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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)**

**PROPOSED ADOPTION OF THE AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF  
ASSOCIATION OF THE COMPANY**

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange of Hong Kong Limited in November 2021, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “**Core Standards**” for shareholder protections for issuers which are set out in Appendix 3 to the Listing Rules (“**Core Shareholder Protection Standards**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Neo Telemedia Limited (the “**Company**”) proposes to amend the current memorandum of association and articles of association of the Company (the “**Current M & A**”), for the purpose of (i) conforming with the Core Shareholder Protection Standards; (ii) allowing general meetings to be held as a hybrid meeting where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to a physical meeting where Shareholders attend in person; (iii) bringing the Current M & A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (iv) incorporating certain housekeeping amendments (the “**Proposed Amendments**”).

To give effect to the Proposed Amendments, the Board proposes to adopt the amended and restated memorandum and articles of association (the “**Amended and Restated M&A**”) in substitution for, and to the exclusion of, the current M & A.

A summary of the major changes brought about by the proposed adoption of the Amended and Restated M&A is set out below:

- 1) set out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the financial year;
- 2) give the right of any Shareholder(s) (the “**Shareholder**” or the “**Shareholders**”) holding not less than one-tenth of the voting rights of the Company to make a requisition to convene an extraordinary general meeting and to add resolutions to the agenda of the meeting;
- 3) specify that all the Shareholders have the right to speak and vote at general meetings except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- 4) to provide that any representative authorised by a clearing house to attend any meeting of the Company shall have the right to speak and the right to vote at the meeting;
- 5) allow all general meetings to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting;
- 6) insert the definitions of “Electronic Communication”, “Electronic Meeting”, “Hybrid Meeting”, “Meeting Location(s)”, “Participation in a general meeting”, “Physical Meeting” and “Principal Meeting Place”, and make corresponding changes to the relevant articles;
- 7) include the additional details to be specified in a notice of a general meeting in light of allowing general meetings to be held at more than one meeting location, or as a hybrid meeting;
- 8) specify that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting or a hybrid meeting);
- 9) allow general meetings to be held at one or more locations, or as a hybrid meeting, and the powers of the Board and the chairman in relation thereto;
- 10) specify that votes (other than on a show of hands) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine; and
- 11) Other housekeeping amendments to the Current M & A are also proposed, including bringing the Current M & A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules and making consequential amendments in connection with the above amendments to the Current M & A and for clarity and consistency with the other provisions of the Current M & A where it is considered desirable and to better align the wordings with those of the Listing Rules and the applicable laws of the Cayman Islands, as appropriate.

The proposed adoption of the Amended and Restated M&A is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Tuesday, 28 June 2022 (the “**2022 AGM**”). A circular containing, among other things, particulars relating to the proposed amendments to the current M & A brought about by the adoption of the Amended and Restated M&A together with a notice convening the 2022 AGM will be despatched to the Shareholders in accordance with the Listing Rules.

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

Hong Kong, 25 May 2022

*As at the date of this announcement, 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.*

*In case of any inconsistency, the English version of this announcement shall prevail over the Chinese translation of this announcement.*