



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)

Form of proxy for use at the special general meeting

I/We / _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.10 each in the capital of Neo-China Group (Holdings) Limited (“Neo-China”), HEREBY APPOINT
THE CHAIRMAN OF THE MEETING ³ or _____
of _____
or, failing him/her the chairman of the special general meeting, as my/our proxy to attend for me/us at the special
general meeting (and at any adjournment thereof) to be held at Units 1908-09, 19th Floor, Office Tower, Convention
Plaza, No. 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on 9th May 2006 for the purpose of considering and, if
thought fit, passing the ordinary resolutions as set out in the notice convening the said meeting and at such meeting (or
at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder
indicated.

	FOR⁴	AGAINST⁴
ORDINARY RESOLUTION 1		
ORDINARY RESOLUTION 2		
ORDINARY RESOLUTION 3		

Signature(s)⁶ _____

Date _____

NOTES:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- Any member of Neo-China entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of Neo-China. A member may appoint more than one proxy to attend on the same occasion.
- The instrument appointing a proxy must 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 seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited the Share Registrar of Neo-China in Hong Kong, Secretaries Ltd., 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting, and in default the instrument of proxy shall not be treated as valid.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

* For identification only