/A	N/A
10.	Other (Please specify)	At price : State	Class of shares issuable (<i>Note 1</i>) - Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Ordinary share reference share (Other clas	es) 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 Issued Share Capital").)				

Remarks	(if	any)):
---------	-----	------	----

N/A

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.