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## **NEO-CHINA LAND GROUP (HOLDINGS) LIMITED**

(formerly known as NEO-CHINA GROUP (HOLDINGS) LIMITED)

**中新地產集團(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Shares-Stock Code: 563. Convertible bonds due 2011: Stock Code: 2528)

### **Proposed changes to terms of HK\$1,340,000,000 zero coupon convertible bonds due 2011 (“Bonds”)**

The meeting of holders of the Bonds held on 16 April, 2009 to consider an extraordinary resolution of holders of the Bonds to approve amendments to the trust deed constituting the Bonds was inquorate and was dissolved before proceeding to business.

The Company plans to propose revised amendments to the trust deed constituting the Bonds and will make an announcement once the terms of the proposed revised amendments have been settled.

At the request of the Company, trading on the Stock Exchange in the shares (stock code: 563) and the Bonds (stock code: 2528) of the Company was suspended with effect from 10:10 a.m. on 22 January, 2008 pending the release of an announcement in respect of certain price-sensitive information. Trading in the shares and Bonds of the Company will remain suspended.

#### **Meeting dissolved**

A meeting (the “Meeting”) of the holders of the Bonds was convened today for the purpose of considering and, if thought fit, passing the resolution to approve amendments to the trust deed constituting the Bonds set out in the notice of the Meeting dated 25 March 2009.

The quorum required at the Meeting was two (2) or more persons present in person holding Bonds or being proxies or representatives and holding or representing in the aggregate not less than 75% in principal amount of the Bonds for the time being outstanding. A quorum was not present at the Meeting within fifteen (15) minutes after the time fixed for the Meeting and the Meeting was therefore dissolved without proceeding to business. Accordingly the proposed resolution was not passed.

## **Revised amendments**

The Company plans to propose revised amendments to the trust deed constituting the Bonds and will make an announcement once the terms of the proposed revised amendments have been settled.

## **Suspension of trading**

At the request of the Company, trading on the Stock Exchange in the shares (stock code: 563) and the Bonds (stock code: 2528) of the Company was suspended with effect from 10:10 a.m. on 22 January 2008 pending the release of an announcement in respect of certain price-sensitive information. Trading in the shares and Bonds of the Company will remain suspended.

The Company will continue to work closely with the Stock Exchange on an announcement with respect to matters which led to the Company's suspension of trading of its securities and is seeking the resumption of trading of its shares and the Bonds as soon as practicable.

By Order of the Board of  
**Neo-China Land Group (Holdings) Limited**  
**LI SONG XIAO**  
*Chairman*

Hong Kong, 16 April 2009

At the date of this announcement, the directors of the Company are:

### **Executive Directors**

Mr. Li Song Xiao (*Chairman*)

Mr. Liu Yi

Ms. Niu Xiao Rong

Mr. Yuan Kun

Ms. Liu Yan

Mr. Jia Bo Wei

Mr. Lu Zhao Qun

Ms. Bao Jing Tao

Mr. Lam Kwan Sing

### **Non-Executive Director**

Mr. Lai Leong (*Vice chairman*)

### **Independent Non-Executive Directors**

Ms. Nie Mei Sheng

Mr. Gao Ling

Mr. Zhang Qing Lin

Mr. Lai Man Leung

\* *For identification only*