



**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 THE ANNUAL GENERAL MEETING  
TO BE HELD AT 3:00 P.M. ON 19 DECEMBER 2012**

*(or and adjournment thereof)*

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_  
shares of HK\$0.10 each in the capital of Neo Telemedia Limited (the "Company") hereby appoint the Chairman of  
the Meeting, or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) (the "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, at 3 : 00 p.m. on 19  
December 2012 to consider and, if thought fit, pass the resolutions as set out in the notice convening the Meeting and at the Meeting (or  
at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no  
such indication is given, as my/our proxy thinks fit.

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <sup>(note 4)</sup>	<b>AGAINST</b> <sup>(note 4)</sup>
1.	To receive and consider the audited Financial Statements and the reports of the directors and auditor for the year ended 30 June 2012.		
2.	(a) (i) To re-elect Mr. ZHANG Xinyu, one of the retiring directors.		
	(ii) To re-elect Mr. Theo EDE, one of the retiring directors.		
	(b) To authorize the board of directors to fix the directors' remuneration.		
3.	To re-appoint auditor and to authorize the directors of the Company to fix its remuneration.		
4.	To pass the resolution no. 4 set out in the notice.		
5.	To pass the resolution no. 5 set out in the notice.		
6.	To pass the resolution no. 6 set out in the notice.		
7.	To adopt the New Share Option Scheme.		

Signature <sup>(note 5)</sup> \_\_\_\_\_

Dated this \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The name(s) of all joint registered holders should be stated.
2. Please insert the number of shares to which the proxy relates registered in your name(s). 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).
3. If a proxy other than the Chairman of the Meeting is preferred, strike out words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, YOU SHOULD TICK THE RELEVANT BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, YOU SHOULD TICK THE RELEVANT BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to tick any box will entitle your proxy to cast your votes on the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. In order to be valid, this form of proxy together with a 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, the Company's branch share registrar in Hong Kong, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Where there are joint registered holders of any shares of the Company, 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 thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.