



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)**

### **VOTING RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 9 MAY 2006**

At the SGM, the ordinary resolutions to approve (1) the granting of the Issue Mandate; (2) the granting of the Repurchase Mandate; and (3) the extension of the Issue Mandate by the number of Shares repurchased by the Company under the Repurchase Mandate, were duly passed by the Independent Shareholders present and voting at the SGM by way of poll

Reference is made to (i) the announcement of the Company dated 11 April 2006; (ii) the circular of the Company dated 24 April 2006 (the “Circular”) in relation to the granting of New General Mandates; and (iii) the notice of the SGM dated 24 April 2006. Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that at the SGM held at Units 1908-09, 19th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on 9 May 2006, Tuesday, at 10:00 a.m., the ordinary resolutions to approve (1) the granting of the Issue Mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the SGM; (2) the granting of the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the SGM; and (3) the extension of the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate, were duly passed by the Independent Shareholders present and voting at the SGM by way of poll.

The results of the voting taken on a poll at the SGM were as follows:

<b>Ordinary Resolution</b>	<b>No. of votes (%) For</b>	<b>No. of votes (%) Against</b>
1. To grant the Directors the Issue Mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the SGM	772,203,507 (98.01%)	15,670,000 (1.99%)
2. To grant the Directors the Repurchase Mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the SGM	787,873,507 (100%)	Nil (0%)
3. To extend the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate	787,873,507 (100%)	Nil (0%)

*Notes:*

- (a) Since more than 50% of the votes cast were in favour of the above three resolutions, all the three resolutions were duly passed as ordinary resolutions.
- (b) The total number of Shares in issue: 4,479,339,487.
- (c) The total number of Shares entitling the holder to attend and vote for or against the resolutions at the SGM: 2,180,352,950.
- (d) The total number of Shares entitling the holder to attend and vote only against the resolutions at the SGM: 2,298,986,537 (being the Shares held by Invest Gain Limited, a Substantial Shareholder wholly-owned by Mr Li Song Xiao, the Chairman of the Board).
- (e) Mr Li Song Xiao and his associates (including Invest Gain Limited) have stated their intention in the Circular to abstain from voting on all the resolutions and they have done so at the SGM.

- (f) Secretaries Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the SGM.

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

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

Hong Kong, 9 May 2006

\* *For identification purpose only*

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