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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)**

**DESPATCH OF CIRCULAR IN RELATION TO**  
**(1) PROPOSED OPEN OFFER ON THE BASIS OF**  
**ONE OFFER SHARE FOR EVERY TWO SHARES**  
**HELD ON THE RECORD DATE;**  
**(2) APPLICATION FOR WHITEWASH WAIVER;**  
**(3) CONNECTED TRANSACTION IN RELATION TO THE**  
**UNDERWRITING ARRANGEMENT;**  
**(4) CONNECTED TRANSACTION IN RELATION TO THE LOAN**  
**CAPITALISATION; AND**  
**(5) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

Reference is made to the announcements of Neo Telemedia Limited (the “**Company**”) dated 11, 14, 24 and 31 August 2015 in relation to, among others, the proposed Open Offer; application for the Whitewash Waiver; connected transaction in relation to the Underwriting Commission Arrangement; connected transaction in relation to the Loan Capitalisation; and proposed increase in authorised share capital of the Company (the “**Announcements**”) and the announcements of the Company dated 11 and 22 September 2015 in relation to, among others, amendments to the Underwriting Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated.

### **DESPATCH OF CIRCULAR**

The Board announces that the Circular including, among other things, (i) the details of the Open Offer (including the absence of excess application arrangement under the Open Offer), the Underwriting Agreement, the Whitewash Waiver, the Underwriting Commission Arrangement and the Loan Capitalisation; (ii) the proposed increase in the authorised share capital of the Company; (iii) the recommendation of the Independent Board Committee in relation to the Open Offer (including the absence of excess application arrangement under the Open Offer), the Underwriting Agreement, the Whitewash Waiver, the Underwriting Commission Arrangement and the Loan Capitalisation; (iii) a letter of advice from the

independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Open Offer (including the absence of excess application arrangement under the Open Offer), the Underwriting Agreement, the Whitewash Waiver, the Underwriting Commission Arrangement and the Loan Capitalisation; and (iv) a notice convening the EGM was despatched to the Shareholders on Friday, 25 September 2015.

**Shareholders and potential investors should note that the Open Offer is conditional upon the satisfaction of the conditions set out in the section headed “Conditions of the Open Offer” of the Announcements. Accordingly, the Open Offer may or may not proceed.**

**Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

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

Hong Kong, 25 September 2015

*As at the date of this announcement, 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 herein or this announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statements in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the Growth Enterprise Market website at [www.hkgem.com](http://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](http://www.neo-telemedia.com).*