

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Neo Telemedia Limited

Stock code (ordinary shares): 8167

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 April 2013.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 6 August 2002

Name of Sponsor(s): N/A

Names of directors: **Executive Directors**

(please distinguish the status of the directors LI Hongrong

- Executive, Non-Executive or Independent Theo EDE

Non-Executive) HU Yangjun

ZHANG Xinyu

Independent Non-executive Directors

LAM Kin Kau, Mark

SONG Junde

CHEN Lujun

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Name(s) of substantial shareholder(s):
 (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Nature of interest	Number of ordinary shares held	Approximate percentage of shareholding
LIE Haiquan	Beneficial owner	249,218,000	10.19%
	Interest in controlled corporation (Note 1)	120,708,000	4.93%
	Interest in controlled corporation (Note 2)	6,796,000	0.28%

Notes:

1. These shares are held by Winner Mind Investment Limited ("Winner Mind"), a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. LIE Haiquan. Thus, he is deemed to be interested in the 120,708,000 shares held by Winner Mind.
2. These shares are held by Ocean Pearl Group Limited ("Ocean Pearl"), a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. LIE Haiquan. Thus, he is deemed to be interested in the 6,796,000 shares held by Ocean Pearl.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

30 June

Registered address:

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

Head office and principal place of business:

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

Web-site address (if applicable):

www.neo-telemedia.com

Share registrar:

Cayman Islands
 HSBC Trustee (Cayman) Limited
 P O Box 484
 HSBC House
 68 West Bay Road
 Grand Cayman
 KY1-1106
 Cayman Islands

Hong Kong
 Tricor Tengis Limited
 26/F., Tesbury Centre
 28 Queen's Road East
 Wanchai
 Hong Kong

Auditors:

Zhonglei (HK) CPA Company Limited

B. Business activities

The principal activity of the Company is investment holding and the principal activities of its operating subsidiaries are the provision of network and satellite telecommunication services and transmedia advertising services, and the sale of telecommunication products.

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C. Ordinary shares

Number of ordinary shares in issue: 2,445,920,793

Par value of ordinary shares in issue: HK\$0.1

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: 4,000

Expiry date: 4 December 2014

Exercise price: HK\$0.54

Conversion ratio: 1:1
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: 200,000,000

No. of shares falling to be issued upon the exercise of outstanding warrants: 200,000,000

Stock code: N/A

Board lot size: 4,000

Expiry date: 20 December 2014

Exercise price: HK\$0.59

Conversion ratio: 1:1
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: 254,000,000

No. of shares falling to be issued upon the exercise of outstanding warrants: 254,000,000

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E. Other securities

Details of any other securities in issue:

Share Options

Date of grant	Exercise period	Exercise price per share	Number of share options outstanding
8 April 2011	8 April 2011 – 7 April 2021	HK\$1.070	97,000,000
3 April 2013	3 April 2013 – 2 April 2018	HK\$0.628	94,000,000

Convertible Notes

Principal	Conversion price	Interest rate	Due date
HK\$160,000,000	HK\$2.5	7% per annum	5 April 2016

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

 LI Hongrong

 Theo EDE

 HU Yangjun

 ZHANG Xinyu

 LAM Kin Kau Mark

 SONG Junde

 CHEN Lujun

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*