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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 the extraordinary general meeting (“EGM”) of Neo Telemedia Limited (the “**Company**”) will be held at Room 901B, 9th Floor, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 January 2021 at 10:30 a.m. to consider and, if thought fit, pass the following resolution of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 24 December 2020.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the agreements entered into pursuant to the Finance Lease Arrangement A1 and Finance Lease Arrangement A2 (including the (i) Sale and Purchase Agreement; (ii) Finance Lease Agreement A1; (iii) Finance Lease Agreement A2; (iv) Guarantee Agreement A (Bluesea Mobile); (v) Accounts Receivable Pledge Agreement A (Guangzhou Yizi); (vi) Accounts Receivable Pledge Agreement A (Guangzhou Zituo); and (vii) Equity Interest Pledge Agreement A) (copies of the above-mentioned agreements and the agreements in relation to the Previous Finance Lease Arrangement A are signed by the chairman of the EGM for identification purpose and have been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.
- (b) any one Director be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the aforesaid agreement(s) and all transactions contemplated thereunder.”

2. “**THAT:**

- (a) the agreements entered into pursuant to the Finance Lease Arrangement B (including the (i) Finance Lease Agreement B; (ii) Guarantee Agreement B (Bluesea Mobile); (iii) Accounts Receivable Pledge Agreement B (Bluesea Cloud Data); and (iv) Accounts Receivable Pledge Agreement B (Bluesea Mobile)) (copies of the above-mentioned agreements and the agreements in relation to the Previous Finance Lease Arrangement B are signed by the chairman of the EGM for identification purpose and have been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.
- (b) any one Director be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the aforesaid agreement(s) and all transactions contemplated thereunder.”

For and on behalf of
Neo Telemedia Limited
CHEUNG Sing Tai
Deputy Chairman

Hong Kong, 24 December 2020

Notes:

- 1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- 2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM.
- 3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof, should he/she so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- 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 required under the GEM Listing Rules, the above resolutions will be decided by way of poll.
- 6. For determining the qualification as shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration:

4:30 p.m. on Monday, 11 January 2021

Closure of register of members:

Tuesday, 12 January 2021 to Friday,

15 January 2021 (both dates inclusive)

Record Date:

Friday, 15 January 2021

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than the above-mentioned latest time.

PRECAUTIONARY MEASURES FOR THE EGM

Taking into account of the recent development of the global pandemic caused by the novel coronavirus (COVID-19), the Company will implement the following precautionary measures at the EGM against the pandemic to protect the Shareholders and participants attending the EGM:

- (i) Before registration, compulsory body temperature check will be conducted for every person (including, but not limited to, Shareholders and proxies) attending the EGM at the entrance of the venue, and any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue;
- (ii) Every person (including, but not limited to, Shareholders and proxies) attending the EGM is required to wear an appropriate face mask at any time in the venue;
- (iii) Appropriate settings will be arranged at the venue of the EGM to meet relevant regulatory requirements with respect to physical distancing;
- (iv) Should any attendee decline any of the abovementioned measures, the Company reserves the right to refuse to admit such person to the EGM; and
- (v) No refreshment will be served at the EGM.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the EGM arrangements at short notice. Shareholders are advised to check the website of the Stock Exchange and the Company's website for future announcements and updates on the EGM arrangements.

As at the date of this notice, the Board comprises four executive Directors, namely Dr. LIE Haiquan (Chairman), Mr. CHEUNG Sing Tai (Deputy Chairman and Chief Executive Officer), Mr. TAO Wei and Mr. WU Di, and three independent non-executive Directors, namely Mr. ZHANG Zihua, 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.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.

This announcement will remain on the “Latest Listed Company Information” page of the GEM 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.