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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)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(4) NON-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.28, 5.34 AND 5.36A
OF THE GEM LISTING RULES**

The board (the “**Board**”) of directors (the “**Directors**”) of Neo Telemedia Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that (i) Mr. Zhang Zihua (“**Mr. Zhang**”) has tendered his resignation as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company and the nomination committee of the Company with effect from 30 November 2024 as he would like to devote more time to his other personal commitments; (ii) Mr. Huang Zhixiong (“**Mr. Huang**”) has tendered his resignation as an independent non-executive Director and a member of Audit Committee with effect from 30 November 2024 due to his retirement planning.

Mr. Zhang and Mr. Huang have confirmed that they have no disagreement with the Board and that there is no matter in respect of their resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to extend its appreciation to Mr. Zhang and Mr. Huang for their invaluable contributions during their tenure of office in the Company.

NON-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.28, 5.34 AND 5.36A OF THE GEM LISTING RULES

Following the resignation of Mr. Zhang and the retirement of Mr. Huang with effect from 30 November 2024, the Company is not in compliance with (i) Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”), which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors; (ii) Rule 5.05(2) of the GEM Listing Rules, which stipulates that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; (iii) Rule 5.28 of the GEM Listing

Rules, which stipulates that every listed issuer must establish an audit committee comprising a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in Rule 5.05(2) of the GEM Listing Rules, and be chaired by an independent non-executive director; (iv) Rule 5.34 of the GEM Listing Rules, which stipulates that an issuer must establish a remuneration committee chaired by independent non-executive director and comprising a majority of independent non-executive directors; and (v) Rule 5.36A of the GEM Listing Rules, which stipulates that an issuer must establish a nomination committee comprising a majority of independent non-executive directors.

The Board will make its best endeavours to identify a suitable candidate to fill the vacancy as soon as practicable and within three months from 30 November 2024 in order to ensure compliance by the Company with the requirements under the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board
Neo Telemedia Limited
Dr. LIE Haiquan
Chairman

Hong Kong, 2 December 2024

As at the date of this announcement, the Board comprises two executive Directors, namely Dr. LIE Haiquan (Chairman) and Mr. CHEUNG Sing Tai (Deputy Chairman and Chief Executive Officer), and one independent non-executive Director, namely Ms. XI Lina.

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 GEM of the Stock Exchange 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.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of its posting and on the website of the Company at www.neo-telemedia.com.