



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)

RESULTS OF THE SPECIAL GENERAL MEETING

The Board announces that the Resolution approving the Agreement, the issue of the Consideration Shares and all matters contemplated under the Agreement was duly passed at the SGM held on 8 August 2006.

Reference is made to the announcement of Neo-China Group (Holdings) Limited (the “Company”) dated 28 June 2006 and the circular of the Company dated 20 July 2006 in relation to, among other things, the entering into of the Agreement in connection with the Proposed Acquisitions (the “Circular”). Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise defined.

RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the ordinary resolution (the “Resolution”) as set out in the notice of SGM dated 20 July 2006 to approve the Agreement, the issue of the Consideration Shares and all matters contemplated under the Agreement was duly passed by the Independent Shareholders at SGM held on 8 August 2006.

As at the date of the SGM, there was a total of 4,479,339,487 Shares in issue, of which 2,311,616,537 Shares (approximately 51.60% of the total issued share capital of the Company) were held by the Vendor, Invest Gain Limited and their associates. As stated in the Circular, the Vendor, Invest Gain Limited and their associates were required to abstain from voting on the Resolution to approve the Agreement, the issue of the Consideration Shares and all matters contemplated under the Agreement at the SGM. None of the Shareholders have stated their intention to vote against the Resolution and no Shareholder was entitled to attend and vote only against the Resolution at the SGM.

* *For identification purpose only*

Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the Resolution was 1,000,411,507 Shares (approximately 22.33% of the total issued shares capital of the Company as at the date of the SGM). The Board confirmed that the Vendor and Invest Gain Limited and their associates had abstained from voting on the Resolution at the SGM. Set out below is the results of voting at the SGM. which was conducted by way of a poll:

Ordinary resolution	Number of Shares (Approximate %)	
	For	Against
To approve the Agreement, the issue of the Consideration Shares and all matters contemplated under the Agreement	1,000,401,507 99.999%	10,000 0.001%

The Resolution was duly passed by way of a poll at the SGM. Secretaries Limited, the Hong Kong branch share registrars of the Company, acted as the scrutineer for the vote-taking at the SGM.

As at the date of this announcement, Directors are as follows:–

Executive Directors:

Mr Li Song Xiao
Ms Niu Xiao Rong
Mr Yuan Kun
Ms Liu Yan
Mr Liu Yi

Independent Non-Executive Directors:

Ms Nie Mei Sheng
Mr Wang Shiyong
Mr Zheng Kuan

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

Hong Kong, 8 August 2006

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