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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Neo Telemedia Limited (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular, for which the directors of the Company (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 enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.



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)

PROPOSALS FOR 1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, 2) RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the “AGM”) of the Company to be held at Room 901B, 9th Floor, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 12 May 2023 at 10:30 a.m. is set out in the Appendix II to this circular. A form of proxy for use at the annual general meeting is enclosed. Whether or not you are able to attend and vote in person at the annual general meeting or any adjournment thereof, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the date of its posting and on the website of the Company at www.neo-telemedia.com.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to the notice of the AGM for measures being taken with the aim of safeguarding the health and safety of the AGM attendees, including:

- compulsory wearing of face masks; and
- no provision of refreshments and corporate gifts.

Any person who does not comply with the above measures may be denied entry into or be required to leave the venue of the AGM at the absolute discretion of the Company as permitted by law.

31 March 2023

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Room 901B, 9th Floor, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 12 May 2023 at 10:30 a.m. as set out in the Notice
“Articles of Association” or “Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Close Associate(s)”	has the meanings ascribed to it under the GEM Listing Rules
“Company”	Neo Telemedia Limited 中國新電信集團有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general and unconditional mandate to the Directors to the effect that the aggregate number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	24 March 2023, being the latest practicable date prior to the printing of this circular

DEFINITIONS

“Notice”	the notice convening the AGM which is set out on pages 16 to 20 of this circular
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. LIE Haiquan
Mr. CHEUNG Sing Tai
Mr. TAO Wei
Mr. WU Di

Independent non-executive Directors:

Mr. ZHANG Zihua
Ms. XI Lina
Mr. HUANG Zhixiong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 901B, 9th Floor,
Empire Centre,
68 Mody Road,
Tsim Sha Tsui, Kowloon,
Hong Kong

31 March 2023

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for approving, among other matters (i) the ordinary resolutions granting the Board the Issue Mandate and the Repurchase Mandate, and (ii) the ordinary resolution proposing re-election of Directors, and to give you notice of the AGM.

LETTER FROM THE BOARD

This circular contains the explanatory statement in compliance with the GEM Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 952,218,434 Shares.

The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

ISSUE MANDATE

Also at the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate. In addition, if the resolution to authorise the Repurchase Mandate is passed, an ordinary resolution will be proposed to extend the limit under the Issue Mandate if granted to the Directors by the number of Shares representing the total number of the Shares repurchased under the Repurchase Mandate. The Directors wish to state that they have no present intention to issue any new Shares pursuant to such general mandate.

The Company had in issue an aggregate of 9,522,184,345 Shares as at the Latest Practicable Date. Subject to the passing of the ordinary resolution for approving the Issue Mandate, the Company would be allowed to allot up to a maximum of 1,904,436,869 additional Shares on the basis that no further Shares will be issued or repurchased prior to the AGM.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely, Dr. LIE Haiquan, Mr. CHEUNG Sing Tai, Mr. TAO Wei, Mr. WU Di, Mr. ZHANG Zihua, Ms. XI Lina and Mr. HUANG Zhixiong.

Pursuant to Article 84(1) of the Memorandum and Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Dr. LIE Hiquen (“**Dr. Lie**”), Ms. XI Lina (“**Ms. Xi**”) and Mr. HUANG Zhixiong (“**Mr. Huang**”) shall retire from their office by rotation at the AGM.

The abovementioned Directors, being eligible, offer themselves for re-election at the AGM.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders’ approval at the AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

In recommending Dr. Lie to stand for re-election as Executive Director, and Ms. Xi and Mr. Huang to stand for re-election as Independent Non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Dr. Lie has extensive experience in investment in real estate, high technology and new energy industries, with operations in mainland China and Hong Kong. Dr. Lie obtained a Master’s degree in Business Administration from the University of Western Sydney and an Honorary Doctorate degree in Management from Lincoln University.
- (b) Ms. Xi has extensive experience in economics and futures market. Ms. Xi obtained a bachelor’s degree in economics and international trade from Zhejiang University of Finance and Economics and a master of science in banking and international finance from the City University, London.
- (c) Mr. Huang has extensive experience in securities market and public companies. Mr. Huang obtained a doctoral degree in business management. Mr. Huang also obtained the Independent Director Qualification awarded by the Shenzhen Stock Exchange in January 2015 and obtained the Board Secretary Qualification awarded by the Shenzhen Stock Exchange in April 2015.

LETTER FROM THE BOARD

The Nomination Committee considered that in view of their past performance, and diverse and different educational backgrounds and professional knowledge and experience in the respective fields of investment, international finance, corporate governance and accounting as mentioned above and as set out in Appendix II to this circular. Dr. Lie, Ms. Xi, and Mr. Huang will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("INEDs"). All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 5.09 of the GEM Listing Rules and each has provided to the Company an annual written confirmation of their independence.

Biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

GEM LISTING RULES REQUIREMENT

According to Rule 17.47 of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the AGM will be taken by way of poll.

GENERAL INFORMATION

The Notice for the AGM is set out on pages 16 to 20 to this circular.

PROXY

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the proposed (i) granting of the Issue Mandate, the Repurchase Mandate and the Extended Mandate and (ii) re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Dr. LIE Haiquan
Chairman

This serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate.

GEM LISTING RULES RELATING TO REPURCHASES OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid Shares on GEM subject to certain restrictions, the more important of which are summarised below:

(a) Shareholder's Approval

All proposed repurchase of securities on the Stock Exchange by a company with primary listing on the Stock Exchange must be approved by Shareholders in advance by an ordinary resolution, either by way of a general mandate or by special approval of a particular transaction and that the shares to be repurchased must be fully paid up.

(b) Share Capital

As at the Latest Practicable Date, there were an aggregate of 9,522,184,345 Shares in issue. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued Shares of the Company at the date of the passing of the relevant resolutions granting the Repurchase Mandate. The Company's authority is restricted to purchases made on GEM in accordance with the GEM Listing Rules. Subject to the passing and pursuant to the terms of the ordinary resolution regarding the Repurchase Mandate and on the basis that no further Shares would be issued or repurchased prior to the AGM, the Company would accordingly be allowed under the Repurchase Mandate to repurchase up to 952,218,434 Shares. The Shares repurchased by the Company shall, subject to applicable law, be cancelled upon such repurchase.

(c) Reasons for Repurchase

The Directors believe that it is in the best interests of the Company and its Shareholders to allow the Directors the general authority to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

(d) Funding of Repurchases and Material Adverse Impact

In repurchasing Shares, the Company may only apply funds from the Company's working capital and legally available for such purpose in accordance with the Company's memorandum and articles of association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company with its shares listed on GEM may not repurchase its shares for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

As compared with the financial position of the Company as at 31 December 2022 (being the date of its latest audited financial statements), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate were to be made in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(e) Undertaking and Effect of Repurchase

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their Close Associates have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the provisions of the memorandum and articles of association of the Company, the GEM Listing Rules and the applicable laws of the Cayman Islands.

(f) Effect on Takeovers Code

If as a result of the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's or the group of Shareholders' interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholder of the Company named below was interested or was deemed to be interested under the SFO in the issued Shares as follows:

Name	Nature of interests	Number of ordinary shares held	Approximate percentage of shareholding
Dr. LIE Haiquan (“ Dr. Lie ”) (<i>Note 1</i>)	Beneficial owner	2,285,656,000	24.00%
	Interest in controlled corporations (<i>Note 1</i>)	<u>2,091,923,357</u>	<u>21.97%</u>
	Total	<u>4,377,579,357</u>	<u>45.97%</u>

Name	Nature of interests	Number of ordinary shares held	Approximate percentage of shareholding
Mr. YAN Wai Ping (“ Mr. Yan ”) (<i>Note 2</i>)	Beneficial owner	504,832,000	5.30%
	Interest of his spouse	<u>106,702,000</u>	<u>1.12%</u>
	Total	<u>611,534,000</u>	<u>6.42%</u>

Name	Nature of interests	Number of ordinary shares held	Approximate percentage of shareholding
Ms. WONG Pui Yan (“ Ms. Wong ”) (<i>Note 3</i>)	Beneficial owner	106,702,000	1.12%
	Interest of her spouse	<u>504,832,000</u>	<u>5.30%</u>
	Total	<u>611,534,000</u>	<u>6.42%</u>

Notes:

- (1) 2,055,887,357 Shares are held by Winner Mind Investments Limited (“**Winner Mind**”), a company incorporated in the British Virgin Islands and 36,036,000 Shares are held by Golden Ocean Assets Management Limited (“**Golden Ocean**”), a company incorporated in Hong Kong, both companies are wholly-owned by Dr. Lie. Thus, he is deemed to be interested in the 2,055,887,357 Shares held by Winner Mind and 36,036,000 Shares held by Golden Ocean.
- (2) Mr. Yan is the spouse of Ms. Wong and is deemed, or taken to be, interested in Shares in which Ms. Wong has interest under the SFO.
- (3) Ms. Wong is the spouse of Mr. Yan and is deemed, or taken to be, interested in Shares in which Mr. Yan has interest under the SFO.

In the event that the Company exercises the Repurchase Mandate in full and takes no account of the issue of new Shares by the Company pursuant to any general and specific mandates granted by the Shareholders at any general meeting, the aggregate beneficial shareholding interest and deemed shareholding interest of Dr. Lie, Mr. Yan and Ms. Wong in the Company will be as follows:

Name	Approximate percentage of shareholding after the Repurchase Mandate be exercised in full
Dr. Lie	51.08%
Mr. Yan	7.13%
Ms. Wong	7.13%

Accordingly, such increased shareholding interests in the Company would give rise to an obligation of Dr. Lie to make a mandatory offer for Shares under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Company has no present intention to exercise the Repurchase Mandate to an extent such that the mandatory offer obligation would be triggered.

SHARES REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company on GEM or otherwise during the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest market prices at which the Shares have traded on GEM of the Stock Exchange during the previous twelve months up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2022		
March	0.214	0.165
April	0.194	0.153
May	0.176	0.100
June	0.155	0.094
July	0.116	0.098
August	0.129	0.085
September	0.109	0.076
October	0.109	0.062
November	0.102	0.078
December	0.105	0.076
2023		
January	0.096	0.077
February	0.137	0.080
March (up to and including the Latest Practicable Date)	0.087	0.074

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles 84(1) of the Articles and Code provision B.2.2 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules.

EXECUTIVE DIRECTOR

Dr. LIE Haiquan (“**Dr. Lie**”), aged 59, was appointed as a non-executive Director on 31 May 2017 and redesignated as an executive Director on 1 April 2020. Dr. Lie is also the Chairman of the Board. He obtained a Master’s degree of Business Administration from the University of Western Sydney in 2001. He also received Honorary Doctorate degree of Management from Lincoln University in 2016.

Dr. Lie’s personal investments cover real estate, hotel, tourism, finance, high technology and new energy industries, with operations in both China and Hong Kong. Dr. Lie is a member of the 11th, 12th and 13th Guangzhou Provincial Committee of the Chinese People’s Political Consultative Conference, an executive committee of 廣東省工商業聯合會 (Guangdong Federation of Industry & Commerce*), the honorary president of Hong Kong Guangdong Chamber of Foreign Investors, an executive vice president of 北京廣東企業商會 (Guangdong Corporation Chamber of Commerce in Beijing*) and an executive vice president of Asian College of Knowledge Management.

Save for acting as the Chairman of the board of directors of 深圳市易訊物聯科技有限公司 (Shenzhen Eion IoT Technology Co., Ltd.*), an indirect 70% owned subsidiary of the Company, from 6 June 2018 to 23 March 2021, Dr. Lie does not hold any other positions with the Company and other members of the Company, or any directorship in the past three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

Dr. Lie has entered into a service contract with the Company for a term of two years with effect from 1 April 2020 and would be automatically renewed until terminated by either party giving not less than three months’ written notice to the other. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles and the Code on Corporate Governance Practices of the GEM Listing Rules. Dr. Lie is entitled to an annual remuneration of HK\$3,000,000, which was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Lie is interested in 4,377,579,357 shares of the Company, representing approximately 45.97% of the Company’s issued share capital, including 2,055,887,357 shares and 36,036,000 shares held by Winner Mind Investments Limited and Golden Ocean Assets Management Limited, respectively, both companies are wholly-owned by Dr. Lie. Save as aforesaid, he does not have any other interest in the shares of the Company

within the meaning of Part XV of the SFO. Dr. Lie does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. XI Lina (“**Ms. Xi**”), aged 40, was appointed as an independent non-executive Director on 16 May 2014. She is also a member of each of the audit committee, nomination committee and remuneration committee of the Company. She graduated with a degree in economics and international trade from Zhejiang University of Finance and Economics and holds a master of science in banking and international finance from the City University, London. She has extensive experience in economics and futures market.

Ms. Xi does not hold any other positions with the Company and other members of the Company, or any directorship in the past three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

There was no service contract between Ms. Xi and the Company in respect of the proposed length of services for the appointment of Ms. Xi as an Independent Non-executive Director. Her appointment is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles of Association of the Company and the Code on Corporate Governance Practices contained in Appendix 15 to the GEM Listing Rules. Ms. Xi is entitled to an annual emolument of HK\$144,000 for acting as Director, which was determined by the Board of the Company with reference to her duties and responsibilities in the Company, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Xi does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Ms. Xi does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

Mr. HUANG Zhixiong (“**Mr. Huang**”), aged 60, was appointed as an independent non-executive Director on 13 May 2015. He is also a member of the audit committee of the Company. He holds a doctoral degree in business management. He is the senior advisor of 廣東華南科技資本研究院 (Institute of Guangdong South China Science and Technology Capital*) and was appointed as the extramural tutor of the master programme of professional accounting of the South China University of Technology in November 2015. He was also appointed as a member of the Advisory Board of the Faculty of Business of City University of Macau in January 2017. Mr. Huang obtained the Independent Director Qualification awarded by the Shenzhen Stock Exchange in January 2015 and obtained the Board Secretary Qualification awarded by the Shenzhen Stock Exchange in April 2015. Mr. Huang was certified with (1) the Securities Certificate Level II in 2005, (2) the Securities Institutions Senior Management Personnel Qualification in 2003, (3) the Securities Investment Fund Qualification and Securities

and Futures Qualification in 2002, (4) the Securities Investment Analysis Qualification in 2001, (5) the Securities Trading Brokerage Qualification and Securities Issuance and Underwriting Qualification in 2000, and (6) the Shenzhen Stock Exchange Initial National Debt and Futures Qualification in 1994. He obtained the Intermediate Economist Title awarded by National Ministry of Personnel in 1994. Mr. Huang is currently the Chairman of the board and the legal representative of Guangdong Shunna Electric Co., Ltd (formerly named Guangdong Macro Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000533)), in which he was also the vice chairman from August 2013 to July 2016 and the managing director from November 2017 to April 2021.

Mr. Huang does not hold any other positions with the Company and other members of the Company, or any directorship in the past three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

There was no service contract between Mr. Huang and the Company in respect of the proposed length of services for the appointment of Mr. Huang as an Independent Non-executive Director. His appointment is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles of Association of the Company and the Code on Corporate Governance Practices contained in Appendix 15 to the GEM Listing Rules. Mr. Huang is entitled to an annual emolument of HK\$132,000 for acting as Director, which was determined by the Board of the Company with reference to his duties and responsibilities in the Company, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Huang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Huang does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

Save as disclosed above, there are no other matters in relation to the re-election of the above retiring Directors that need to be brought to the attention of the holders of securities of the Company and there is no other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

* *For identification purpose only*



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) 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, 12 May 2023 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (“**Directors**”) and Auditor of the Company and its subsidiaries for the year ended 31 December 2022.
2.
 - (a) To re-elect Dr. LIE Haiquan as an Executive Director.
 - (b) To re-elect Ms. XI Lina as an Independent Non-executive Director.
 - (c) To re-elect Mr. HUANG Zhixiong as an Independent Non-executive Director.
 - (d) To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Auditor and to authorise the Board to fix its remuneration.
4. “**THAT**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than by way of (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of the shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:
 - (aa) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.
 - (bb) “Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

5. “**THAT**

- (a) Subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in Resolution 5(d)(aa)) of all the powers of the Company to repurchase its own shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Securities and Futures Commission, the Companies Act of the Cayman Islands and the GEM Listing Rules (as amended from time to time) or any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the total number of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as in Resolution 4(d)(aa).”

6. “**THAT** conditional upon resolutions No. 4 and 5 above being passed, the general mandate granted the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to resolution No. 5.”

By Order of the Board
Dr. LIE Haiquan
Chairman

Hong Kong, 31 March 2023

Registered Office:
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Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*
Room 901B, 9th Floor,
Empire Centre,
68 Mody Road,
Tsim Sha Tsui, Kowloon,
Hong Kong

Notes:

1. A member who is a holder of two or more shares may appoint more than one proxy to represent and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of a share, any one of such holders may vote at the meeting, either personally or 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. For determining the qualification as shareholders of the Company to attend and vote at the AGM, 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, 8 May 2023
Closure of register of members:	Tuesday, 9 May 2023 to Friday, 12 May 2023 (both dates inclusive)
Record Date:	Friday, 12 May 2023

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than the above-mentioned latest time.

6. With respect to resolution no. 2 of this notice, Dr. LIE Haiquan, Ms. XI Lina and Mr. HUANG Zhixiong will retire and, being eligible, offer themselves for re-election at the meeting pursuant to articles 84(1) of the Memorandum and Articles of Association of the Company. Details of the retiring Directors which are required to be disclosed under the GEM Listing Rules are set out in the circular of the Company dated 31 March 2023.
7. An explanatory statement containing further details regarding resolution no. 5 above is set out in Appendix I to the circular of the Company dated 31 March 2023.

8. Biographical details of the retiring Directors of the Company are set out in Appendix II to the circular of the Company dated 31 March 2023.
9. If tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning is in effect at any time after 7 a.m. on Friday, 12 May 2023, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
10. To safeguard the health and safety of the AGM attendees, the Company will take precautionary measures at the AGM, including:
 - compulsory wearing of face masks; and
 - no provision of refreshments and corporate gifts.

Any person who does not comply with the above measures may be denied entry into or be required to leave the venue of the AGM at the absolute discretion of the Company as permitted by law.

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.