



**中新集團**  
NEO CHINA GROUP

## **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 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 27 February 2007 at 10:00 am for the purpose of considering and if though fit, passing the following resolution each of which will be proposed with or without amendment as an ordinary resolution:–

#### **ORDINARY RESOLUTIONS**

- (1) **THAT** the agreement relating to the sale and purchase of 67% of the registered capital of 湖南淺水灣湘雅溫泉花園有限公司(Hunan Qianshuiwan Shuangya Wanquan Huayuen Company Limited), dated 21 December 2006 between 北京新松投資集團有限公司(Beijing New Shine Investment Group Company Limited) and 北京新松置地投資顧問有限公司(Beijing New Shine Land Investment Consultancy Limited) (the “Purchaser”), 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 the directors of the Company be and are hereby authorised 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 this agreement and the arrangements contemplated thereunder;

- (2) **THAT** the agreement relating to the sale and purchase of 22.1% of the registered capital of 北京新松房地產開發有限公司(Beijing New Shine Properties Development Company Limited), dated 21 December 2006 between 北京國科新業科技開發有限公司(Beijing Guoke Xinye Technology Development Company Limited) and the Purchaser (a copy of which has been produced to this meeting marked “B” and initialled by the chairman of the meeting for identification) be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorised 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 this agreement and the arrangements contemplated thereunder; and
- (3) **THAT** the agreement relating to the sale and purchase of 15% of the registered capital of 北京金馬文華園房地產開發有限公司(Beijing Jin Ma Wen Hua Yuan Properties Development Company Limited), dated 21 December 2006 between 北京西華偉業建材經貿有限公司(Beijing Xi Hua Wei Yie Construction Materials Trading Company Limited) and the Purchaser (a copy of which has been produced to this meeting marked “C” and initialled by the chairman of the meeting for identification) be and is hereby approved, ratified and confirmed, and the directors of the Company be and are hereby authorised 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 this agreement and the arrangements contemplated thereunder.

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

31 January 2007

*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.