



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)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that a special general meeting of Neo-China Group (Holdings) Limited (“Company”) will be held at Unit 1908-9, Office Tower, Convention Plaza, Wanchai, Hong Kong at 10:00 a.m. on 8 August 2006 for the purpose of considering and, if thought fit, passing with or without amendment the following resolution which will be proposed as ordinary resolution:–

ORDINARY RESOLUTION

THAT the agreement (the “Agreement”) relating to the sale and purchase of the entire issued shared capital of each of DIVO Success Limited and Lead Mix Limited, both are companies incorporated in the British Virgin Islands with limited liability dated 26 June 2006 between Mr. Li Song Xiao and Neo-China Property Limited, a wholly-owned subsidiary of the Company (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification) be and is hereby approved, ratified and confirmed and that the directors of the Company be and are hereby authorised to implement all the transactions referred to in Agreement and to do all such acts and things and execute all such documents as they shall in their absolute discretion consider necessary or desirable to give effect to the Agreement and the arrangements contemplated thereunder including but not limited to the issue of the Consideration Shares referred to in the Agreement.

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

20 July, 2006

* *For identification only*

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business:

Unit 1908-9, 19th Floor
Office Tower, Convention Plaza
No. 1 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
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 certified copy of that power or authority, must be deposited at the Share Registrar of the Company 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 appointed for the holding of the meeting or any adjournment hereof. Delivery of the form of proxy shall not preclude a member of Neo-China from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled hereto 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.
4. The Resolution will be voted on by way of poll.
5. At the date of this notice, the executive directors of Neo-China are Mr. Li Song Xiao, Mr. Liu Yi, Ms. Niu Xiao Rong and Mr. Yuan Kun, and the independent non-executive directors are Ms. Nie Mei Sheng, Mr. Zhen Kuan and Mr. Wang Shiyong.

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