



# 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 10:00 A.M. ON 17 MARCH 2014 (or any 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 中國新電信集團有限公司 (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 10 a.m. on 17 March  
2014 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.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To consider the postponement of the adoption of 2013 Annual Report and the re-appointment of auditors of the Company for the ensuing year to the date of the adjourned AGM to be determined by the Directors.		
2.	(a) To re-elect the following Directors who retire and have offered themselves for re-election: (i) Dr. Jih Chyi LEU; (ii) Mr. CHEUNG Sing Tai; (iii) Mr. LIAN Xin; and (iv) Professor SONG Junde.		
	(b) To authorise the Board to fix the Director's remuneration.		
3.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the issued share capital of the Company.		
4.	To grant a general mandate to the Directors to repurchase the Company's Shares not exceeding 10% of the issued share capital of the Company.		
5.	To extend the general mandate granted to the Directors to issue Shares of the Company by adding the number of Shares repurchased.		
6.	To approve the increase in Authorised Share Capital.		

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 INITIALLED 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 authorised 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 authorised.
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.