



中新集團
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)

**VOTING RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 27 FEBRUARY 2007**

At the SGM, the ordinary resolutions, for approving, ratifying and confirming the Agreements and for authorising the Directors to do all such acts and things in order to give effect to the Agreements and the arrangements contemplated thereunder, were duly passed by the Independent Shareholders present and voting at the SGM by way of poll.

Reference is made to (i) the announcement of Neo-China Group (Holdings) Limited (the “Company”) dated 2 January 2007; (ii) the circular of the Company dated 31 January 2007 (the “Circular”); and (iii) the notice of SGM dated 31 January 2007, in relation to approval of the Changsha Agreement, the Youngman Point Agreement and the American Rock Agreement (collectively the “Agreements”). Unless the context otherwise states, terms used in this announcement shall have the same meanings as defined in the Circular.

RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that at the SGM held at Units 1908-09, 19th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 February 2007 at 10:00 a.m., the ordinary resolutions, for approving, ratifying and confirming the Agreements and for authorising the Directors to do all such acts and things in order to give effect to the Agreements and the arrangements contemplated thereunder, were duly passed by the Independent Shareholders present and voting at the SGM by way of poll.

* *For identification purpose only*

The results of the voting taken on a poll at the SGM are as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
1. To approve, ratify and confirm the Changsha Agreement and to authorise the Directors to do all such acts and things in order to give effect to such Agreement and the arrangements contemplated thereunder	1,286,308,269 (100%)	Nil (0%)
2. To approve, ratify and confirm the Youngman Point Agreement and to authorise the Directors to do all such acts and things in order to give effect to such Agreement and the arrangements contemplated thereunder	1,286,308,269 (100%)	Nil (0%)
3. To approve, ratify and confirm the American Rock Agreement and to authorise the Directors to do all such acts and things in order to give effect to such Agreement and the arrangements contemplated thereunder	1,286,308,269 (100%)	Nil (0%)

Notes:

- (a) Since all the votes cast were in favour of the above three ordinary resolutions, all such ordinary resolutions were duly passed.
- (b) The total number of Shares in issue: 6,410,374,340.
- (c) The total number of Shares entitling the holder to attend and vote for or against the resolutions at the SGM: 2,807,992,950.
- (d) The total number of Shares entitling the holder to attend and vote only against the resolutions at the SGM: Nil.
- (e) None of the Shareholders have stated their intention in the Circular to vote against the resolutions at the SGM.

- (f) Mr Li Song Xiao, the controlling Shareholder, and his associates (including Invest Gain Limited and Sinoeagle Pacific Limited) have stated their intention in the Circular to abstain from voting on the resolutions put to the vote at the SGM and they have done so at the SGM.
- (g) Secretaries Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the SGM.

DIRECTORS OF THE COMPANY

As at the date of this announcement, Mr Li Song Xiao, Mr Liu Yi, Ms Niu Xiao Rong, Mr Yuan Kun and Ms Liu Yan are the executive Directors and Ms Nie Mei Sheng, Mr Wang Shiyong and Mr Zhang Qing Lin are independent non-executive Directors.

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

Hong Kong, 27 February 2007

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