



中新集团
NEOCHINAGROUP

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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Special General Meeting of Neo-China Group (Holdings) Limited (the “Company”) will be held at Unit 1908-9, 19th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on 19 January 2007 at 10:00 a.m. for the following purposes:–

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of, and permission to deal in, the Consideration Shares (as defined below) and the Conversion Shares (as defined below):

- (A) the issue of 340,000,000 new ordinary shares of the Company of HK\$0.01 each (the “Consideration Shares”) by the Company to the Mr. Shi Deyi and Ms. Qiao Xiaohui (the “Vendors”) (or their nominee), as part of consideration under the agreement dated November 2006 entered into between the Vendors and Richspeed Investment Limited for the acquisition of the entire issue of share capital of Honest State Limited (the “Target”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purposes of identification) and as supplemented and amended by the agreement dated 13 November 2006 entered into by the Vendors, the Company and Shanghai Jia Cheng Investment Management Limited (the “Supplemental Target Acquisition Agreement”) (a copy of which has been produced to this meeting and marked “B” and initialled by the chairman of this meeting for the purposes of identification), be and is hereby approved;

- (B) the issue of up to 170,000,000 new shares of the Company of HK\$0.01 each (the “Conversion Shares”) upon conversion of the convertible bonds to be issued to the Vendors pursuant to the Supplemental Target Acquisition Agreement at the conversion price of HK\$1.00 per Conversion Share be and is hereby approved; and
- (C) the directors of the Company be and are hereby authorised to issue and allot the Consideration Shares and the Conversion Shares on the terms as set out in the circular of the Company dated 8 December 2006 (a copy of which has been produced to this meeting and marked “C” and initialled by the chairman of this meeting for the purposes of identification), and to do all such acts and things, to sign and execute all further documents and to take such steps as the directors of the Company may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the issue of the Consideration Shares and Conversion Shares.

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

8 December 2006

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
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 Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting. Delivery of the form of proxy shall not preclude a Member of the Company 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 deemed joint holders thereof.
4. At the date of this notice, the executive directors of the Company are Mr Li Song Xiao (chairman), Mr Liu Yi, Ms Niu Xiao Rong, Mr Yuan Kun and Ms. Liu Yan, and the independent non-executive directors of the Company are Ms Nie Mei Sheng, Mr Wang Shiyong and Mr. Zhang Qing Lin.

* *For identification only*

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