



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, 17th October, 2007 at 10:45 a.m. (or immediately after the conclusion or adjournment of the special general meeting of the Company convened at 10:30 a.m. on the same date and place) for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution which will be proposed as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“**THAT** the issue of 140,000,000 shares of HK\$0.01 each in the Company to Parsonturham Consulting Limited (“Parsonturham”) or its nominee as consideration under an acquisition agreement dated 22nd January, 2007 entered into between the Company, Parsonturham and 青島亞星置業有限公司 (Qingdao Yaxing Zhi Ye Company Limited) as amended and supplemented by supplemental agreements dated 29th June, 2007, 3rd August, 2007 and 24th August, 2007 entered into between the same parties, and the transactions contemplated thereunder, be and are hereby approved and the directors of the Company be and are hereby authorised to do all such acts and sign all such documents as they consider necessary or desirable in order to give effect to the foregoing”

By order of the Board

Li Song Xiao

Chairman of the Board

Hong Kong, 24th September, 2007

* *For identification purposes only*

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
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 and Mr. Yuan Kun, Ms. Li Yan and the independent non-executive directors are Ms. Nie Mei Sheng, Mr. Zhang Qing Lin and Mr. Gao Ning.