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 use at the adjourned extraordinary general meeting to be held on 26 November 2015 at 11:00 a.m.

I/We *(Note 1)* ____

of ____

being the registered holder(s) of *(Note 2)* ______________________ shares of HK$0.1 each

in the capital of the Neo Telemedia Limited (the "**Company**"), **HEREBY APPOINT** *(Note 3)* ______________________

of ____

or failing him, the Chairman of the Meeting as my/our proxy to attend and act for me/us and on my/our behalf at the adjourned extraordinary general meeting (the "**Meeting**") (or at any adjournment thereof) to be held on 26 November 2015 at 11:00 a.m. at Empire Room 1, 1/F., Empire Hotel Hong Kong Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening said Meeting (the "**Notice**") and as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Please indicate with "✓" in the spaces provided how you wish your vote(s) to be cast.

	ORDINARY RESOLUTIONS	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To approve the Open Offer, the Underwriting Agreement, the absence of arrangements for excess application, the Underwriting Commission Arrangement, the Loan Capitalisation and the transactions contemplated thereunder (Ordinary Resolution No. 1 as set out in the Notice).		
2.	To approve the Whitewash Waiver in favour of the Underwriter and parties acting in concert with it from making a general mandatory offer under the Takeovers Code (Ordinary Resolution No. 2 as set out in the Notice).		
3.	To approve the Increase in Authorised Share Capital (Ordinary Resolution No. 3 as set out in the Notice).		
4.	To approve the allotment and issue of such number of new shares of the Company upon exercise of the conversion rights attaching to the Convertible Notes (Ordinary Resolution No. 4 as set out in the Notice).		

Shareholder's Signature *(Note 6)* ______________________ Date: ______________________ 2015

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS LETTERS**. The name(s) of all joint registered holders should be stated.
2. Please insert the number of shares in the Company registered in your name(s) to which the proxy relates; 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. A shareholder of the Company may appoint a proxy of his/her choice who need not be a shareholder of the Company, but such appointed proxy must attend the Meeting in person to represent you. Please insert the name and address of the appointed proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
4. **IMPORTANT**: If you wish to vote for a resolution, please place a "✓" in the relevant box marked in the column headed "For". If you wish to vote against a resolution, please place a "✓" in the relevant box marked in the column headed "Against". Failure to tick either box will entitle your proxy to cast your vote at his/her discretion in respect of that resolution.
5. In the case of joint holders of any shares of the Company, any one of the joint holders may vote at the Meeting, either in person or by proxy, as if he/she were solely entitled thereto. But if more than one joint holder is present, whether in person or by proxy, only the vote of the senior holder will be counted. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised.
7. To be valid, this form of proxy together with any 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 at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the Meeting (or any adjournment thereof).
8. Any alterations made to this form of proxy must be initialed by the person who signs it.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.