



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)

**Form of proxy for use at the extraordinary general meeting to be held
on 31 July 2012, at 3:30 p.m.**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
shares of HK\$0.1 each in the capital of the Neo Telemedia Limited (the “Company”), **HEREBY APPOINT** ^(Note 3) _____
of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the “Meeting”) (or at any adjournment thereof) to be held on 31 July 2012 at Conference Room, Unit 1303, 13/F., York House, The Landmark, 15 Queen’s Road Central, Hong Kong at 3:30 p.m. and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Please indicate with “✓” in the spaces provided how you wish your vote(s) to be cast.

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
(1)	to approve, confirm and ratify the sale and purchase agreement (the “Agreement”) date 21 June 2012 in relation to the sale and purchase of the entire issued share capital of B & S Group Limited and Getbetter Enterprises Limited at a consideration of HK\$8,000,000 and the transaction contemplated thereunder;		
(2)	authorise the directors of the Company to do all such further acts and things and execute such further documents which in their opinion may be necessary or expedient to give effect to the terms of the Agreement or any of the transactions contemplated under the Agreement.		

Shareholder’s Signature ^(Note 6) _____

Date: _____ 2012

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS LETTERS**. The name(s) of all joint registered holders should be stated.
- Please insert the number of shares in the Company registered in your name(s) to which the proxy relates; if no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- A shareholder of the Company may appoint a proxy of his/her choice who need not be a shareholder of the Company, but such appointed proxy must attend the Meeting in person to represent you. Please insert the name and address of the appointed proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
- IMPORTANT:** If you wish to vote for a resolution, please place a “✓” in the relevant box marked in the column headed “For”. If you wish to vote against a resolution, please place a “✓” in the relevant box marked in the column headed “Against”. Failure to tick either box will entitle your proxy to cast your vote at his/her discretion in respect of that resolution.
- In the case of joint holders of any shares of the Company, any one of the joint holders may vote at the Meeting, either in person or by proxy, as if he/she were solely entitled thereto. But if more than one joint holder is present, whether in person or by proxy, only the vote of the senior holder will be counted. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for the Meeting (or any adjournment thereof).
- Any alterations made to this form of proxy must be initialed by the person who signs it.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.