XIN CORPORATION LIMITED
新創綜合企業有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 1141)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Xin Corporation Limited (the "Company") will be held at Bauhinia Room 3, 3rd Floor, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 6 August 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT** subject to and conditional upon the resolution numbered 2 in the notice of meeting of the Company dated 19 July 2007 being passed:

   (a) the Conditional Call Option Agreement (the "Call Option Agreement") relating to convertible notes to be issued by the Company dated 20 June 2007 entered into between (1) the Company and (2) Vision Century Group Limited and supplemental agreement dated 28 June 2007, copies of which have been produced to this meeting marked "A" and "B" and signed by the chairman of this meeting for the purpose of identification, be and are hereby approved, confirmed and ratified; and

   (b) the convertible notes to be issued by the Company on exercise of the call option and on terms and conditions as set out in the Call Option Agreement, a draft of which has been produced to this meeting marked "C" and signed by the chairman of this meeting for the purpose of identification, and the issue of the shares of the Company upon exercise of the conversion rights attaching to those convertible notes be and are hereby approved."

2. "**THAT** subject to and conditional upon the resolution numbered 1 in the notice of meeting of the Company dated 19 July 2007 being passed:

   (a) the Placing Agreement (the "Placing Agreement") in respect of an issue of convertible notes to be issued by the Company dated 20 June 2007 entered into between (1) the Company and (2) Interchina Securities Limited and supplemental agreement dated 28 June 2007, copies of which have been produced to this meeting marked "D" and "E" and signed by the chairman of this meeting for the purpose of identification, be and are hereby approved, confirmed and ratified; and

* *For identification only*

(b) the convertible notes that may be issued by the Company under the Placing Agreement and on terms and conditions as set out in the Placing Agreement, a draft of which has been produced to this meeting marked "F" and signed by the chairman of this meeting for the purpose of identification, and the issue of the shares of the Company upon exercise of the conversion rights attaching to those convertible notes be and are hereby approved."

By order of the Board
Yu Wai Man
Company Secretary

Hong Kong, 19 July 2007

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Room 2107, 21st Floor
Nan Fung Tower
173 Des Voeux Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. The instrument appointing a proxy and (if required by the board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Room 2107, 21st Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

6. The votes of members at the above meeting to approve the ordinary resolutions will be taken on a poll.

At the date of this announcement, the board of directors of the Company comprises Mr. Lo Ming Chi, Charles (Chairman), Mr. Yu Wai Man, Mr. Wilson Ng, Mr. Ng Wee Keat, and Mr. Ng Eng Leng as executive directors and Mr. Wong Kwok Tai, Mr. Lau Pok Lam and Mr. Ko Kwong Woon, Ivan as independent non-executive directors.