



New World China Land Limited

新世界中國地產有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 917)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of the shareholders of New World China Land Limited (the “Company”) will be held at Meeting Room 201A (New Wing), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 31 December 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT,**

- (a) the three participation agreements all dated 3 December 2008 entered into among (i) the Company; (ii) New World Development (China) Limited; (iii) Mr. Doo Wai-Hoi, William; and (iv) Golden Wealth Investment Limited (the “Participation Agreements”) (a copy of each of the Participation Agreements marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) in respect of Golden Wealth Investment Limited’s participation in 上海局一房地產發展有限公司 (Shanghai Juyi Real Estate Development Co., Ltd.), 上海三聯物業發展有限公司 (Shanghai Trio Property Development Co., Ltd.) and 上海新世界淮海物業發展有限公司 (Shanghai New World Huai Hai Property Development Co., Ltd.), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the terms of the Participation Agreements and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Participation Agreements.”

(2) “**THAT,**

- (a) upon the passing of the ordinary resolution set out in (1) above, the sale and purchase agreement dated 3 December 2008 entered into among (i) the Company; (ii) New World Development (China) Limited; (iii) New World China Property Limited; (iv) Mr. Doo Wai-Hoi, William; (v) Stanley Enterprises Limited; (vi) Grand China Enterprises Limited; and (vii) Golden Wealth Investment Limited (the “Agreement”) (a copy of the Agreement marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) relating to the acquisition by the Company (through its wholly-owned subsidiaries) of additional interests in Ramada Property Ltd., Faith Yard Property Limited,

Fortune Star Worldwide Limited and 上海新世界淮海物業發展有限公司 (Shanghai New World Huai Hai Property Development Co., Ltd.), and the disposal by the Company (through its wholly-owned subsidiary or itself) of interests in 上海局一房地產發展有限公司 (Shanghai Juyi Real Estate Development Co., Ltd.) and 上海新尚賢坊房地產發展有限公司 (Shanghai New World Shangxian Lane Development Ltd.), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the terms of the Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Agreement.”

By order of the Board of
New World China Land Limited
Ngan Man-Ying, Lynda
Company Secretary

Hong Kong, 15 December 2008

Notes:

1. A member entitled to attend and vote at the Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person at the Meeting.
3. In case of joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares of the Company as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of such holders so present whose name stands first in the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
4. The ordinary resolutions as set out above will be determined by way of a poll.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. As at the date of this notice, the board of directors of the Company comprises: (1) Dr. Cheng Kar-Shun, Henry, Mr. Doo Wai-Hoi, William, Mr. Cheng Kar-Shing, Peter, Mr. Cheng Chi-Kong, Adrian, Mr. Leung Chi-Kin, Stewart, Mr. Chow Kwai-Cheung, Mr. Chow Yu-Chun, Alexander, Mr. Fong Shing-Kwong, Michael and Ms. Ngan Man-Ying, Lynda as executive directors; (2) Mr. Fu Sze-Shing as non-executive director and (3) Mr. Cheng Wai-Chee, Christopher, Mr. Tien Pei-Chun, James and Mr. Lee Luen-Wai, John as independent non-executive directors.