



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 Annual General Meeting to be held on Monday, 25 September 2006

I/We (Note 1) _____
of _____
being the registered holder(s) of _____
shares (Note 2) of HK\$0.01 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3) or _____
of _____
as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at the Company's principal place of business in Hong Kong at Unit 1908-9, 19th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Monday, 25 September 2006 at 10:00 am for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4).

	RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the Directors and Auditors for the year ended 30 April 2006.		
2.	(a) To re-elect Mr Liu Yi as Director.	(a)	(a)
	(b) To re-elect Mr Yuan Kun as Director.	(b)	(b)
	(c) To re-elect Ms Liu Yan as Director.	(c)	(c)
	(d) To re-elect Mr Zheng Kuan as Director.	(d)	(d)
	(e) To fix the maximum number of Directors.	(e)	(e)
	(f) To authorise the Board of Directors to appoint additional Directors not exceeding the maximum number determined.	(f)	(f)
	(g) To authorise the Board of Directors to fix the respective Directors' remuneration.	(g)	(g)
3.	To appoint Deloitte Touche Tohmatsu as Auditors of the Company and to authorise the Board of Directors to fix Auditors' remuneration.		
4.	To amend the Bye-laws of the Company.		
5.	To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		
8.	To refresh the existing scheme mandate limit under the existing share option scheme of the Company for allowing the Company to grant share options up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		

Dated this _____ day of _____, 2006 Signature (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). 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, strike out the words "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- On a show of hands every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote and on a poll every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
- A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Share Registrar in Hong Kong, Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* for identification purposes only