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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Neo Telemedia Limited (the “Company”) will be held at Empire Room 1, 1/F., Empire Hotel Hong Kong Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 15 October 2015 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions respectively:

ORDINARY RESOLUTIONS

1. **“THAT** subject to the fulfilment of the conditions of the Underwriting Agreement (as defined below) the Open Offer (as defined below) and the transaction contemplated:
 - (a) the issue by way of open offer (the **“Open Offer”**) of not less than 3,176,281,448 new shares of HK\$0.1 each of the Company (the **“Shares”**) and not more than 3,293,281,448 Shares of HK\$0.10 each in the share capital of the Company (the **“Offer Shares”**) to the shareholders of the Company (the **“Shareholders”**) whose names appear on the register of members of the Company on a date (the **“Record Date”**) to be fixed by the directors of the Company (the **“Directors”**) in the proportion of one Offer Share for every two Shares then held at the subscription price of HK\$0.38 per Offer Share excluding those Shareholders whose registered address as shown on such register are outside Hong Kong on the Record Date whom the Directors consider necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those Shareholders reside (the **“Excluded Shareholders”**), and on the terms and conditions as set out in the circular of the Company dated 25 September 2015 (the **“Circular”**), including the absence of excess application arrangement under the Open Offer, and on such other terms and conditions as may be determined by the Directors be and are hereby approved;

- (b) the underwriting agreement dated 11 August 2015 (and supplemental agreements dated 11 and 22 September 2015 thereto) (the “**Underwriting Agreement**”) entered into between the Company, Winner Mind Investments Limited (the “**Underwriter**”) and Mr. Lie Hai Quan (“**Mr. Lie**”), a copy of which has been produced at the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose be and is hereby approved, confirmed and ratified in all respects;
 - (c) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer, and in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements, odd lots or the entitlements of the Excluded Shareholders as they deem necessary or expedient having regard to any restriction or obligation under the laws of, or the requirements of any regulatory body or stock exchange in any territory outside Hong Kong;
 - (d) the payment of the underwriting commission to the Underwriter pursuant to the Underwriting Agreement (the “**Underwriting Commission Arrangement**”) be and is hereby approved, confirmed and ratified;
 - (e) the aggregate subscription price for the Offer Shares at the subscription price of HK\$0.38 per Offer Share to be issued under the Open Offer payable by Mr. Lie and his associates under the Irrevocable Undertakings (as defined in the Circular) and the Underwriter under the Underwriting Agreement be partially satisfied by way of capitalisation of the loan due from the Company to Mr. Lie of up to HK\$100,000,000 (the “**Loan Capitalisation**”) be and is hereby approved, confirmed and ratified; and
 - (f) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer, the Underwriting Commission Arrangement and the Loan Capitalisation or as they consider necessary, desirable, or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Commission Arrangement and the Loan Capitalisation, the Underwriting Agreement and the transactions contemplated thereunder.”
2. “**THAT** the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission to the Underwriter and parties acting in concert with it pursuant to Note 1 on the Dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong from an obligation to make a general mandatory offer for the shares of the Company not already owned by them as a result of the Open Offer be and are hereby approved and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.”

3. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$1,000,000,000 divided into 10,000,000,000 Shares to HK\$2,000,000,000 divided into 20,000,000,000 Shares by the creation of an additional 10,000,000,000 new Shares ranking pari-passu with the existing shares of the Company (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

4. “**THAT** conditional on the passing of the ordinary resolution numbered 1 and the completion of the Open Offer, the allotment and issue of new Shares upon the exercise of the conversion rights attaching to the Convertible Notes (as defined in the Circular) be and is hereby approved; and the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the allotment and issue of the Shares upon exercise of the conversion rights attaching to the Convertible Notes.”

By order of the Board
Neo Telemedia Limited
CHEUNG Sing Tai
Chairman

Hong Kong, 25 September 2015

Registered office:

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

Principal place of business in Hong Kong:

Unit 1504, Harcourt House
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Wanchai
Hong Kong

Notes:

1. Any member entitled to attend and vote at the extraordinary general meeting (or its adjourned 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.
5. As at the date of this notice, the Board comprises four executive Directors, namely Mr. Cheung Sing Tai (Chairman and Chief Executive Officer), Mr. Zhang Xinyu, Mr. Lian Xin and Mr. Xu Gang, and four independent non-executive Directors, namely Mr. Leung Ka Wo, Mr. Chou Jianzhong, Ms. Xi Lina and Mr. Huang Zhixiong.

This announcement, 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 announcement 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 in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the Growth Enterprise Market website at www.hkgem.com for at least seven days from the date of its posting and on the website of the Company at www.neo-telemedia.com.