



## **NETEL TECHNOLOGY (HOLDINGS) LIMITED**

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8256

Third Quarterly  
Report  
**2012/2013**

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a high 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors of Netel Technology (Holdings) Limited (“Netel”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Netel. The directors of Netel, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report 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 report misleading.*

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

The directors (the "Directors") of Netel Technology (Holdings) Limited (the "Company") are pleased to announce the following unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and nine months ended 28 February 2013 together with the comparative unaudited figures for the corresponding period in 2012:

|  | Notes | For the three months ended 28 February |                                 | For the nine months ended 28 February |                                 |
|--|-------|--|---------------------------------|---------------------------------------|---------------------------------|
|  |       | 2013<br>HK\$'000<br>(Unaudited)        | 2012<br>HK\$'000<br>(Unaudited) | 2013<br>HK\$'000<br>(Unaudited)       | 2012<br>HK\$'000<br>(Unaudited) |
| Revenue  | 3     | 372                                    | 389                             | 1,263                                 | 1,639                           |
| Cost of sales  |       | (188)                                  | (278)                           | (722)                                 | (926)                           |
| Gross profit   |       | 184                                    | 111                             | 541                                   | 713                             |
| Selling and marketing expenses   |       | (51)                                   | (43)                            | (385)                                 | (114)                           |
| Administrative expenses  |       | (3,585)                                | (2,877)                         | (10,960)                              | (9,500)                         |
| Profit/(Loss) from operating   |       | (3,452)                                | (2,809)                         | (10,804)                              | (8,901)                         |
| Finance costs  |       | (8)                                    | (5)                             | (18)                                  | (16)                            |
| Share of loss of<br>an associated company  |       | (26)                                   | (14)                            | (47)                                  | (42)                            |
| Profit/(Loss) before taxation  |       | (3,486)                                | (2,828)                         | (10,869)                              | (8,959)                         |
| Taxation   | 4     | -                                      | -                               | -                                     | -                               |
| <b>Profit/(Loss) for the period<br/>attributable to equity holders of<br/>the Company</b>            |       | <b>(3,486)</b>                         | <b>(2,828)</b>                  | <b>(10,869)</b>                       | <b>(8,959)</b>                  |
| <b>Other comprehensive income</b>  |       | <b>(4)</b>                             | <b>1</b>                        | <b>(33)</b>                           | <b>(9)</b>                      |
| <b>Total comprehensive loss for the<br/>period attributable to equity<br/>holders of the Company</b> |       | <b>(3,490)</b>                         | <b>(2,827)</b>                  | <b>(10,902)</b>                       | <b>(8,968)</b>                  |
| Loss per share<br>– basic and diluted  | 5     | HK(0.63 cents)                         | HK(0.54 cents)                  | HK(1.96 cents)                        | HK(1.71 cents)                  |

# NOTES TO THE FINANCIAL STATEMENTS

## 1. Corporate information

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company's shares have been listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activities of the Company and its subsidiaries (collectively referred to as the "Group") are engaged in research and development of telecommunication applications, provision of value-added service software and provision of related services, trading of telecommunication equipment, provision of long distance call services and online recruitment services.

## 2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated results have been prepared in accordance with accounting principles generally accepted in Hong Kong which include Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and the applicable the disclosure requirements of GEM Listing Rules.

This condensed interim financial information should be read in conjunction with the financial statements of the Group for the year ended 31 May 2012.

The accounting policies and methods of computation used in the preparation of the unaudited condensed interim financial statements are consistent with those adopted in preparing the audited annual financial statements for the year ended 31 May 2012 except for the adoption of new and revised Hong Kong Financial Reporting Standards ("HKFRS"), which also include HKASs and interpretations, amendments to standards and interpretations (collectively "New Standards") which are effective for accounting periods beginning on or after 1 June 2012 as set out below.

HKAS 12 (Amendments)  
HKFRS 7 (Amendments)

Deferred Tax: Recovery of Underlying Assets  
Disclosures – Transfers of Financial Assets

The adoption of the above New Standards has no material impact on the accounting policies of the Group and the methods of computation in the Groups' unaudited condensed consolidated interim financial statements.

The Group has not early applied the following new and revised standards and interpretations that have been issued but are not yet effective for the current accounting period. The directors of the Company anticipate that the application of these standards, amendments and interpretations will have no material impact on the results and the financial position of the Group.

|                                     |   |
|-------------------------------------|---|
| HKAS 1 (Amendments)                 | Presentation of Items of Other Comprehensive Income <sup>1</sup>  |
| HKAS 19 (2011)                      | Employee Benefits <sup>2</sup>  |
| HKAS 27 (2011)                      | Separate Financial Statements <sup>2</sup>  |
| HKAS 28 (2011)                      | Investments in Associates and Joint Venture <sup>2</sup>  |
| HKAS 32 (Amendments)                | Financial Instruments: Presentation – Offsetting<br>Financial Assets and Financial Liabilities <sup>3</sup> |
| HKFRS 7 (Amendments)                | Financial Instruments: Disclosures – Offsetting<br>Financial Assets and Financial Liabilities <sup>2</sup>  |
| HKFRS 9                             | Financial Instruments <sup>2</sup>  |
| HKFRS 10                            | Consolidated Financial Statements <sup>2</sup>  |
| HKFRS 11                            | Joint Arrangements <sup>2</sup>   |
| HKFRS 12                            | Disclosure of Interests in Other Entities <sup>2</sup>  |
| HKFRS 13                            | Fair Value Measurement <sup>2</sup>   |
| HKFRS 9 and HKFRS 7<br>(Amendments) | Mandatory Effective Date of HKFRS 9 and<br>Transition Disclosures <sup>4</sup>                              |
| HK(IFRIC) – Int 20                  | Stripping Costs in the Production Phase of<br>a Surface Mine <sup>2</sup>                                   |

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2012

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2013

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2014

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2015

### 3. Revenue

The Group's operating activities are attributable to four operating segments focusing on provision of different types of service, namely the provision of long distance call services, the provision of value added telecom services, recruitment services and the sales revenue from the trading of telecommunication equipment in Hong Kong, Mainland China and other countries.

### 4. Taxation

No provision for Hong Kong profits tax has been made in current period as the Group has no estimated assessable profits for the period (2012: Nil).

No deferred taxation has been provided as the Group has no material unprovided deferred tax assets/liabilities which are expected to be crystallized in the foreseeable future (2012: Nil).

## 5. Loss per share

The calculation of basic loss per share is for the three months and nine months ended 28 February 2013 are based on the unaudited consolidated loss for the three months and nine months ended 28 February 2013 period of approximately HK\$3,486,000 and HK\$10,869,000 respectively (loss for the same period ended of 2012: HK\$2,828,000 and HK\$8,959,000) and the weighted average number of 554,646,554 ordinary shares in issue during the three months and the nine months ended 28 February 2013 (the same period ended of 2012: 524,422,196 ordinary shares).

Diluted loss per share for the current and prior period is not presented as there is no dilutive instrument granted by the Company.

## 6. Reserves

|  | Share<br>Premium<br><i>HK\$'000</i> | Share<br>Option<br>Reserve<br><i>HK\$'000</i> | Convertible<br>Bonds<br>Equity<br>Component<br><i>HK\$'000</i> | Option<br>Bonds<br>Reserve<br><i>HK\$'000</i> | Exchange<br>Reserve<br><i>HK\$'000</i> | Accumulated<br>Losses<br><i>HK\$'000</i> | Total<br><i>HK\$'000</i> |
|--|-------------------------------------|---|--|---|--|--|--------------------------|
| <b>Balance as at 1 June 2011</b>   | 61,331                              | 8,179   | -  | 8,828   | 247                                    | (88,171)                                 | (9,586)                  |
| Total comprehensive loss for the year                                    | -                                   | -   | -  | -   | -                                      | (3,907)                                  | (3,907)                  |
| <b>Transactions with owners</b>  |                                     |   |  |   |  |  |                          |
| Issuing of convertible bonds upon conversion of convertible bond options | -                                   | -   | 6,156  | (1,445)                                       | -                                      | -  | 4,711                    |
| Issue of shares upon conversion of convertible bonds                     | 5,551                               | -   | (6,156)  | -   | -                                      | -  | (605)                    |
| <b>Balance as at 1 June 2012</b>   | 66,882                              | 8,179   | -  | 7,383   | 247                                    | (92,078)                                 | (9,387)                  |
| Total comprehensive loss for the period                                  | -                                   | -   | -  | -   | -                                      | (10,902)                                 | (10,902)                 |
| <b>Balance as at 28 February 2013 (unaudited)</b>                        | 66,882                              | 8,179   | -  | 7,383   | 247                                    | (102,980)                                | (20,289)                 |

## 7. Litigations

As at the date of this report, the Group has been involved in the following litigations:

- (a) On 16 December 2004, a writ was issued by a telecom service provider (the "Plaintiff") against two wholly owned subsidiaries of the Group and a director of the Company (the "Director") for outstanding and disputed invoices and claimed that the subsidiaries and the Director have no right to defense. On 20 July 2005, the High Court ruled that the subsidiaries and the Director had right to defence and refused to grant order to the Plaintiff. The Plaintiff failed to comply with the Court's direction that the case be set down for trial in August 2006 and up to date of this report the Plaintiff has failed to submit further evidence to substantiate the claim. The Directors of the Company, having taken into consideration the advice from the Group's legal advisor, are of the opinion that the ultimate liability under these proceedings would not have significant impact on the financial position of the Group.
- (b) The Group has a number of outstanding litigations in respect of liabilities arising in the normal course of its business of approximately HK\$281,000. The amount of the liabilities is adequately recorded in accounts payable for the period ended 28 February 2013. The Directors of the Company are of the opinion that the ultimate liability under these proceedings, if any, would not have any significant impact on the financial position of the Group.

Apart from the actions against the Group disclosed above, there were no other material outstanding writs and litigations against the Group and/or the Company.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Financial review

The Group recorded a total revenue of approximately HK\$0.37 million and HK\$1.26 million in the three months and nine months ended 28 February 2013, a decrease of HK\$0.02 million and HK\$0.38 million from approximately HK\$0.39 million and HK\$1.64 million for the same period of last year. The decrease was attributable to the decrease in calling card sales, SIP Service revenue and carrier sales. The loss for the period was also up increased approximately HK\$1.93 million from HK\$8.97 million in the same period of last year to HK\$10.90 million in this period.

The administrative expenses was increased by approximately HK\$1.46 million from HK\$9.50 million of the same period of last year to HK\$10.96 million for this period.

## Business Review

Following the launch of a new layout of the Company's recruitment website GBjobs ([www.gbjobs.com](http://www.gbjobs.com)) in this quarter, the Research and Development team has been developing other platforms of job searching and recruitment services, including a Smartphone version of Gbjobs. These new features will be launched in the coming quarter.

The first round-the-city recruitment car of GBjobs started operation in February 2013. Together with the online resources, this offline recruitment tool will enhance the recruitment business in a more efficient and effective way.

In an attempt to take advantage of the extensive market opportunities in China, the Group has recently been in negotiation with different municipal government offices on the expansion of investment projects to various cities or provinces of China. This marks the transition of GBjobs business from a city-wide to a nation-wide level.

Moreover, seeing the prevalence of social networking platforms on Smartphone, the Group has been striving efforts to integrating the job search engine of GBjobs into the existing mobile application INAtalk.



## **Business Outlook**

The Group believes that there is a considerable market for mobile application all over the world. The combination of the functions of GBjobs and INAtalk will be an essential part of our growth strategy.

As GBjobs has already signed several headhunting agreements with some of the established corporations in Hong Kong, the Management expects the above agreements would generate a large amount of income for the Group.

In addition, Gbjobs's database has collected tens of thousands of resumes over the past few years. This will attract more employers who are in need of high caliber candidates to advertise with Gbjobs, and hence boost the sales figures which serve as a mainstream source of income for the Company.

Although the growth of GBjobs has not been demonstrated in the financial results of this quarter, the Management holds a firm belief that the improvement will be demonstrated in the coming period.

## **Dividend**

The Company does not recommend the payment of any dividend for the nine months ended 28 February 2013.

## DIRECTORS' INTERESTS AND CHIEF EXECUTIVES' INTERESTS IN AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

At 28 February 2013, apart from the details below, the Directors and Chief Executive do not have any other interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rule 5.49 to 5.67 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules"). The details were as follows:

### Ordinary shares of HK\$0.02 each in the Company

| Name of Directors  | Capacity                           | Number of shares held   |                         |                        | Number of share options held | Exercise price of share options<br>HK\$ | Total interests | % of total issued shares |
|--|------------------------------------|-------------------------|-------------------------|------------------------|------------------------------|---|-----------------|--------------------------|
|  |                                    | Personal interests      | Family interests        | Corporate interests    |                              |   |                 |                          |
| Mr. James Ang<br>("Mr. Ang")                                 | Interest in controlled corporation | -                       | -                       | 16,836,000<br>(Note 1) | -                            | -                                       | 16,836,000      | 3.03                     |
|  | Beneficial owner                   | 450,064,822<br>(Note 2) | 10,399,000<br>(Note 3)  | -                      | 4,800,000<br>4,800,000       | 0.233<br>0.150                          | 470,063,822     | 84.75                    |
| Ms. Yau Pui Chi, Maria<br>("Ms. Yau")<br>(Spouse of Mr. Ang) | Beneficial owner                   | 799,000                 | 476,500,822<br>(Note 4) | -                      | 4,800,000<br>4,800,000       | 0.233<br>0.150                          | 486,899,822     | 87.78                    |
| Mr. Wei Ren  | Beneficial owner                   | 500,000                 | -                       | -                      | 1,500,000<br>1,000,000       | 0.233<br>0.150                          | 3,000,000       | 0.54                     |
| Dr. Zhong Shi  | Beneficial owner                   | -                       | -                       | -                      | 3,200,000<br>2,000,000       | 0.233<br>0.150                          | 5,200,000       | 0.93                     |
| Mr. Chiang Kin Kon   | Beneficial owner                   | -                       | -                       | -                      | 2,300,000<br>800,000         | 0.233<br>0.150                          | 3,100,000       | 0.55                     |
| Mr. Wong Kwok Fai  | Beneficial owner                   | -                       | -                       | -                      | 1,200,000<br>800,000         | 0.233<br>0.150                          | 2,000,000       | 0.36                     |
| Mr. Chau Siu Keung   | Beneficial owner                   | -                       | -                       | -                      | 1,200,000<br>800,000         | 0.233<br>0.150                          | 2,000,000       | 0.36                     |

*Note:*

- 1) These shares are registered as 3,190,000 shares held by Cyber Wealth Company Group Limited ("Cyber Wealth") and 13,646,000 shares held by Bluechip Combination Investments Limited ("Bluechip"). Cyber Wealth and Bluechip are companies wholly-owned by Mr. Ang;
- 2) These shares are registered as 203,366,104 shares and 246,698,718 shares representing the shares to be issued upon exercise of the warrants and options to be issued to it by the Company held by Mr. Ang in person;
- 3) These shares are registered as 799,000 shares and 9,600,000 share options held by Ms. Yau in person;
- 4) These shares are registered as to 203,366,104 shares, 9,600,000 share options; and 246,698,718 shares representing the shares to be issued upon exercise of the warrants and options to be issued to it by the Company held by Mr. Ang in person; and 3,190,000 shares held by Cyber Wealth Company Group Limited ("Cyber Wealth") and 13,646,000 shares held by Bluechip Combination Investments Limited ("Bluechip"). Cyber Wealth and Bluechip are companies wholly-owned by Mr. Ang.

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY**

Save as the interest disclosed above in respect of certain Directors, the Company has not been notified of any other shareholders who had interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or recorded in the register of substantial shareholders maintained by the Company under Section 336 of the SFO, or who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company as at 28 February 2013.

## **PURCHASES, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 28 February 2013.

## SHARE OPTIONS SCHEME

On 10 September 2012, the Company passed an ordinary resolution regarding the termination of the old share option scheme and adopted a new share option scheme (the "New Share Option Scheme") for the primary purpose of providing incentives and rewards to employees who have made contribution to the development of the Company. Under the terms of the New Share Option Scheme, the Board may, at its discretion, grant share options to employees including directors, executives or officers of the Group, at a price not less than the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the offer date, the closing price of the shares on the Stock Exchange on the offer day or the nominal value of the shares, whichever is higher.

The maximum number of shares in respect of which options may be granted under the New Share Option Scheme must not exceed 10% of the issued share capital of the Company and the maximum number of shares in respect of which options may be granted to any one participant must not exceed 30% of the maximum number of shares in issue from time to time. The total number of shares of the Company issued and to be issued upon exercise the options granted to each participant of the Share Option Scheme (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued share capital of the Company.

A nominal consideration of HK\$1 is payable within 28 days from the offer date for each lot of share options granted. An option may be exercised in accordance with the terms of the New Share Option Scheme during a period to be notified by the Board.

The New Share Option Scheme is valid for a period of 10 years commencing from 10 September 2012.

The following shows the outstanding position of the Directors as at 28 February 2013 with respect to their share options granted under the Share Option Scheme:

| Name of Directors      | Date of grant | Exercise price<br>HK\$ | Exercise period             | Number of Share Options   |                              |                                |   |                            |
|------------------------|---------------|------------------------|-----------------------------|---------------------------|------------------------------|--------------------------------|---|----------------------------|
|                        |               |                        |                             | Balance as at<br>1.6.2012 | Granted during<br>the period | Exercised during<br>the period | Cancelled/<br>lapsed during<br>the period | Balance as at<br>28.2.2013 |
| Mr. James Ang          | 13.10.2009    | 0.233                  | 13.10.2009 to<br>12.10.2019 | 4,800,000                 | -                            | -                              | -   | 4,800,000                  |
|                        | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 4,800,000                 | -                            | -                              | -   | 4,800,000                  |
| Mr. Wei Ren            | 13.10.2009    | 0.233                  | 13.10.2009 to<br>12.10.2019 | 1,500,000                 | -                            | -                              | -   | 1,500,000                  |
|                        | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 1,000,000                 | -                            | -                              | -   | 1,000,000                  |
| Ms. Yau Pui Chi, Maria | 13.10.2009    | 0.233                  | 13.10.2009 to<br>12.10.2019 | 4,800,000                 | -                            | -                              | -   | 4,800,000                  |
|                        | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 4,800,000                 | -                            | -                              | -   | 4,800,000                  |
| Dr. Zhong Shi          | 13.10.2009    | 0.233                  | 13.10.2009 to<br>12.10.2019 | 3,200,000                 | -                            | -                              | -   | 3,200,000                  |
|                        | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 2,000,000                 | -                            | -                              | -   | 2,000,000                  |
| Mr. Chiang Kin Kon     | 13.10.2009    | 0.233                  | 13.10.2009 to<br>12.10.2019 | 2,300,000                 | -                            | -                              | -   | 2,300,000                  |
|                        | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 800,000                   | -                            | -                              | -   | 800,000                    |
| Mr. Wong Kwok Fai      | 13.10.2009    | 0.233                  | 13.10.2009 to<br>12.10.2019 | 1,200,000                 | -                            | -                              | -   | 1,200,000                  |
|                        | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 800,000                   | -                            | -                              | -   | 800,000                    |
| Mr. Chau Siu Keung     | 13.10.2009    | 0.233                  | 13.10.2009 to<br>12.10.2019 | 1,200,000                 | -                            | -                              | -   | 1,200,000                  |
|                        | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 800,000                   | -                            | -                              | -   | 800,000                    |
|                        |               |                        |                             | 34,000,000                | -                            | -                              | -   | 34,000,000                 |
| <b>Other employees</b> |               |                        |                             |                           |                              |                                |   |                            |
| In aggregate           | 08.12.2010    | 0.150                  | 08.12.2010 to<br>07.12.2020 | 6,348,000                 | -                            | -                              | -   | 6,348,000                  |
|                        | 31.01.2011    | 0.182                  | 31.01.2011 to<br>30.01.2021 | 22,800,000                | -                            | -                              | -   | 22,800,000                 |
|                        | 30.05.2011    | 0.1486                 | 30.05.2011 to<br>29.05.2021 | 26,000,000                | -                            | -                              | -   | 26,000,000                 |
|                        |               |                        |                             | 55,148,000                | -                            | -                              | -   | 55,148,000                 |
| Total                  |               |                        |                             | 89,148,000                | -                            | -                              | -   | 89,148,000                 |

During the period, no share option was granted under the New Share Option Scheme.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES**

Save as disclosed in the share option scheme under the section "Share Option Scheme" of this report, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## **DIRECTORS' INTEREST IN A COMPETING BUSINESS**

For the nine months ended 28 February 2013, the Directors are not aware of any business or interest of the Directors, the management shareholders and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

## **CORPORATE GOVERNANCE PRACTICES**

The corporate governance principles of the Company emphasise a quality Board, sound internal controls, transparency and accountability to all shareholders. Throughout the period ended 28 February 2013, the Group has complied with the code provisions in the Code on Corporate Governance Practices (the "Code Provision(s)") as set out in Appendix 15 of the GEM Listing Rules, except for the Code Provision A 2.1, A 4.1 and A 6.7 stipulated in the following paragraphs.

The Code Provision A 2.1 stipulates that the roles of Chairman and Chief Executive Officer ("CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing.

Mr. James Ang is both the Chairman and CEO of the Company who is responsible for managing the Board and the Group's business. Mr. Ang has been the Chairman and CEO since the establishment of the Company. The Board considers that, with the present board structure and scope of business, there is no imminent need to separate the roles into two individuals. However, the Board will continue to review the effectiveness of the Group's corporate governance structure to assess whether the separation of the position of Chairman and CEO is necessary.

Under the Code Provision A 4.1, non-executive Directors should be appointed for a specific term and subject to re-election. However, all the independent non-executive Directors of the Company are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Article of Association of the Company. The Company considers that sufficient measures have been taken to ensure good corporate governance practices of the Company in this aspect of the Code Provision.

Under the Code provision A 6.7, independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. However, due to business engagements, three independent non-executive Directors could not attend the annual general meeting of the Company held on 10 September 2012.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 28 February 2013, the Group employed around 38 employees, including directors, in Hong Kong and Mainland China. The Group's remuneration policies are based primarily on the prevailing market rate and the performance of individual employees. Fringe benefit of the employees, includes mandatory provident fund, share options and discretionary bonus.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the rules set out in Rule 5.48 to 5.67 (where applicable) of the GEM Listing Rules as the code for dealing in securities of the Company by the Directors (the "Model Code"). The Company has made specific enquiry of all Director of the Company, and the Directors have confirmed compliance with the Model Code during the period ended 28 February 2013.

Specific employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with the same Model Code. No incident of non-compliance was noted by the Company for the period ended 28 February 2013.

## AUDIT COMMITTEE

The Company has established an Audit Committee with specific terms of reference explaining its role and authorities delegated by the Board. The Audit Committee currently consists of three independent non-executive Directors, Mr. Chiang Kin Kon, Mr. Wong Kwok Fai, and Mr. Chau Siu Keung who together have sufficient accounting and financial management expertise, and business experience to carry out their duties.

The duties of Audit Committee include reviewing the Group's financial control, internal control and risk management, review and monitor the integrity of financial statements and reviewing annual, interim and quarterly financial statements and report before submission to the Board. The Audit Committee meets with the external auditors and the management of the Group to ensure that the audit findings are addressed properly.

The Audit Committee has reviewed the quarterly results of the Company for the nine months ended 28 February 2013 and was content that the accounting policies of the Group are in accordance with the generally accepted accounting practices in Hong Kong.



## REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a Remuneration Committee with specific terms of reference which deals clearly with its authorities and duties. The Remuneration Committee currently consists of two independent non-executive Directors and an executive Director; Mr. Chiang Kin Kon, an independent non-executive Director, is the Chairman of the Remuneration Committee, and other members are Mr. Wong Kwok Fai, an independent non-executive Director, and Ms. Yau Pui Chi, Maria, an executive Director. The majority members of the Remuneration committee are independent non-executive Directors of the Company.

The role and function of Remuneration Committee are to oversee Board remuneration matters, including recommend the Board the Company's policies and structure for the remuneration of the Directors and senior management, determine the remuneration packages of all executive Directors and senior management, review compensation to Directors and senior management in connection with any loss or termination of their office or appointment and to ensure that no Director or any of his associates is involved in deciding his own remuneration.

## NOMINATION COMMITTEE

The Company has established a Nomination Committee with specific terms of reference which deals clearly with its authorities and duties. The Nomination Committee currently consists of two independent non-executive Directors, and an executive Director; Mr. James Ang, an executive Director, is the Chairman of the Nomination Committee, and other members are Mr. Chiang Kin Kon, and Mr. Chau Siu Keung, independent non-executives.

The Nomination Committee is responsible for identifying potential new Directors and recommends to the Board for decision. A Director appointed by the Board is subject to election by shareholders at the first annual general meeting after his appointment in case of the appointment of additional Director or at the first general meeting after his appointment in case of filling of casual vacancy.

Under the Articles of Association of the Company, all Directors are subject to retirement by rotation and re-election by shareholders every three years.

Potential new Directors are selected on the basis of their qualifications, skill and experience which the Nomination Committee considers will make a positive contribution to the performance of the Board.

## INTERNAL CONTROL

The Board is responsible for maintaining sound and effective internal systems for the Company to safeguard its assets and shareholders' interests.

The Board reviews the internal control system of the Group annually and will take any necessary and appropriate action to maintain adequate internal control system to safeguard Company's equity. The effectiveness of the internal control system was discussed on annual basis with the Audit Committee.

## BOARD PRACTICES AND PROCEDURES

During the nine months ended 28 February 2013, the Company has complied with the board practices and procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.

By Order of the Board  
**Netel Technology (Holdings) Limited**  
**James Ang**  
*Chairman*

Hong Kong, 12 April 2013

Directors of the Company as at the date hereof:

*Executive Directors*

Mr. James Ang

Mr. Wei Ren

Ms. Yau Pui Chi, Maria

Dr. Zhong Shi

*Independent Non-executive Directors*

Mr. Chiang Kin Kon

Mr. Wong Kwok Fai

Mr. Chau Siu Keung