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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Neo Telemedia Limited (the “**Company**”), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

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### Neo Telemedia Limited 中國新電信集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8167)

## PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, POSTPONEMENT OF ADOPTION OF 2013 ANNUAL REPORT AND RE-APPOINTMENT OF AUDITOR, RE-ELECTION OF DIRECTORS, INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening an annual general meeting of the Company to be held at Conference Room, Unit 1303, 13/F., York House, The Landmark, 15 Queen’s Road Central, Hong Kong on 17 March 2014, Monday, at 10:00 a.m. is set out in the Appendix III of this circular. A form of proxy for use at the annual general meeting is enclosed. Whether or not you are able to attend and vote at the annual general meeting or any adjournment thereof in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.neo-telemedia.com](http://www.neo-telemedia.com).*

13 February 2014

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE**

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“2013 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the eighteen months ended 31 December 2013
“Adjourned AGM”	an adjourned annual general meeting of the Company to be held at such time when the 2013 Annual Report is available to consider (i) the 2013 Annual Report, (ii) the re-appointment of independent auditors of the Company for the ensuing year, and (iii) such other business(es) as left unfinished at the AGM
“AGM”	the annual general meeting of the Company to be held at Conference Room, Unit 1303, 13/F., York House, The Landmark, 15 Queen’s Road Central, Hong Kong on 17 March 2014, Monday, at 10:00 a.m. as set out in the Notice
“Articles of Association” or “Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meanings ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Neo Telemedia Limited 中國新電信集團有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Designated Stock Exchange”	a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company
“Director(s)”	the directors of the Company

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## DEFINITIONS

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“Extended Mandate”	a general and unconditional mandate to the Directors to the effect that the aggregate nominal amount of shares of the Company repurchased under the Repurchase Mandate will be added to the total nominal amount of shares of the Company which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	11 February 2014, being the latest practicable date prior to the printing of this circular
“Notice”	the notice convening the AGM which is set out on pages 17 to 21 of this circular
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong)
“Share Option Scheme”	the share option scheme of the Company adopted on 19 December 2012

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“%”	per cent.

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## LETTER FROM THE BOARD

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### Neo Telemedia Limited 中國新電信集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8167)

*Executive Directors:*

Mr. Theo EDE  
Mr. ZHANG Xinyu  
Mr. CHEUNG Sing Tai  
Mr. LIAN Xin

*Independent non-executive Directors:*

Dr. Jih Chyi LEU  
Mr. LAM Kin Kau, Mark  
Professor SONG Junde

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Unit 1303, 13/F.  
York House, The Landmark  
15 Queen's Road Central  
Hong Kong

13 February 2014

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES, POSTPONEMENT OF ADOPTION OF  
2013 ANNUAL REPORT AND RE-APPOINTMENT OF  
AUDITOR, RE-ELECTION OF DIRECTORS,  
INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM to be held on 17 March 2014 at 10:00 a.m., including (i) the ordinary resolution proposing the postponement of the adoption of the 2013 Annual Report and re-appointment of auditor, (ii) the ordinary resolution proposing re-election of Directors, (iii) the ordinary resolutions granting the Board general mandates to issue and repurchase shares of the Company and (iv) the ordinary resolution proposing an increase in the authorised share capital of the Company; and to give you notice of the AGM at which the ordinary resolutions as set out in the Notice of the AGM will be proposed.

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## LETTER FROM THE BOARD

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As disclosed in the Company's announcement dated 15 July 2013, the financial year end date of the Company has been changed from 30 June to 31 December in order to coincide with the financial year end date of its subsidiaries. Consequently, the next set of audited financial statements of the Company covers a period of 18 months i.e. from 1 July 2012 to 31 December 2013.

Pursuant to the Articles, the Company is required to hold an annual general meeting within a period of not more than fifteen (15) months after the holding of the last annual general meeting, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any. Since the Company has held its last annual general meeting on 19 December 2012, an annual general meeting shall be held on or before 18 March 2014. As the 2013 Annual Report will only be available in March 2014, an AGM will be held on 17 March 2014 to note the position of the 2013 Annual Report and to transact other ordinary businesses. The AGM, subject to the approval of the Shareholders (or their proxies and authorised representatives) at the meeting, will be adjourned until such time when the 2013 Annual Report is available for consideration and adoption.

An ordinary resolution has been passed at the extraordinary general meeting of the Company held on 16 December 2013 approving the appointment of HLB Hodgson Impey Cheng Limited ("**HLB**") as the auditor of the Company to fill the casual vacancy created by the resignation of Zhonglei (HK) CPA Company Limited and the holding of office until the conclusion of the next annual general meeting of the Company. A resolution for the re-appointment of HLB as the auditor of the Company will be put to the Shareholders for consideration and approval at the Adjourned AGM in order to allow time for the 2013 Annual Report to be finalised.

This circular contains the explanatory statement in compliance with the GEM Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions.

### **REPURCHASE MANDATE**

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate. The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.



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## **LETTER FROM THE BOARD**

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### **ISSUE MANDATE**

Also at the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate. In addition, if the resolution to authorise the Repurchase Mandate is passed, an ordinary resolution will be proposed to extend the limit under the Issue Mandate if granted to the Directors by the number of Shares representing the aggregate nominal amount of the Shares in the capital of the Company repurchased under the Repurchase Mandate. The Directors wish to state that they have no present intention to issue any new Shares pursuant to such general mandate.

The Company had in issue an aggregate of 2,554,920,793 Shares as at the Latest Practicable Date. Subject to the passing of the ordinary resolution for approving the Issue Mandate, the Company would be allowed to allot up to a maximum of 510,984,158 additional Shares on the basis that no further Shares will be issued or repurchased prior to the AGM.

### **EXPLANATORY STATEMENT**

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate at the AGM.

### **POSTPONEMENT OF ADOPTION OF 2013 ANNUAL REPORT AND RE-APPOINTMENT OF AUDITOR**

Due to the change in the financial year date of the Company from 30 June to 31 December, the 2013 Annual Report will only be available in March 2014. After the agenda items set out in the Notice have been properly dealt with at the AGM, and with the consent of the Shareholders (or their proxies and authorised representatives) present at the AGM, the chairman of the AGM will adjourn the AGM to such time when the 2013 Annual Report is available to (i) consider and adopt the 2013 Annual Report, and (ii) subject to the recommendation of the Audit Committee of the Company and the approval of the Board, consider the re-appointment of HLB as the auditor of the Company and to authorise the Directors to fix the auditor's remuneration.

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## **LETTER FROM THE BOARD**

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### **RE-ELECTION OF DIRECTORS**

Pursuant to Article 86(3), the Directors have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Dr. Jih Chyi LEU, Mr. CHEUNG Sing Tai and Mr. LIAN Xin who were appointed as Directors on 21 June 2013 shall retire from their office.

Pursuant to Article 87(1), at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three(3), the number nearest to but not greater than one-third) shall retire from office by rotation, provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Accordingly, Professor SONG Junde shall retire from his office.

The abovementioned Directors, being eligible, offer themselves for re-election at the AGM.

Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **INCREASE IN AUTHORISED SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$400,000,000 divided into 4,000,000,000 Shares of which 2,554,920,793 Shares were in issue. In order to provide the Company with greater flexibility for future investment opportunities, the Board proposes to increase the authorised share capital of the Company to HK\$1,000,000,000 by the creation of an additional 6,000,000,000 Shares.

Immediately after the completion of increase in the authorised share capital of the Company and assuming no new Shares are issued or no Shares are repurchased from the Latest Practicable Date up to the date of the AGM, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 10,000,000,000 Shares, with 2,554,920,793 Shares in issue and 7,445,079,207 Shares remaining unissued.

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## LETTER FROM THE BOARD

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The Company may or may not issue Shares under the proposed increased authorised share capital depending on the market condition. The Board believes that the increase in the authorised share capital of the Company is in the interests of the Company and the Shareholders as a whole. The proposed increase in the authorised share capital of the Company is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

### GEM LISTING RULES REQUIREMENT

According to rule 17.47 of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

### GENERAL INFORMATION

The notice for the AGM is set out on pages 17 to 21 to this circular.

### PROXY

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so wish.

### RECOMMENDATION

The Directors are of the opinion that the proposed (i) granting of the Issue Mandate, the Repurchase Mandate and the Extended Mandate, (ii) postponement of the adoption of 2013 Annual Report and the re-appointment of auditor of the Company for the ensuing year to the date of the Adjourned AGM, (iii) re-election of the retiring Directors, and (iv) increase in authorised share capital of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
**For and on behalf of the Board**  
**Theo EDE**  
*Executive Director*

*This serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **GEM LISTING RULES RELATING TO REPURCHASES OF SHARES**

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid Shares on GEM subject to certain restrictions, the more important of which are summarised below:

### **(a) Shareholder's Approval**

All proposed repurchase of securities on the Stock Exchange by a company with primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by special approval of a particular transaction.

### **(b) Share Capital**

As at the Latest Practicable Date, there were an aggregate of 2,554,920,793 Shares in issue. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the relevant resolutions granting the Repurchase Mandate. The Company's authority is restricted to purchases made on GEM in accordance with the GEM Listing Rules. Subject to the passing and pursuant to the terms of the ordinary resolution regarding the Repurchase Mandate and on the basis that no further Shares would be issued or repurchased prior to the AGM, the Company would accordingly be allowed under the Repurchase Mandate to repurchase up to 255,492,079 Shares. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

### **(c) Reasons for Repurchase**

The Directors believe that it is in the best interests of the Company and its Shareholders to allow the Directors the general authority to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

**(d) Funding of Repurchases and Material Adverse Impact**

In repurchasing Shares, the Company may only apply funds from the Company's working capital and legally available for such purpose in accordance with the Company's memorandum and articles of association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company with its shares listed on GEM may not repurchase its shares for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

As compared with the financial position of the Company as at 30 June 2012 (being the date of its latest audited financial statements), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate were to be made in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**(e) Undertaking and Effect of Repurchase**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their Associates have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the provisions of the memorandum and articles of association of the Company, the GEM Listing Rules and the applicable laws of the Cayman Islands.

**(f) Effect on Takeovers Code and Minimum Public Float**

If as a result of the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

As at the Latest Practicable Date, the substantial Shareholder of the Company named below were interested or were deemed to be interested under the SFO in the issued Shares as follows:

Name	Nature of interests	Number of ordinary shares held	Approximate percentage of shareholding
LIE Haiquan ("Mr. Lie")	Beneficial owner	361,482,000 Shares	14.15%
	Interest in controlled corporation ( <i>Note</i> )	<u>208,708,000 Shares</u>	<u>8.16%</u>
	Total	570,190,000 Shares	22.31%

*Note:* These Shares are held by Winner Mind Investment Limited ("Winner Mind"), a company incorporated in the British Virgin Islands, which was wholly-owned by Mr. Lie. Thus, he was deemed to be interested in the 208,708,000 Shares held by Winner Mind pursuant to the SFO.

In the event that the Company exercises the Repurchase Mandate in full and takes no account of the issue of new Shares by the Company pursuant to any general and specific mandates granted by the Shareholders at any general meeting, the Share Option Scheme and/or any scheme or otherwise, the aggregate beneficial shareholding interest and deemed shareholding interest of Mr. Lie and Winner Mind in the Company will be as follows:

Name	Approximate percentage of shareholding
Mr. Lie	24.80%

Accordingly, such increased shareholding interests in the Company would not give rise to an obligation to make a mandatory offer for Shares under Rules 26 and 32 of the Takeover Code.

Notwithstanding the above, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of Shares on the GEM.

#### **SHARES REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company on GEM or otherwise during the six months preceding the Latest Practicable Date.

#### **SHARE PRICES**

The highest and lowest market prices at which the Shares have traded on GEM of the Exchange during the previous twelve months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2013</b>		
February	0.790	0.630
March	0.690	0.450
April	0.620	0.430
May	0.470	0.285
June	0.465	0.380
July	0.420	0.310
August	0.390	0.315
September	0.390	0.340
October	0.380	0.310
November	0.340	0.275
December	0.315	0.260
<b>2014</b>		
January	0.300	0.219
February (up to the Latest Practicable Date)	0.250	0.225

**DR. JIH CHYI LEU**

Dr. Leu, aged 58, was appointed as an independent non-executive Director, the chairman of the Board, a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company on 21 June 2013. Dr. Leu has over 20 years' experience in international finance, legal and accounting services in the United States of America ("USA") and the Asia Pacific region. He previously served as a director of a public accounting firm. In the 1990s, Dr. Leu worked as a marketing strategic advisor for several international information technology and network communication companies.

As a seasoned corporate executive and a strategic advisor, he has established strong relationship with political and business communities in USA, particularly in the international capital market.

Dr. Leu holds a Juris Doctor degree and a doctorate in business and finance. He is a certified public accountant in the State of California, USA. He is currently the Chief Executive Officer of New Era Investment & Management Inc. and a director of USA Service Affairs.

Dr. Leu has entered into a service contract with the Company for a term of 3 years from 21 June 2013 but is subject to retirement by rotation in accordance with Articles of Association of the Company and the Code on Corporate Governance Practices of the GEM Listing Rules. Under the service contract, Dr. Leu is entitled to an annual remuneration of HK\$1,000,000 which was determined by the Remuneration Committee of the Company with reference to the remuneration policy of the Company and the prevailing market conditions.

Dr. Leu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, Dr. Leu does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he does not hold any other positions with the Company and other members of the Company, or any directorship in the past three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Save as disclosed above, there are no other matters in relation to the appointment of Dr. Leu that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



**MR. CHEUNG SING TAI**

Mr. Cheung, aged 52, was appointed as an executive Director on 21 June 2013. Mr. Cheung graduated from the Department of Thermal Engineering of Tsinghua University and the Sun Yat-sen Business School with a bachelor degree in engineering and a master degree in business administration respectively.

Mr. Cheung was engaged in trade between Mainland and Hong Kong in his early years. He had served as deputy manager in Strategic Development Department of Guangdong Investment Limited, a company listed on the Stock Exchange, while he was also a non-executive director of Guangdong Tannery Limited, a company listed on the Stock Exchange.

Mr. Cheung previously served as the managing director of CL China Group Limited and the general manager of Coastland Development (Int'l) Co., Limited; both are engaged in investment in securities and real estate.

Mr. Cheung has entered into a service contract with the Company for a term of 2 years from 21 June 2013 but is subject to retirement by rotation in accordance with Articles of Association of the Company and the Code on Corporate Governance Practices of the GEM Listing Rules. Under the service contract, Mr. Cheung is entitled to an annual remuneration of HK\$1,080,000 (comprising salary of HK\$1,056,000 and a director's fee of HK\$24,000), plus a discretionary bonus to be determined by the Board based on the results of the Company and his performance from time to time, which was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities, the remuneration policy of the Company and the prevailing market conditions.

Mr. Cheung does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, Mr. Cheung does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he does not hold any other positions with the Company and other members of the Company, or any directorship in the past three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Cheung that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**MR. LIAN XIN**

Mr. Lian, aged 58, was appointed as an executive Director on 21 June 2013. Mr. Lian has over 30 years' experience in accounting, auditing, legal practice and management in PRC. He has held senior positions in the PRC government, law firms and listed companies. Mr. Lian is currently a director and vice president of CERNET Wifi Technology (Beijing) Company Limited (賽爾無線網絡科技(北京)有限公司), a subsidiary of the Company.

In the 1990s, Mr. Lian participated in acquisitions of several Mainland companies. In 2000, he took part in seminars held by organisations including the Department of Legal Affairs of the China Securities Regulatory Commission (the "CSRC") and the Shenzhen Stock Exchange on the establishment of the Growth Enterprise Market. In 2003, he was recorded in the talent pool of independent directors which was created by the CSRC. He was also rated as management professional by the Shenzhen Expertise Federation (深圳市專家聯合會) in 2004.

Mr. Lian holds qualifications of China Commerce Operating Manager (高級經營師), management professional, professional accountant and lawyer in PRC.

Mr. Lian has not entered into any service contract with the Company. He is not appointed for a specific term but is subject to retirement by rotation in accordance with Articles of Association of the Company and the Code on Corporate Governance Practices of the GEM Listing Rules. As an executive director of the Company, Mr. Lian is entitled to an annual director's fee of HK\$24,000 which was determined by the Remuneration Committee of the Company with reference to the remuneration policy of the Company and the prevailing market conditions.

Mr. Lian does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, Mr. Lian does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he does not hold any other positions with the Company and other members of the Company, or any directorship in the past three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lian that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**PROFESSOR SONG JUNDE**

Professor Song, aged 75, was appointed as an independent non-executive Director on 14 July 2010. He is a professor and doctoral supervisor of Computer College of Beijing University of Posts and Telecommunications. He is currently a director of PCN & CAD centre, Beijing University of Posts and Telecommunications, which is a key ministerial-level laboratory of Ministry of Industry and Information Technology (MIIT), chairman of CMIS of China Communications Standards Association (CCSA), honorary doctor of Moscow Institute of Electronic Engineering, subject appraisal group member of Academic Degrees Committee of the State Council, postdoctoral evaluation expert of Ministry of Personnel, Chinese chairman of IFIP TC7 of International Federation for Information Processing, deputy director of Network and Data Communications Professional Committee of China Computer Federation, director of PCN & CAD centre and CTI research centre which are key ministerial-level laboratories of Ministry of Information Industry, strategic specialist of National Expert Committee on Smart Cities and specialist of Expert Committee on Smart Cities of China Institute of Communications. He previously served as the chairman of Academic Degrees Committee and dean of Graduate School of Beijing University of Posts and Telecommunications, communication technology committee member of Ministry of Information Industry, a professional consultant of satellite and radio, specialist of Expert Advisory Committee of CCSA and expert of Technical Committee of CCSA.

Professor Song has not entered into any service contract for his directorship with the Company. His appointment is subject to retirement by rotation in accordance with Articles of Association of the Company and the Code on Corporate Governance Practices of the GEM Listing Rules. As an independent non-executive of the Company, Professor Song is entitled to an annual director's fee of HK\$36,000 which was determined by the remuneration committee of the Company with reference to the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Professor Song (except his interest in 2,000,000 share options of the Company) does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Professor Song does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he does not hold any other positions with the Company and other members of the Company, or any directorship in any other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years.

Save as disclosed above, there are no other matters in relation to re-election of Professor Song that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



**Neo Telemedia Limited**  
**中國新電信集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8167)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “Annual General Meeting”) of Neo Telemedia Limited (the “Company”) will be held at Conference Room, Unit 1303, 13/F., York House, The Landmark, 15 Queen’s Road Central, Hong Kong, on 17 March 2014, Monday, at 10:00 a.m. for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without amendment the following as ordinary resolutions of the Company:

1. To consider the postponement of the adoption of the audited financial statements and the reports of the directors and auditor of the Company for the eighteen months ended 31 December 2013 and the re-appointment of auditors of the Company for the ensuing year to the date of the adjourned Annual General Meeting to be determined by the Directors.
2. To re-elect the retiring Directors and to authorise the board of Directors to fix their remuneration.

As special business, to consider and if thought fit, pass the following resolutions as ordinary resolutions:

3. **“THAT**
  - (a) subject to paragraph (c) of this resolution, and pursuant to the GEM Listing Rules of the Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
  
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
  
- (d) for the purpose of this resolution:
  - (aa) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
  
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

(bb) “Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

4. **“THAT**

- (a) Subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in Resolution 3(d)(aa)) of all the powers of the Company to repurchase its own shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules (as amended from time to time) or any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as in Resolution 3(d)(aa).”

5. **“THAT** conditional upon resolutions No. 3 and 4 above being passed, the general mandate granted the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 3 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to resolution No. 4.”

6. “**THAT**

- (a) the authorised share capital of the Company be increased to HK\$1,000,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.10 each by the creation of an additional 6,000,000,000 ordinary share(s) of HK\$0.10 each in the share capital of the Company (the “Increase in Authorised Share Capital”); and
- (b) any Director be and is hereby authorised to do all such acts and things, including but without limitation to the execution of all such documents under seal where applicable, as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Increase in Authorised Share Capital.”

By Order of the Board  
**Neo Telemedia Limited**  
**Theo EDE**  
*Executive Director*

Hong Kong, 13 February 2014

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
Unit 1303, 13/F.  
York House, The Landmark  
15 Queen’s Road Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the Annual General Meeting (or its adjourned meeting) is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. 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. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.

3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not later than 24 hours before the time appointed to the taking of the poll.
  
4. In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally, by proxy, in respect of such shares as if he were solely entitled thereto but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.