




NETEL TECHNOLOGY (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8256

2017/2018
FIRST QUARTERLY
REPORT



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 PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 August 2017

The board (the "Board") of 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 ended 31 August 2017 together with the comparative unaudited figures for the corresponding period in 2016:

	Notes	For the three months ended 31 August	
		2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Turnover	3	2,529	448
Cost of sales		(1,430)	(126)
Gross profit		1,099	322
Selling and marketing expenses		(439)	(32)
Administrative expenses		(6,302)	(4,974)
Operating loss		(5,642)	(4,684)
Finance costs		(197)	(4)
Share of profit/(loss) of associates		–	–
Loss before income tax		(5,839)	(4,688)
Income tax expense	4	(6)	–
Loss for the period		(5,845)	(4,688)
Other comprehensive income		–	–
Total comprehensive loss for the period		(5,845)	(4,688)
Loss for the period attributable to:			
– Equity holders of the Company		(5,850)	(4,677)
– Non-controlling interests		5	(11)
		(5,845)	(4,688)
Total comprehensive loss for the period attributable to:			
– Equity holders of the Company		(5,850)	(4,677)
– Non-controlling interests		5	(11)
		(5,845)	(4,688)
Loss per share attributable to equity holders of the Company			
– Basic and diluted	5	HK (0.49 cents)	HK (0.44 cents)

NOTES TO THE CONDENSED CONSOLIDATED 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 Company and its subsidiaries (together, the "Group") are principally engaged in research and development of telecommunication and recruitment applications, value-added service software and provision of related services, trading of telecommunication equipment, provision of long distance call services, online recruitment services, e-commerce platform and trading business.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

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

These unaudited condensed consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements of the Group for the year ended 31 May 2017.

Except as described below, the accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in preparing the annual audited consolidated financial statements for the year ended 31 May 2017.

In the current period, the Group has applied the following new or revised Hong Kong Financial Reporting Standards ("new HKFRSs") issued by the HKICPA which are or have become effective.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle
HKAS 7 (Amendments)	Disclosure Initiative
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses
HKFRS 15	Revenue from Contracts with Customers

The application of these new HKFRSs in the current period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in those condensed consolidated financial statements.



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

3. **TURNOVER**

The Group's operating activities are attributable to four operating segments focusing on provision of different types of services, namely the sale of equipment, end-users direct sales of long distance call services, telecommunication, value-added and recruitment services and e-commerce platform and trading business.

4. **INCOME TAX EXPENSE**

Hong Kong profits tax has been provided at the rate of 16.5% (three months ended 31 August 2016: Nil) on the estimated assessable profit for the period (three months ended 31 August 2016: Nil).

No deferred taxation has been provided as the Group has no material unprovided deferred tax assets or liabilities which are expected to be crystallised in the foreseeable future (three months ended 31 August 2016: Nil).

5. **LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY**

The calculation of basic loss per share is based on the Group's unaudited consolidated loss for the period attributable to the equity holders of the Company of approximately HK\$5,850,000 (loss for the three months ended 31 August 2016: HK\$4,677,000) and the weighted average number of approximately 1,189,634,000 ordinary shares (three months ended 31 August 2016: 1,057,982,000 ordinary shares) in issue during the period.

The dilutive loss per share is equal to the basic loss per share for the three months ended 31 August 2017 and 2016 respectively, as the share options had anti-dilutive effects.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. RESERVES

	Share Premium HK\$'000	Share Option Reserve HK\$'000	Other Reserve HK\$'000	Exchange Reserve HK\$'000	Accumulated Losses HK\$'000	Total HK\$'000
Balance at 1 June 2016 (Audited)	148,449	13,047	(13,783)	247	(165,963)	(18,003)
Loss for the period	-	-	-	-	(4,677)	(4,677)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	(4,677)	(4,677)
Transactions with owners:						
- Issue of shares by subscriptions	1,835	-	-	-	-	1,835
- Issue of shares upon exercise of share options	2,253	(718)	-	-	-	1,535
- Recognition of equity-settled share-based payments	-	405	-	-	-	405
- Lapse of share options	-	(49)	-	-	49	-
Total transactions with owners	4,088	(362)	-	-	49	3,775
Balance at 31 August 2016 (Unaudited)	152,537	12,685	(13,783)	247	(170,591)	(18,905)
Balance at 1 June 2017 (Audited)	163,291	13,787	(13,783)	247	(186,980)	(23,438)
Loss for the period	-	-	-	-	(5,850)	(5,850)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	(5,850)	(5,850)
Transactions with owners:						
- Recognition of equity-settled share-based payments	-	490	-	-	-	490
- Grant of share options	-	1,019	-	-	-	1,019
Total transactions with owners	-	1,509	-	-	-	1,509
Balance at 31 August 2017 (Unaudited)	163,291	15,296	(13,783)	247	(192,830)	(27,779)

The other reserve represents the difference between the fair value of consideration paid to acquire non-controlling interests in subsidiaries, GBjobs.com Limited, Dolphins HR Consultancy Limited, Hong Kong Domestic Services Limited (formerly known as Asian Talent Development Centre Limited), Netel Digital Marketing Limited (formerly known as GBjobs (SSP) Services Centre Limited) and 金飯碗人力資源服務(深圳)有限公司 and the amount of adjustment to non-controlling interests during the years ended 31 May 2015 and 31 May 2016.

7. APPROVAL OF UNAUDITED CONDENSED CONSOLIDATED FIRST QUARTERLY FINANCIAL STATEMENTS

The unaudited condensed consolidated first quarterly financial statements were approved and authorised for issue by the Board of Directors on 13 October 2017.



MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

The Group recorded a total turnover of approximately HK\$2.53 million in the first quarter ended 31 August 2017, an increase of approximately HK\$2.08 million from approximately HK\$0.45 million for the same quarter of last year. The increase was mainly attributable to the increase in e-commerce trading business and income from strategic alliances during the period. The loss for the first quarter was increased by approximately HK\$1.16 million from approximately HK\$4.69 million in the same quarter of last year to approximately HK\$5.85 million for this quarter. The increase of the loss for the period was mainly due to the increase in share-based payments recorded in the current period.

The administrative expenses were increased by approximately HK\$1.33 million from approximately HK\$4.97 million of the same quarter of last year to approximately HK\$6.30 million for this quarter mainly due to the increase in share-based payments recorded in the current period.

BUSINESS REVIEW

The business of this quarter is an important track change for the Group since its listing in 2002 and can be said to be the beginning of an ascending trend. Different applications are based on the same information technology and big data. The turnover of this quarter achieved a breakthrough of HK\$2.53 million, representing approximately 76% of the turnover of the whole last year. The result of this quarter reflects the beginning of the transition, and this change is based on new sales channels, new applications, and services.

GBjobs big data includes the Internet recruitment data collected from China, Hong Kong, and other regions over the past eight years, and uses the functions developed by software for data analysis, classification and application. The headhunting service of GBjobs in Hong Kong commenced two years ago and has incorporated with the Facebook account of GBjobs, and this application integrates big data and Facebook social media. Currently, Netel Digital Marketing Limited, a wholly-owned subsidiary of the Group, uses this application in different industries in Hong Kong and China, helping all walks of life to explore their potential customers, and its scale is more extensive compared to searching resume in GBjobs. This application is in line with GBjobs' development and application of big data over the past eight years, and it is just one more market of service target. In addition, GBmarts offers a channel for the customers of the Group to access to the market. This aspect of the e-commerce business has also been considerable growth.

The above-mentioned customer search system with Facebook and big data has achieved exciting results in the market system and has greatly improved the sales and profitability the Group. It is believed that this achievement will be further reflected in the result in the near future. The result has a good start in the first quarter, and the gratifying result has achieved in September 2017. It is believed that the Group will be refreshed in the second quarter.



Another encouraging opportunity is the access of Filipino domestic helpers to the Chinese market. The Chinese government has allowed Filipino maids to work for overseas families in China since last year. In July 2017, the media reported that the Philippines and China would enter into agreements on the details of the employment of Filipino maids in China. The Group has well-founded relationships with the Filipino political and business circles and entered into an agreement with Batangas in the Philippines in July 2017 in relation to the arrangement of the export of Filipino domestic helpers to China, including the mandarin training of Filipino maids.

BUSINESS OUTLOOK

To further meet the above Facebook and big data business, the import business of Filipino maids to China, the GBjobs artificial intelligence and other Chinese business, the Group launched the China strategic alliance program, establishing strategic alliances and agents in different provinces and cities in China. During this quarter, the business has commenced and has achieved certain results. Strategic alliances can enjoy the branding and technical achievements of GBjobs, the preferential policies of domestic cities, etc., while the payment of cooperation costs with the Group is required. The Group can leverage this transformation to convert the prior intangible assets into tangible income. The program has been recognized by the market and has grown rapidly.

With innovative services and market channels, the Group will succeed in bringing the software and applications developed over the past eight years to the market. The Group has obtained preferential policies from the human resources related authorities in Shenzhen, while other relevant authorities of the provincial and municipal governments also welcome the Group.

There is no shortcut to the above results; the costs are longtime efforts and perseverance. Heaven rewarding the diligent is an immoral principle. The Group is very pleased to see the gradual growth of the performance, and it is believed that it will soon be able to return to the investors and business partners who have supported the Group for a long time.

The high-tech industry is different from other industries. The research and development team of the Group consists of the engineers responsible for writing the original code of the software. It is difficult to find a company in this field in Hong Kong, and it explains why the Shenzhen authorities welcome the Group. The growth of high-tech industry in a city needs government support, investor patience, etc. It will stifle the development of high-tech industry if we only consider the past performance while ignoring the development potential.

Finally, the result of the Group in this quarter has proved that this quarter has overcome the stalemate in prior years. September 2017 is a leap forward. The Group is convinced that the accumulation of technology, the introduction of new services, the establishment of new sales channels, etc., form a strong platform on which the Group is ready to take off.



FINANCIAL RISK MANAGEMENT

Operations of the Group are mainly conducted in Hong Kong Dollars and its revenue, expenses, assets and liabilities are principally denominated in Hong Kong Dollars, which do not pose significant foreign exchange risk at present. Procedures are in place to monitor possible exposure to foreign exchange risk in the operations on a continuous basis.

The Group adopts a prudent liquidity risk management and maintains sufficient cash and funding through an adequate amount of credit facilities. The Group aims to finance its operations with its own capital and earnings and borrowings or credit facilities utilised during the period. Management considers that the Group does not have any significant liquidity risk.

EMPLOYEE INFORMATION

At 31 August 2017, the Group employed a total of 34 (31 May 2017: 33) employees including Directors. The salaries and benefits of the Group's employees are kept at a competitive level. The Group also operates a share option scheme where options to subscribe for shares of the Company may be granted to the executive Directors and full time employees of the Group. As at 31 August 2017, 237,386,000 (31 May 2017: 179,920,000) share options remained outstanding from the share option schemes.

DIVIDEND

The Board of Directors does not recommend the payment of dividend in respect for the three months ended 31 August 2017 (three months ended 31 August 2016: Nil).

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

At 31 August 2017, apart from the details as below, the Directors and chief executive do not have any other interests and/or 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 HK\$	Total interests	% of total issued shares
		Personal interests	Family interests	Corporate interests				
Mr. James Ang ("Mr. Ang")	Interest in controlled corporation	-	-	22,788,000 (Note 1)	-	-	22,788,000	1.91
	Beneficial owner	307,370,819	38,322,000 (Note 2)	-	2,133,000	0.110	347,825,819	29.24
Ms. Yau Pui Chi, Maria ("Ms. Yau") (Spouse of Mr. Ang)	Beneficial owner	36,189,000	332,291,819 (Note 3)	-	2,133,000	0.110	370,613,819	31.15
	Beneficial owner	500,000	-	-	1,500,000 1,000,000	0.233 0.150	3,000,000	0.25
Dr. Zhong Shi	Beneficial owner	-	-	-	3,200,000	0.233	16,700,000	1.40
					1,000,000	0.150		
					5,500,000	0.145		
					5,000,000	0.159		
					1,000,000	0.111		
1,000,000	0.1184							
Mr. Chiang Kin Kon	Beneficial owner	-	-	-	2,300,000	0.233	4,300,000	0.36
					1,000,000	0.111		
					1,000,000	0.1184		
Mr. Wong Kwok Fai	Beneficial owner	-	-	-	1,200,000	0.233	3,200,000	0.27
					1,000,000	0.111		
					1,000,000	0.1184		
Mr. Chau Siu Keung	Beneficial owner	1,272,000	-	-	1,200,000	0.233	3,472,000	0.29
					1,000,000	0.1184		

Note:

- 1) These shares are registered as 3,190,000 shares held by Cyber Wealth Company Group Limited ("Cyber Wealth") and 19,598,000 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 36,189,000 shares and 2,133,000 share options held by Ms. Yau in person.
- 3) These shares are registered as 307,370,819 shares and 2,133,000 held by Mr. Ang in person; and 3,190,000 shares held by Cyber Wealth and 19,598,000 shares held by Bluechip.



SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR 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 and/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 31 August 2017.

PURCHASES, SALE OR REDEMPTION OF SECURITIES

For the three months ended 31 August 2017, neither the Company nor any of its subsidiaries repurchased, sold or redeemed any of the Company's listed shares.

SHARE OPTION SCHEME

On 10 September 2012, the Company passed an ordinary resolution regarding the termination of the old share option scheme (the "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 contributions 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 of the options granted to each participant of the New 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 as at 31 August 2017 with respect to their share options granted under the Share Option Scheme and New Share Option Scheme respectively:

	Date of grant	Exercise price HK\$	Exercise period	Number of Share Options				
				Balance as at 1.6.2017	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Balance as at 31.8.2017
Under Share Option Scheme								
Name of Directors								
Mr. Wei Ren	13.10.2009	0.233	13.10.2009 to 12.10.2019	1,500,000	-	-	-	1,500,000
	08.12.2010	0.150	08.12.2010 to 07.12.2020	1,000,000	-	-	-	1,000,000
Dr. Zhong Shi	13.10.2009	0.233	13.10.2009 to 12.10.2019	3,200,000	-	-	-	3,200,000
	08.12.2010	0.150	08.12.2010 to 07.12.2020	1,000,000	-	-	-	1,000,000
Mr. Chiang Kin Kon	13.10.2009	0.233	13.10.2009 to 12.10.2019	2,300,000	-	-	-	2,300,000
Mr. Wong Kwok Fai	13.10.2009	0.233	13.10.2009 to 12.10.2019	1,200,000	-	-	-	1,200,000
Mr. Chau Siu Keung	13.10.2009	0.233	13.10.2009 to 12.10.2019	1,200,000	-	-	-	1,200,000
				<u>11,400,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,400,000</u>
Other employees and individuals								
In aggregate								
	08.12.2010	0.150	08.12.2010 to 07.12.2020	940,000	-	-	-	940,000
	31.01.2011	0.182	31.01.2011 to 30.01.2021	22,800,000	-	-	-	22,800,000
	30.05.2011	0.1486	30.05.2011 to 29.05.2021	5,000,000	-	-	-	5,000,000
				<u>28,740,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>28,740,000</u>
Sub-total				<u>40,140,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>40,140,000</u>

	Date of grant	Exercise price HK\$	Exercise period	Number of Share Options				
				Balance as at 1.6.2017	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Balance as at 31.8.2017
Under New Share Option Scheme								
Name of Directors								
Mr. James Ang	14.06.2017	0.110	14.06.2017 to 13.06.2027	-	2,133,000	-	-	2,133,000
Ms. Yau Pui Chi, Maria	14.06.2017	0.110	14.06.2017 to 13.06.2027	-	2,133,000	-	-	2,133,000
Dr. Zhong Shi	16.05.2014	0.145	16.05.2014 to 15.05.2024	5,500,000	-	-	-	5,500,000
	12.10.2015	0.159	12.10.2015 to 11.10.2025	5,000,000	-	-	-	5,000,000
	12.02.2016	0.111	12.02.2016 to 11.02.2026	1,000,000	-	-	-	1,000,000
	14.10.2016	0.1184	14.10.2016 to 13.10.2026	1,000,000	-	-	-	1,000,000
Mr. Chiang Kin Kon	12.02.2016	0.111	12.02.2016 to 11.02.2026	1,000,000	-	-	-	1,000,000
	14.10.2016	0.1184	14.10.2016 to 13.10.2026	1,000,000	-	-	-	1,000,000
Mr. Wong Kwok Fai	12.02.2016	0.111	12.02.2016 to 11.02.2026	1,000,000	-	-	-	1,000,000
	14.10.2016	0.1184	14.10.2016 to 13.10.2026	1,000,000	-	-	-	1,000,000
Mr. Chau Siu Keung	14.10.2016	0.1184	14.10.2016 to 13.10.2026	1,000,000	-	-	-	1,000,000
				<u>17,500,000</u>	<u>4,266,000</u>	<u>-</u>	<u>-</u>	<u>21,766,000</u>
Other employees and individuals								
In aggregate								
	16.05.2014	0.145	16.05.2014 to 15.05.2024	7,880,000	-	-	-	7,880,000
	03.12.2014	0.1838	03.12.2014 to 02.12.2024	57,400,000	-	-	-	57,400,000
	12.10.2015	0.159	12.10.2015 to 11.10.2025	22,000,000	-	-	-	22,000,000
	12.02.2016	0.111	12.02.2016 to 11.02.2026	12,800,000	-	-	-	12,800,000
	14.10.2016	0.1184	14.10.2016 to 13.10.2026	22,200,000	-	-	-	22,200,000
	14.06.2017	0.110	14.06.2017 to 13.06.2027	-	53,200,000	-	-	53,200,000
				<u>122,280,000</u>	<u>53,200,000</u>	<u>-</u>	<u>-</u>	<u>175,480,000</u>
Sub-total				<u>139,780,000</u>	<u>57,466,000</u>	<u>-</u>	<u>-</u>	<u>197,246,000</u>
Total				<u>179,920,000</u>	<u>57,466,000</u>	<u>-</u>	<u>-</u>	<u>237,386,000</u>

During the three months ended 31 August 2017, 57,466,000 share options were granted under the New Share Option Scheme (three months ended 31 August 2016: Nil), no share options were exercised (three months ended 31 August 2016: 10,070,000), no share options were lapsed (three months ended 31 August 2016: 2,000,000) and no share options were cancelled (three months ended 31 August 2016: Nil).



DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in Directors' interests and/or short positions under the section "Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation", and 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 COMPETING BUSINESS

For the three months ended 31 August 2017, 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 three months ended 31 August 2017, the Group has complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report to the Appendix 15 of the GEM Listing Rules (the "CG Code"), except for the code provision A 1.8 and A 4.1 of the CG Code stipulated in the following paragraphs.

Under the code provision A 1.8 of the CG Code, an issuer should arrange appropriate insurance cover in respect of legal action against its directors. The Company has not arranged insurance cover in respect of legal action against its directors as the Board considers that the Board adopts prudent management policy. The needs for insurance policy will be reviewed from time to time.

Under the code provision A 4.1 of the CG Code, 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 Articles 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 provisions of the CG Code.



CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the rules set out in Rules 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 Directors of the Company, and the Directors have confirmed compliance with the Model Code during the three months ended 31 August 2017.

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 three months ended 31 August 2017.

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 included reviewing the Group's financial control, internal control and risk management, reviewing and monitoring the integrity of financial statements and reviewing annual, interim and quarterly financial statements and report before submission to the Board. The Audit Committee meets 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 three months ended 31 August 2017, 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 is 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 or her associates are involved in deciding his or her 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-executive Directors.

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. The Nomination Committee is also responsible for reviewing the board diversity policy and evaluating the effectiveness and implementation of the said policy regularly.



INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems for the Company to safeguard its assets and shareholders' interests. In consideration of the size of the Group, the Board does not consider to establish an internal audit function at present.

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

BOARD PRACTICES AND PROCEDURES

During the three months ended 31 August 2017, 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, 13 October 2017

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