



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 a 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 Wednesday, 17 October 2007 at 10:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company convened at 10:00 a.m. on the same date and place) for the purpose of considering and if though fit, passing the following resolutions which will be proposed as an ordinary resolution (in the case of resolution 1) and as a special resolution (in the case of resolution 2) with or without amendment:–

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below), every four shares of HK\$0.01 each in the issued and unissued share capital of the Company be and is hereby consolidated into one share of HK\$0.04 each (“Consolidated Shares”) and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may deem necessary or desirable to effect the share consolidation.”

* *For identification purposes only*

SPECIAL RESOLUTION

2. “**THAT** subject to the due registration of the new name with the Registrar of Companies in Bermuda, the name of the Company be changed from “Neo-China Group (Holdings) Limited” to “Neo-China Land Group (Holdings) Limited 中新地產集團（控股）有限公司” and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may deem necessary or desirable to effect the change of name.”

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

24th September, 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, Tricor 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 or 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. At the date of this notice, the executive directors of Neo-China are Mr. Li Song Xiao, Mr. Liu Yi, Ms. Niu Xiao Rong, Mr. Yuan Kun and Ms. Liu Yan and the independent non-executive directors are Ms. Nie Mei Sheng, Mr. Zhang Qing Lin and Mr. Gao Ning.