
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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 CHANGE OF AUDITORS AND PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

A notice convening the extraordinary general meeting to be held at Conference Room, Unit 1303, 13th Floor, York House, The Landmark, 15 Queen's Road Central, Hong Kong at 11:00 a.m. on 16 December 2013 is set out on pages 6 to 22 of this circular and a form of proxy for use at the extraordinary general meeting is enclosed herein.

Whether or not you are able to attend the meeting, please complete the accompanying 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

This circular will remain on the GEM website at 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.neotelemedia.com.

20 November 2013

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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

In this circular, unless the context requires otherwise, the expressions as stated below have the following meanings:

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Neo Telemedia Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve, among other things, the proposed appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company and the proposed amendments to the Memorandum and Articles of Association
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Memorandum”	the memorandum of association of the Company (as amended from time to time)
“Share(s)”	share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



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. HU Yangjun

Mr. ZHANG Xinyu (*Chief Executive Officer*)

Mr. CHEUNG Sing Tai

Mr. LIAN Xin

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Independent non-executive Directors:

Dr. Jih Chyi LEU (*Chairman*)

Mr. LAM Kin Kau, Mark

Professor SONG Junde

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

Unit 1303, 13th Floor

York House, The Landmark

15 Queen's Road Central

Hong Kong

20 November 2013

To: the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF AUDITORS AND PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

INTRODUCTION

The purpose of this circular is to provide you with information in connection with (i) the proposed change of auditor of the Company; (ii) the proposed amendments to the Memorandum and Articles of Association; and (iii) to give you notice of the EGM at which resolutions will be proposed to consider and, if though fit, approve the proposed change of auditors and amendments to the Memorandum and Articles of Association.

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

The Board announced on 11 November 2013 that Zhonglei (HK) CPA Company Limited (“**Zhonglei**”) had resigned as the auditors of the Group with effect from 11 November 2013. The Board proposed to appoint HLB Hodgson Impey Cheng Limited as the new auditors of the Group to fill the casual vacancy following the resignation of Zhonglei and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Articles of Association, the change of auditors will be subject to approval by the Shareholders by way of an ordinary resolution at the EGM.

The change of auditors shall come into effect upon the passing of such ordinary resolution by the Shareholders at the EGM.

REASON FOR THE PROPOSED CHANGE OF AUDITORS

The change of auditors was a commercial decision of the Company. In reaching a conclusion on the resignation, Zhonglei has taken into account their available internal resources in light of current work flows and the level of audit fees. The reason for the change of auditors of the Group is due to the fact that the Group and Zhonglei could not reach a consensus on the audit fee and Zhonglei’s available internal resources in light of current work flow.

In the resignation letter of Zhonglei, the Board’s attention was drawn to the qualified opinion issued during the audit of the Company’s consolidated financial statements for the year ended 30 June 2012, details of which have already been set out in the independent auditor’s report dated 27 September 2012 as incorporated in the Company’s annual report for the financial year ended 30 June 2012.

Zhonglei has confirmed in its resignation letter that there were no matters in addition to those noted above that need to be brought to the attention of holders of the securities of the Company. Both the Board and the Audit Committee of the Company have confirmed that there was no disagreement between the Company and Zhonglei and save as disclosed above, there were no circumstances in respect of the resignation of Zhonglei which need to be brought to the attention of holders of the securities of the Company.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the Company’s current Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association in line with the revised requirements of the Cayman Islands Companies Law and the GEM Listing Rules since 2002. Accordingly, the Directors propose to seek your approval by way of a special resolution for amendments to the current Memorandum and Articles of Association. Details of these amendments are set out in the notice of the EGM.

LETTER FROM THE BOARD

The major proposed amendments to the current Memorandum and Articles of Association are summarised as follows:

- 1) Amend the Memorandum and Articles of Association to comply with recent amendments to the Cayman Islands Companies Law and the GEM Listing Rules;
- 2) To give the Company the power to deregister in the Cayman Islands and be registered in other jurisdiction;
- 3) To give the Company the power to purchase its shares out of capital;
- 4) To give the Company the power to change the currency denomination of the Company's share capital;
- 5) To allow the directors to participate in general meetings by means of a conference telephone or other electronic communication equipment;
- 6) To allow the chairman of a general meeting to put procedural and administrative matters to be voted on by a show of hands;
- 7) To give the Company an additional method to remove a director of the Company;
- 8) To require a physical board meeting in lieu of a written resolution where a director or substantial shareholder has a conflict of interest in a matter to be considered by the Board of Directors which the Board of Directors has determined to be material;
- 9) To give the Company the power to retain dividends in respect of a share upon which the Company has a lien;
- 10) To give the Company the power to declare and pay special dividend;
- 11) To give the Board of Directors the power to fill any vacancy created by the resignation, disability or death of the auditor;
- 12) To give the Company the power to change the location of its registered office;
- 13) To give the Company the power to register by way of continuation in any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands; and
- 14) To give the Company the power to merge or consolidate with other companies.

Details of the amendments to the Memorandum and Articles of Association are set out in resolution no. 2 in the notice of EGM set out on pages 6 to 22 to this circular.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed amendments comply with the requirements of the GEM Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a company listed on the Hong Kong Stock Exchange.

You are advised that the Memorandum and Articles of Association are available only in English and the Chinese translation of the amendments to the Memorandum and Articles of Association provided in the notice of EGM in Chinese is for reference only. In case of inconsistency, the English version shall prevail.

THE EGM

A notice convening the EGM is set out on pages 6 to 22 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

To the best of the Directors' information and belief, no Shareholder has an interest in the proposed appointment which is materially different from the other Shareholders. Therefore no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

RECOMMENDATION

The Directors consider that the proposed change of auditors and amendments to the Memorandum and Articles of Association of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
On behalf of the Board
NEO TELEMEDIA LIMITED
ZHANG Xinyu
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that the extraordinary general meeting of Neo Telemedia Limited (the “**Company**”) will be held at Conference Room, Unit 1303, 13th Floor, York House, The Landmark, 15 Queen’s Road Central, Hong Kong at 11:00 a.m. on 16 December 2013 to consider and, if thought fit, to pass with or without amendments the following resolutions:

ORDINARY RESOLUTION

1. **THAT** HLB Hodgson Impey Cheng Limited be and hereby appointed as auditor of the Company to fill the vacancy following the resignation of Zhonglei (HK) CPA Company Limited, and to hold office until the conclusion of the next annual general meeting of the Company and that the Board of Directors of the Company be authorised to fix their remuneration.

SPECIAL RESOLUTION

2. (A) “**THAT** the memorandum and articles of association of the Company be amended in the following manners:
 - (a) By deleting all references to the name “B & S Entertainment Holdings Limited 中大娛樂控股有限公司” wherever it appears in the memorandum and articles of association and replacing therewith the words “Neo Telemedia Limited 中國新電信集團有限公司”
 - (b) By deleting the current Clause 2 of the current memorandum of association in its entirety and substituting therefor the following new Clause 2:
 2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) By deleting the current Clauses 3 and 4 of the current memorandum of association in their entirety and substituting therefor the following new Clauses 3 and 4:

3. Except as prohibited or limited by the Companies Law (2013 Revision), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (2013 Revision) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company
4. The Company may exercise the power contained in the Companies Law (2013 Revision) to deregister in the Cayman Islands and be registered by way of continuation as a body corporate limited by shares under the companies laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) By deleting the current clause 8 of the current memorandum of association in its entirety and substituting therefor the following new clause 8:

8. The share capital of the Company is HK\$400,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.1 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

- (e) By deleting the current definitions of “Auditor”, “Law” and “Subsidiary and Holding Company” in the current Article 2(1) of the current articles of association and inserting in the current Article 2(1) of the current articles of association the following new definitions:

- (i) “Auditor” shall mean the persons appointed by the Company from time to time to perform the duties of auditors of the Company.
- (ii) “Business Day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.
- (iii) “Companies Ordinance” shall mean the Companies Ordinance (Cap 32 of the Companies Laws of Hong Kong) as in force from time to time and includes every other law incorporated therewith or substituted therefor.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iv) “Companies Law” shall mean the Companies Law (2013 Revision), of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
- (v) “Company’s website” shall mean the website of the Company, the address or domain name of which has been notified to members.
- (vi) “electric means” shall mean sending or otherwise making available to the intended recipients of the communication in electronic format.
- (vii) “Electronic Record” has the same meaning as in the Electronic Transaction Law
- (viii) “electronic signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.
- (ix) “Electronic Transaction Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
- (x) “Law” shall mean the Companies Law (2013 Revision) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
- (xi) “Subsidiary” and “Holding Company” shall have the meanings attributed to them in the rules of the Designated Stock Exchange.
- (xii) “substantial shareholder” shall mean a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (f) By inserting the following paragraph immediately after the current Article (2)(2)(h) of the current Articles of Association as new Article 2(2)(i):

2(2) (i) Sections 8 and 19(3) of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.

- (g) By deleting the current Articles 3(1) to (3) of the current Articles of Association in its entirety and replacing therewith the following:

3. (1) The share capital of the Company at the date on which these Articles come into effect shall be HK\$400,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.1 each.

(2) Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Companies Law.

(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (h) By adding the following article as the new Article 4(f):

4(f) change the currency denomination of its share capital.

- (i) By deleting the current Article 12(2) of the current Articles of Association in its entirety and substituting therefor the following new Article 12(2)

12(2) The Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company.

- (j) By deleting the current Articles 59(1) and (2) of the current Articles of Association in their entirety and substituting therefor the following new Articles 59(1), 59(2) and 59(3):

59(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Companies Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

NOTICE OF EXTRAORDINARY GENERAL MEETING

59(2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such and there shall be a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company. Notice of every general meeting shall be given to the Auditors and to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

59(3) A Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.

(k) By adding the following article as new Article 61(2) and renumbering the current Article 61(2) of the current Articles of Association as Article 61(3):

61(2) Directors or alternate Directors (as the case may be) may participate in any meeting of the Members or any class thereof by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, such participation shall constitute presence at a meeting as if those participating were present in person. Members shall not be permitted to participate in any meeting of the Members or any class thereof by means of a conference telephone, electronic or other communications equipment.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (1) By deleting the current Article 66 of the current Articles of Association in its entirety and substituting therefor the following new Article 66(1) and (2):

66(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.

For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by the chairman of such meeting; or
 - (b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.

- (m) By deleting the current Article 67 of the current Articles of Association in its entirety and substituting therefor the following new Article 67:
 - 67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.
- (n) By deleting the current Article 68 of the current Articles of Association in its entirety and replacing therewith the words “Internationally Deleted”.
- (o) By deleting the current Article 69 of the current Articles of Association in its entirety and replacing therewith the words “Internationally Deleted”.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(p) By deleting the current Article 70 of the current Articles of Association in its entirety and replacing therewith the words “Intentionally Deleted”.

(q) By deleting the current Article 73 of the current Articles of Association in its entirety and substituting therefor the following new Article 73:

73. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

(r) By deleting the current Article 76 of the current Articles of Association and substituting therefor the following new Article 76:

76(1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.

76(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (s) By deleting the current Article 84(2) of the current Articles of Association in its entirety and substituting therefor the following new Article 84(2):

84(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may, by resolution of its directors or other governing body or by power of attorney, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.

- (t) By deleting the current Article 86(5) of the current Articles of Association and substituting therefor the following new Article 86(5):

86(5) Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

- (u) By inserting the following article immediately after the current Article 89(6) of the current Articles of Association as new Article 89(7):

89(7) if he shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if this is not a round number, the nearest lower round number) of the Directors (including himself) then in office.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (v) By deleting the current Article 103(1)(v) and (vi) of the current Articles of Association and substituting therefor the following new Article 103(1)(v):

103(1)(v) any proposal or arrangement concerning the benefit of the Directors or his associate(s) and employees of the Company or of any of its subsidiaries including:–

- (aa) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the director or his associate(s) may benefit; or
- (bb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.

- (w) By deleting the current Articles 103(2) and (3) of the current Articles of Association and substituting therefor the following new Article 103(2) and (3):

103(2) Where a Director or any of his associates holds a directorship in the Holding Company and/or a subsidiary of the Holding Company and a transaction is proposed to be entered into between (i) the Company and/or its subsidiaries and (ii) the Holding Company and/or such subsidiary of the Holding Company, for the avoidance of doubt, such Director shall be deemed materially interested in such transaction and shall not be entitled to vote nor be counted in the quorum on any resolution of the Board approving such transaction.

NOTICE OF EXTRAORDINARY GENERAL MEETING

103(3) Any Director who has a material interest (or whose associates have a material interest) in the matters to be discussed and voted on in the meeting of the Board shall absent himself from participation in the discussion and voting on the relevant resolution, unless he is requested to attend such meeting of the Board by a majority of the independent non-executive Directors.

(x) To delete the current Article 122 of the current articles of association and substituting therefor the following new Article 122:

122 A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (y) To add the following new article as Article 138A;

138A(1) The Board may retain any dividends or other moneys payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts liabilities or engagements in respect of which the lien exists.

- (2) The Board may retain any dividends or other monies payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or in respect of which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

- (z) To add the following new article as Article 139A:

139A The Board may from time to time declare and pay special dividends on shares of any class of such amounts and on such dates as they think fit, and the provisions of Article 139 as regards the powers and the exemption from liability of the Board as relate to declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such special dividends.

- (aa) To delete the current Articles 155(2) and (3) of the current Articles of Association and replacing the following new Article 155(2):

155(2) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall be ordinary resolution at that meeting appoint another Auditor in his stead for reminder of his term.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (bb) To delete the current Article 158 of the current Articles of Association and substituting therefor the following new Article 158:

158 If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.

- (cc) To delete the current Article 161 of the current Articles of Association and substituting therefor the following new Article 161:

161 Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (dd) To delete the current Article 165(1) of the current Articles of Association in its entirety and renumber the current Article 165(2) as new Article 165.
- (ee) To add the following new articles:
- 170 Subject to the provisions of the Company Law, the Company may by resolution of the Directors change the location of its Office. The Company may, in addition to its Office, maintain such other offices or places of business as the Directors determine.
- 171 The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands.
- 172 The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.
- (B) **THAT** the Memorandum and Articles of Association of the Company in the form of the document marked “X” and produced to this meeting and for the purpose of identification signed by the chairman of the meeting, which consolidates the amendments referred in Part A be approved and adopted as new Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the current Memorandum and Articles of Association of the Company.”

Yours faithfully,
On behalf of the Board
NEO TELEMEDIA LIMITED
ZHANG Xinyu
Executive Director

Hong Kong, 20 November 2013

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Notes:

1. Any member entitled to attend and vote at the Extraordinary General 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 Extraordinary 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.