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NEO-CHINA GROUP  
中新集團

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

**中新集團（控股）有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 563)**

### **NEW GENERAL MANDATES**

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The Board proposes to refresh the general mandates for the Directors to allot and repurchase shares not exceeding 20% and 10% respectively of the issued share capital of the Company as at the date of the SGM.

#### **NEW GENERAL MANDATES**

The board of directors (the “Board”) of Neo-China Group (Holdings) Limited (the “Company”) proposes to refresh the general mandate for the directors of the Company (the “Directors”) to issue and allot shares (“Issue Mandate”) not exceeding 20% of the issued share capital of the Company as at the date of the special general meeting (“SGM”) of the Company to be convened to approve the grant of such mandate. The Board also proposes to refresh the general mandate to repurchase shares (“Repurchase Mandate”) on The Stock Exchange of Hong Kong Limited not exceeding 10% of the issued share capital of the Company as at the date of the SGM. The Issue Mandate and the Repurchase Mandate will enhance the flexibility for the Company to manage its business.

The Board will send a circular (“Circular”) to its shareholders and a notice for the purpose of convening an SGM to obtain shareholders’ approval to the grant of the Issue Mandate and the Repurchase Mandate. The Circular will contain the details as required under Rule 13.36(4)(d) of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

The Company will form an independent board committee and appoint an independent financial advisor, and the Circular will contain their respective recommendations to the Company's shareholders on the proposed Issued Mandate. In accordance with the requirements of the Listing Rules, the proposed Issue Mandate will be voted by poll, and the controlling shareholders of the Company and their respective associates will abstain from voting in favour thereon.

By Order of the Board of  
**Neo-China Group (Holdings) Limited**  
**Li Song Xiao**  
*Chairman*

Hong Kong, 11 April, 2006

*As at the date of this announcement, the Board comprises Mr Li Song Xiao as a chairman; Mr Liu Yi, Ms Song Xuan, Ms Niu Xiao Rong, Mr Zhang Huai An and Mr Yuan Kun as executive Directors; Ms Nie Mei Sheng, Mr Zhen Kuan and Mr Wang Shiyong as independent non-executive Directors.*

\* *For identification purpose only*

Please also refer to the published version of this announcement in The Standard.