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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)

**POLL RESULTS OF THE ADJOURNED EXTRAORDINARY GENERAL
MEETING HELD ON 26 NOVEMBER 2015
AND
GRANT OF THE WHITEWASH WAIVER**

POLL RESULTS OF THE ADJOURNED EGM

The Board announces that all resolutions proposed at the Adjourned EGM held on 26 November 2015 were duly passed.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver, subject to (i) the issue of the Offer Shares being approved by the Independent Shareholders at the EGM by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by the Underwriter and its parties acting in concert between the date of the Announcement and the completion of the Open Offer. The Open Offer and the Whitewash Waiver have been approved by the Independent Shareholders at the Adjourned EGM by way of poll.

Reference is made to the announcement of Neo Telemedia Limited (the “**Company**”) dated 11 August 2015 (the “**Announcement**”), the circular of the Company dated 25 September 2015 (the “**Circular**”) and the notice of adjourned extraordinary general meeting of the Company (the “**Adjourned EGM**”) dated 11 November 2015 (the “**Notice**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Circular.

POLL RESULTS OF THE ADJOURNED EGM

The Board is pleased to announce that at the Adjourned EGM held on 26 November 2015, all resolutions proposed were duly passed by way of poll voting.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the Adjourned EGM.

The poll results of the Adjourned EGM are as follows:

Ordinary Resolutions (Note 1)	Number of Shares (%)	
	For	Against
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).	819,445,184 (100.00%)	0 (0.00%)
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).	817,245,184 (99.73%)	2,200,000 (0.27%)
3. To approve the Increase in Authorised Share Capital (Ordinary Resolution No. 3 as set out in the Notice).	819,445,184 (100.00%)	0 (0.00%)
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).	819,445,184 (100.00%)	0 (0.00%)

Notes:

1. The full text of each of the resolutions was set out in the Notice.
2. The number of votes and percentage of the voting as stated above in respect of resolutions No. 1 and No. 2 are based on the total number of Shares held by the Independent Shareholders who attended and voted at the Adjourned EGM in person, by authorised corporate representative or by proxy.

As majority of the votes were cast in favour of each of the above ordinary resolutions, all resolutions were duly passed.

As stated in the Circular, the Underwriter to the Open Offer is deemed to have a material interest in the Open Offer, the Underwriting Commission Arrangement and the Loan Capitalisation, therefore, the Underwriter, Mr. Lie, Golden Ocean and parties acting in concert with any of them and those who are involved in or interested in the Open Offer, the Underwriting Agreement and/or the Whitewash Waiver and/or the Loan Capitalisation are required to abstain from voting for the respective resolutions at the Adjourned EGM for approving the above matters, being the ordinary resolutions No. 1 and No. 2 as set out in the Notice.

As at the date of the Adjourned EGM, the total number of issued Shares was 6,352,562,897 Shares. The Underwriter, Mr. Lie and parties acting in concert with any of them are interested in an aggregate of 1,623,440,000 Shares, representing approximately 25.55% of the issued share capital of the Company, of which the Underwriter held 420,000,000 Shares, representing approximately 6.61% in the issued share capital of the Company; Golden Ocean held 23,624,000 Shares,

representing approximately 0.37% in the issued share capital of the Company; and Mr. Lie held 1,179,816,000 Shares, representing approximately 18.57% in the issued share capital of the Company. The Underwriter, Mr. Lie, Golden Ocean and parties acting in concert with any of them had abstained from voting in respect of ordinary resolutions No. 1 and No. 2 at the Adjourned EGM. The total number of Shares entitling the Independent Shareholders to attend and vote on the resolutions No. 1 and No. 2 at the Adjourned EGM was 4,729,122,897 Shares.

The total number of Shares entitling the Shareholders to attend and vote on the resolutions No. 3 and No. 4 at the Adjourned EGM was 6,352,562,897 Shares.

EFFECTS ON SHAREHOLDING STRUCTURE

For illustration purpose only, the shareholding structure of the Company as at the date of this announcement and immediately after the completion of the Open Offer is set out below:

- (i) assuming no exercise of the outstanding Share Options and Convertible Notes on or before the Record Date

Shareholders	As at the date of this announcement		Immediately after completion of the Open Offer (assuming all Qualifying Shareholders have fully subscribed for their entitlements under the Open Offer)		Immediately after completion of the Open Offer (assuming no Qualifying Shareholders subscribed for their entitlements under the Open Offer except for the Underwriter, Mr. Lie and parties acting in concert with any of them)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
The Underwriter, Mr. Lie and parties acting in concert with any of them (<i>Note 1</i>)	1,623,440,000	25.55	2,435,160,000	25.55	4,799,721,448	50.37
Directors/ Ex-Director						
Xu Gang (<i>Note 2</i>)	996,000	0.02	1,494,000	0.02	996,000	0.01
Huang Zhixiong (<i>Note 3</i>)	11,356,000	0.18	17,034,000	0.18	11,356,000	0.12
Ye Weiping (<i>Note 4</i>)	518,000,000	8.15	777,000,000	8.15	518,000,000	5.44
Public Shareholders	4,198,770,897	66.10	6,298,156,345	66.10	4,198,770,897	44.06
Total	<u>6,352,562,897</u>	<u>100.00</u>	<u>9,528,844,345</u>	<u>100.00</u>	<u>9,528,844,345</u>	<u>100.00</u>

- (ii) Assuming the exercise of the outstanding Share Options and Convertible Notes in full on or before the Record Date

Shareholders	As at the date of this announcement		Immediately after completion of the Open Offer (assuming all Qualifying Shareholders have fully subscribed for their entitlements under the Open Offer)		Immediately after completion of the Open Offer (assuming no Qualifying Shareholders subscribed for their entitlements under the Open Offer except for the Underwriter, Mr. Lie and parties acting in concert with any of them)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
The Underwriter, Mr. Lie and parties acting in concert with any of them (<i>Note 1</i>)	1,623,440,000	25.55	2,435,160,000	24.65	4,916,721,448	49.77
Directors/ Ex-Director						
Xu Gang (<i>Note 2</i>)	996,000	0.02	1,494,000	0.02	996,000	0.01
Huang Zhixiong (<i>Note 3</i>)	11,356,000	0.18	17,034,000	0.18	11,356,000	0.11
Ye Weiping (<i>Note 4</i>)	518,000,000	8.15	777,000,000	7.86	518,000,000	5.24
Zhang Xinyu (<i>Note 5</i>)	---	---	60,000,000	0.61	40,000,000	0.40
Public Shareholders						
Holder(s) of the Convertible Notes	---	---	192,000,000	1.94	128,000,000	1.30
Holders of Share Options	---	---	99,000,000	1.00	66,000,000	0.67
Other public Shareholders	4,198,770,897	66.10	6,298,156,345	63.74	4,198,770,897	42.50
Total	<u>6,352,562,897</u>	<u>100.00</u>	<u>9,879,844,345</u>	<u>100.00</u>	<u>9,879,844,345</u>	<u>100.00</u>

Notes:

1. 420,000,000 Shares are held by the Underwriter, 23,624,000 Shares are held by Golden Ocean and 1,179,816,000 Shares are held by Mr. Lie. Both the Underwriter and Golden Ocean are wholly-owned by Mr. Lie. Thus, Mr. Lie is deemed to be interested in the Shares held by the Underwriter and Golden Ocean.
2. Mr. Xu Gang is an executive Director. The 996,000 Shares include 48,000 Shares owned by the spouse of Mr. Xu Gang.
3. Mr. Huang Zhixiong is an independent non-executive Director. The 11,356,000 Shares are owned by the spouse of Mr. Huang Zhixiong.
4. Ms. Ye Weiping was an ex-executive Director.
5. Mr. Zhang Xinyu is an executive Director.

Shareholders and potential investors should note that the Open Offer is conditional upon, inter alias, the satisfaction of the conditions set out in the section headed “Conditions of the Open Offer” of the Circular. 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.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver, subject to (i) the issue of the Offer Shares being approved by the Independent Shareholders at the EGM by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by the Underwriter and its parties acting in concert between the date of the Announcement and the completion of the Open Offer. The Open Offer and the Whitewash Waiver have been approved by the Independent Shareholders at the Adjourned EGM by way of poll. Further announcement will be made by the Company upon completion of the Open Offer.

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

Hong Kong, 26 November 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 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 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 for at least seven days from the date of its posting and on the website of the Company at www.neo-telemedia.com.