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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)**

**APPOINTMENT OF DIRECTORS,  
APPOINTMENT OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER,  
APPOINTMENT OF CHAIRMAN AND MEMBERS OF AUDIT COMMITTEE,  
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE,  
CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Neo Telemedia Limited (the “**Company**”) announces that with effect from 20 March 2014:

- (1) Mr. LEUNG Ka Wo (“**Mr. Leung**”) has been appointed as an independent non-executive Director, chairman of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”), a member of each of the nomination committee (the “**Nomination Committee**”) of the Company;
- (2) Ms. LU Zhuo (“**Ms. Lu**”) has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
- (3) Mr. CHOU Jianzhong (“**Mr. Chou**”) has been appointed as an independent non-executive Director and a member of the Audit Committee;
- (4) Mr. CHEUNG Sing Tai (“**Mr. Cheung**”), an executive Director, has been appointed as Chairman of the Board, Chief Executive Officer of the Company, chairman of the Nomination Committee and a member of the Remuneration Committee;

- (5) Mr. YUEN Poi Lam (“**Mr. Yuen**”) has resigned as company secretary of the Company and has ceased to act as an authorized representative of the Company under Rule 5.24 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and the agent of the Company for the acceptance of service of process in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”); and
- (6) Mr. TSE Kam Fai (“**Mr. Tse**”) has been appointed as company secretary, an authorized representative of the Company under Rule 5.24 of the GEM Listing Rules and the agent of the Company for the acceptance of service of process in Hong Kong under the Companies Ordinance.

Following the appointment of Mr. Leung, Ms. Lu and Mr. Chou as independent non-executive Directors, the Company has fulfilled the requirements of minimum number of independent non-executive Directors and Audit Committee members under Rules 5.05(1), 5.05(2) and 5.05A and 5.28 of the GEM Listing Rules, and also fulfilled the requirements of the composition of Remuneration Committee under Rule 5.34 of the GEM Listing Rules and the composition of Nomination Committee under code provision A.5.1 as set out in Appendix 15 to the GEM Listing Rules.

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Leung**, *AICPA*, aged 40, holds a Bachelor of Arts Degree in Accountancy from Seattle University, Seattle, Washington, USA. He is a member of the American Institute of Certified Public Accountants. He has over 14 years of experience in auditing and accounting, and had worked as the finance director and company secretary of ERA Mining Machinery Limited (a company delisted from GEM since 4 October 2012) and a manager for Deloitte Touche Tohmatsu. He is currently a director and chief financial officer of Hong Kong Jia Hong Investment Company Limited. Mr. Leung does not hold any directorship in any other listed companies in the last three years.

There was no service contract between Mr. Leung and the Company in respect of the proposed length of services for the appointment of Mr. Leung as an independent non-executive Director. He is subject to re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association (the “Articles”) of the Company and the Code on Corporate Governance Practices of the GEM Listing Rules. Mr. Leung is entitled to an annual emolument of HK\$144,000, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions.

Mr. Leung does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (“SFO”). Save as disclosed above, Mr. Leung does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he does not hold any other positions with the Company and other members of the Company.

**Ms. Lu**, aged 30, holds a Bachelor's Degree in Business Economics & Computer Science from University of Liverpool, UK and a Master's Degree in Interpreting from University of Newcastle, UK. She has significant experience in investment banking and financial advisory business, and she has accumulated extensive network resources and experience in capital management and corporate financing. She has been engaged in research and practice in initial public offerings, mergers and acquisitions, capital raising, reorganization, and financial advisory activities. Ms. Lu previously worked at Goldman Sachs International in London. She is also senior manager of CITIC Securities International. Ms. Lu does not hold any directorship in any other listed companies in the last three years.

There was no service contract between Ms. Lu and the Company in respect of the proposed length of services for the appointment of Ms. Lu as an independent non-executive Director. She is subject to re-election at the next following annual general meeting of the Company after her appointment and thereafter 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. Ms. Lu is entitled to an annual emolument of HK\$120,000, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions.

Ms. Lu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Lu does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and she does not hold any other positions with the Company and other members of the Company.

**Mr. Chou**, aged 46, holds a doctoral degree. He served as the vice president and senior economist of Guangdong Securities Co., Ltd.\* (廣東證券股份有限公司), a postdoctoral researcher of Xiamen University, an independent director of FSPG Hi-tech Co., Ltd. (佛山塑料集團股份有限公司) (a company listed on Shenzhen Stock Exchange) and an independent director of Guangdong Jiuzhou Sun Media Co., Ltd.\* (廣東九州陽光傳媒股份有限公司) (now known as 'Guangdong Guangzhou Daily Media Co., Ltd.\* (廣東廣州日報傳媒股份有限公司)'). He is currently the executive vice president of Guangdong South China Institute of Science and Technology\* (廣東華南科技資本研究院), a fellow member of the Hong Kong Quality Management Association, a special consultant of Guangdong Provincial Economic Restructuring Research\* (廣東省體改研究會), a master of business administration and a part-time instructor of Jinan University, a part-time professor of South China Normal University, a professor and doctoral tutor of City University of Macau, an executive of Guangdong Finance Society\* (廣東金融學會), a director of Guangzhou Jinan Investment Co., Ltd.\* (廣州暨南投資有限公司), a director of Guangdong Junfeng Spectrum Co., Ltd., (廣東駿豐頻譜股份有限公司), an independent director of the sixth board of Guangdong Golden Dragon Development Inc. (廣東錦龍發展股份有限公司) (a company listed on Shenzhen Stock Exchange), an independent director of the third board of Guangdong Alpha Animation and Culture Co., Ltd. (廣東奧飛動漫文化股份有限公司) (a company listed on Shenzhen Stock Exchange) and an independent director of the third board of Shenzhen Infinova Technology Co., Ltd.\* (深圳英飛拓科技股份有限公司). Save as aforesaid, Mr. Chou does not hold any directorship in any other listed companies in the last three years.

There was no service contract between Mr. Chou and the Company in respect of the proposed length of services for the appointment of Mr. Chou as an independent non-executive Director. He is subject to re-election at the next following annual general meeting of the Company after his appointment and thereafter 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. Mr. Chou is entitled to an annual emolument of HK\$120,000, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions.

Mr. Chou does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chou does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he does not hold any other positions with the Company and other members of the Company.

## **CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

**Mr. Cheung**, aged 52, was appointed as an executive Director on 21 June 2013. He graduated from the Department of Thermal Engineering of Tsinghua University and the Sun Yat-sen Business School with a bachelor degree in engineering and a master degree in business administration respectively. Mr. Cheung was engaged in trade between Mainland and Hong Kong in his early years. He had served as deputy manager in Strategic Development Department of Guangdong Investment Limited, a company listed on the Stock Exchange, while he was also a non-executive director of Guangdong Tannery Limited, a company listed on the Stock Exchange. Mr. Cheung previously served as the managing director of CL China Group Limited and the general manager of Coastland Development (Int'l) Co., Limited, both are engaged in investment in securities and real estate. Save as aforesaid, Mr. Cheung does not hold any directorship in any other listed companies in the last three years.

Mr. Cheung has entered into a service contract with the Company for a term of 2 years from 21 June 2013 but is subject to retirement by rotation in accordance with Articles and the Code on Corporate Governance Practices of the GEM Listing Rules. Under the service contract, Mr. Cheung is entitled to an annual remuneration of HK\$1,080,000 (comprising salary of HK\$1,056,000 and a director's fee of HK\$24,000), plus a discretionary bonus to be determined by the Board based on the results of the Company and his performance from time to time, which was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities, the remuneration policy of the Company and the prevailing market conditions.

Mr. Cheung does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Cheung does not have any relationship with the directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters in relation to above appointment of Directors, Chairman and Chief Executive Officer that need to be brought to the attention of the shareholders 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.

## COMPANY SECRETARY

**Mr. Tse** is a fellow member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. He is also a member of The Hong Kong Institute of Directors. Mr. Tse is currently the company secretary of a company listed on the Main Board of the Stock Exchange and two companies listed on GEM. He is also an executive director of a local professional firm providing regulatory compliance, corporate governance and corporate secretarial services to listed and unlisted corporations. Mr. Tse has more than 20 years' experience in handling listed company secretarial and compliance related matters.

The Board would like to extend its appreciation to Mr. Yuen for his valuable contribution to the Company during his tenure of service and welcome Mr. Leung, Ms. Lu, Mr. Chou and Mr. Tse for their new appointment.

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

Hong Kong, 20 March 2014

\* *for identification purpose only*

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. CHEUNG Sing Tai (Chairman and Chief Executive Officer), Mr. ZHANG Xinyu and Mr. LIAN Xin, and three independent non-executive Directors, namely Mr. LEUNG Ka-Wo, Ms. LU Zhuo and Mr. CHOU Jianzhong.*

*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.*

*This announcement will remain on the "Latest Company Announcements" page of the Growth Enterprise Market website at [www.hkgem.com](http://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](http://www.neo-telemedia.com).*