



Neo Telemédia Limited

中國新電信集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8167



2017 *THIRD QUARTERLY*  
*REPORT*

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

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*This report, for which the directors (the “**Directors**”) of Neo Telemedia Limited (the “**Company**”) 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 (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:*

- 1. the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and*
- 2. there are no other matters the omission of which would make any statement herein or this report misleading.*

## UNAUDITED RESULTS

The board of directors (the “**Board**”) of Neo Telemedia Limited (the “**Company**”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) for the nine and three months ended 30 September 2017 together with comparative unaudited figures for the corresponding period of 2016 as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Notes	For the nine months ended 30 September		For the three months ended 30 September	
		2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Turnover	3	432,259	2,366,164	140,594	613,088
Cost of sales		(294,481)	(2,244,118)	(80,837)	(550,352)
Gross profit		137,778	122,046	59,757	62,736
Other income and gains		21,991	13,191	4,578	7,234
Gain on disposal of subsidiaries		8,960	143,229	–	–
Change in fair value of contingent consideration payable		(2,152)	–	–	–
Selling and marketing costs		(23,865)	(11,168)	(11,023)	(3,038)
Administrative and other expenses		(111,619)	(70,070)	(43,319)	(25,393)
Finance costs		(2,610)	(8,632)	(1,216)	(3,832)
Profit before tax		28,483	188,596	8,777	37,707
Income tax expense	4	(5,142)	(4,763)	(3,019)	(5,298)
Profit for the period		23,341	183,833	5,758	32,409
<b>Profit for the period attributable to:</b>					
Owners of the Company		14,144	176,179	2,425	30,704
Non-controlling interests		9,197	7,654	3,333	1,705
		HK cents	HK cents	HK cents	HK cents
Earnings per share	6				
– basic		0.15	1.85	0.03	0.32
– diluted		0.15	1.84	0.03	0.32

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the nine months ended 30 September		For the three months ended 30 September	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
<b>Profit for the period</b>	<b>23,341</b>	183,833	<b>5,758</b>	32,409
<b>Other comprehensive income/ (loss), net of income tax</b>				
Items that may be subsequently reclassified to profit or loss:				
Exchange differences arising on translation of foreign operations	<b>44,678</b>	(6,177)	<b>16,738</b>	225
Reclassification adjustment relating to disposal of foreign operations during the period	<b>(2,275)</b>	(2,353)	-	-
	<b>42,403</b>	(8,530)	<b>16,738</b>	225
<b>Total comprehensive income for the period</b>	<b>65,744</b>	175,303	<b>22,496</b>	32,634
<b>Total comprehensive income for the period attributable to:</b>				
Owners of the Company	<b>53,357</b>	168,331	<b>17,658</b>	31,232
Non-controlling interests	<b>12,387</b>	6,972	<b>4,838</b>	1,402

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 1. GENERAL INFORMATION

Neo Telemedia Limited (the “**Company**”) (together with its subsidiaries, collectively referred to as the “**Group**”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The address of the registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and its principal place of business in Hong Kong is located at Room 1906-8, 19th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

The condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”). Other than those subsidiaries established in the People’s Republic of China (the “**PRC**”) whose functional currency is Renminbi (“**RMB**”), the functional currency of the Company and its remaining subsidiaries are HK\$. The reason for selecting HK\$ as its presentation currency is that the Company is a public company listed on GEM, where most of the investors are located in Hong Kong.

The Company is an investment holding company and the principal activities of its subsidiaries are sale of telecommunication products and services and operation of Internet finance platform business.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the disclosure requirements of the Rules Governing the Listing of Securities on GEM. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

In the current period, the Group has applied, for the first time, certain new or revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants that are mandatorily effective for the current period. The application of the above new or revised HKFRSs has had no material effect on the Group’s financial statements.

The accounting policies used in the preparation of the unaudited condensed consolidated financial statements have been consistently applied by the Group and are consistent with those used in preparing the Company’s annual audited financial statements for the year ended 31 December 2016.

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2017 have not been audited or reviewed by the Company’s auditors, but have been reviewed by the audit committee of the Company.

### 3. TURNOVER

The Group was principally engaged in sale of telecommunication products and services and Internet finance platform business during the nine and three months ended 30 September 2017. An analysis of turnover is as follows:

	For the nine months ended 30 September		For the three months ended 30 September	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Sale of telecommunication products and services	349,131	2,309,386	103,676	599,629
Internet finance platform	78,222	52,147	34,890	11,159
Others	4,906	4,631	2,028	2,300
	<b>432,259</b>	2,366,164	<b>140,594</b>	613,088

Note: Others include logistics related business and provision of insurance brokerage services business.

### 4. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries are 25% from 1 January 2008 onwards.

Pursuant to the relevant laws and regulations in the PRC, certain subsidiaries of the Company, being qualified as a new and high technology enterprise, are eligible for a preferential Enterprise Income Tax rate of 15%.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

### 5. DIVIDEND

A final dividend for the year ended 31 December 2016 of 0.38 HK cent per ordinary share, in an aggregate amount of approximately HK\$36,210,000, was recognised and paid during the nine months ended 30 September 2017.

The Directors resolved not to declare any dividend for the nine months ended 30 September 2017 (2016: Nil).



## 6. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

	For the nine months ended 30 September		For the three months ended 30 September	
	2017 (unaudited) HK\$'000	2016 (unaudited) HK\$'000	2017 (unaudited) HK\$'000	2016 (unaudited) HK\$'000
	Profit attributable to owners of the Company	<b>14,144</b>	176,179	<b>2,425</b>

	For the nine months ended 30 September		For the three months ended 30 September	
	2017 (unaudited)	2016 (unaudited)	2017 (unaudited)	2016 (unaudited)
	Weighted average number of ordinary shares for the purpose of basic earnings per ordinary share at the end of the period	<b>9,528,844,345</b>	9,528,844,345	<b>9,528,844,345</b>
Effect of dilutive potential ordinary share:				
Share options	<b>15,792,367</b>	38,528,949	<b>4,036,172</b>	31,379,209
Weighted average number of ordinary shares for the purpose of diluted earnings per ordinary share at the end of the period	<b>9,544,636,712</b>	9,567,373,294	<b>9,532,880,517</b>	9,560,223,554

The computation of diluted earnings per share for the nine-month and three-month periods ended 30 September 2017 and 2016 did not assume the exercise of certain share options since the exercise prices are higher than the average share price.

## 7. SHARE CAPITAL AND RESERVES

	Attributable to owners of the Company									
	Share capital	Share premium	Share options reserve	Convertible notes reserve	Translation reserve	Statutory reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 1 January 2016 (audited)</b>	952,884	1,832,493	15,040	7,131	(5,711)	7,375	(1,519,139)	1,290,073	28,787	1,318,860
Profit for the period	-	-	-	-	-	-	176,179	176,179	7,654	183,833
<b>Other comprehensive loss:</b>										
Exchange differences on translation of foreign operations	-	-	-	-	(5,495)	-	-	(5,495)	(682)	(6,177)
Reclassification adjustment relating to disposal of foreign operations during the period	-	-	-	-	(2,353)	-	-	(2,353)	-	(2,353)
<b>Total comprehensive income for the period</b>	-	-	-	-	(7,848)	-	176,179	168,331	6,972	175,303
Disposal of subsidiaries	-	-	-	-	-	-	-	-	4,155	4,155
Redemption of convertible notes	-	-	-	(713)	-	-	713	-	-	-
Release of reserve upon maturity of convertible notes	-	-	-	(6,418)	-	-	6,418	-	-	-
Non-controlling interest arising from acquisition of a subsidiary	-	-	-	-	-	-	-	-	4,227	4,227
<b>At 30 September 2016 (unaudited)</b>	952,884	1,832,493	15,040	-	(13,559)	7,375	(1,335,829)	1,458,404	44,141	1,502,545
<b>At 1 January 2017 (audited)</b>	952,884	1,832,493	15,040	-	(45,387)	7,375	(1,319,999)	1,442,406	105,101	1,547,507
Profit for the period	-	-	-	-	-	-	14,144	14,144	9,197	23,341
<b>Other comprehensive income/(loss):</b>										
Exchange difference on translation of foreign operations	-	-	-	-	41,488	-	-	41,488	3,190	44,678
Reclassification adjustment relating to disposal of foreign operations during the period	-	-	-	-	(2,275)	-	-	(2,275)	-	(2,275)
<b>Total comprehensive income for the period</b>	-	-	-	-	39,213	-	14,144	53,357	12,387	65,744
Disposal of subsidiaries	-	-	-	-	-	-	-	-	(5,491)	(5,491)
Release of reserve upon disposal of subsidiaries	-	-	-	-	-	(6,345)	6,345	-	-	-
Acquisition of non-controlling interests	-	-	-	-	-	-	409	409	(1,994)	(1,585)
Final dividend for 2016	-	(36,210)	-	-	-	-	-	(36,210)	-	(36,210)
Capital contribution by non-controlling interest	-	-	-	-	-	-	-	-	11,953	11,953
<b>At 30 September 2017 (unaudited)</b>	952,884	1,796,283	15,040	-	(6,174)	1,030	(1,299,101)	1,459,962	121,956	1,581,918



# MANAGEMENT DISCUSSION AND ANALYSIS

## Financial Review

For the nine months ended 30 September 2017, the Group recorded a turnover of approximately HK\$432,259,000 (2016: HK\$2,366,164,000), representing a decrease of approximately HK\$1,933,905,000 or 81.7% as compared to the same period in last year. The decrease in turnover was mainly due to the keen competition of telecommunication industry and the fact that no new popular model of mobile phones and tablets were launched during the nine months ended 30 September 2017. The Group recorded a profit attributable to owners of the Company of approximately HK\$14,144,000 (2016: HK\$176,179,000) for the nine months ended 30 September 2017. The decrease of profit attributable to owners of the Company was mainly due to the lack of gain on disposal of the HCH Investments Limited of approximately HK\$143,069,000 as recorded in the last corresponding period and the decrease in sale of telecommunication products due to the above mentioned reason.

## Business Review

### *Sale of telecommunication products and services*

#### *Blueseas Mobile Group*

During the period under review, 廣東蔚海移動發展有限公司 (Guangdong Bluesea Mobile Development Company Limited\*) and its subsidiaries (collectively referred to as “**Blueseas Mobile Group**”) had made a successful bid for the land use rights of a parcel of land located at Heshan City, the PRC, for the construction of the “Blueseas Intelligence Valley” which will feature a big data enterprise incubation platform for the development of big data industry in Hong Kong, Macau and Taiwan. Moreover, the construction of the Internet data center (“**IDC**”) in Panyu was completed and its trial run was started in the third quarter of the year. With a turnover of approximately HK\$154.5 million contributed by 廣州市資拓科技有限公司 (Guangzhou Nowtop Technology Company Limited\*) and its subsidiaries, Bluesea Mobile Group recorded an aggregate turnover of approximately HK\$234.9 million for the period under review, representing revenue from trading of telecommunication products and provision of IDC, WIFI and value-added Internet services.

\* For identification purpose only

## *Million Ace Group*

Million Ace Limited and its subsidiaries (collectively referred to as “**Million Ace Group**”) are mainly engaged in trading of mobile phones, tablets and the relevant devices. Despite keen market competition and the fact that no new popular model of mobile phones and tablets were launched during the nine months ended 30 September 2017, Million Ace Group managed to record a turnover of approximately HK\$114.2 million in the period under review.

### ***Internet finance platform business***

During the period under review, the Group continued to expand its customer base of its Internet finance platforms in 深圳市蜜蜂金服互聯網金融服務有限公司 (Shenzhen Bees Financial Internet Financial Services Co. Ltd.\*). The revenue contributed to the Group amounted to approximately HK\$78.2 million represented service or commission income through the operations of these platforms.

## **Business Prospects**

Looking forward, the Group will continue to expand its IDC business. The construction of the IDC in Panyu was completed and its trial run was started in the third quarter of the year. We expect more revenue will be contributed from this newly operated IDC starting from the last quarter of the year. On 6 January 2017, the Group made a successful bid on a land parcel in Heshan City. The land parcel will be used for the construction of the “Blueseas Intelligence Valley” which will feature a big data enterprise incubation platform through government guidance, market operation and policy support. On 19 June 2017, the Group had entered into a joint venture cooperation framework agreement (the “**Cooperation Framework Agreement**”) with 中海油信息科技有限公司 (China National Offshore Oil Information Technology Limited\*) (“**CNOOIT**”). Pursuant to the Cooperation Framework Agreement, the Group and CNOOIT had established a joint venture company for the development of a data center in Huizhou, which is expected to be put into service in 2018.

The Group will continue to explore potential investment opportunities in IDC, cloud computing and related businesses. With favorable policies and support from the PRC government towards these fast growing sectors, the management is optimistic that the Group will regain its strength and be able to reward shareholders with better results in the foreseeable future.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 September 2017, the interests or short positions of the Directors in the securities of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests or short positions which they were deemed or taken to have under such provisions of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange, were as follows:

### Long positions in the securities of the Company

Name of Director	Capacity	Number of shares/underlying shares held	Approximate percentage of shareholding
Dr. LIE Haiquan	Beneficial owner	2,012,244,000	21.12%
	Interest in controlled corporations (Note 1)	2,091,923,357	21.95%
Mr. ZHANG Xinyu	Beneficial owner	45,600,000 (Note 2)	0.48%
Mr. XU Gang	Beneficial owner	1,422,000	0.01%
	Interest of spouse (Note 3)	72,000	Negligible

Notes:

- 2,055,887,357 shares and 36,036,000 shares are held by Winner Mind Investments Limited (“Winner Mind”) and Golden Ocean Assets Management Limited respectively, both companies are wholly-owned by Dr. LIE Haiquan. Thus, he was deemed to be interested in these 2,091,923,357 shares pursuant to the SFO.
- These 45,600,000 underlying shares are derived from the share options granted by the Company.
- Mr. Xu is interested in 72,000 shares of the Company held by his spouse, Ms. Yang Jintong.

Save as disclosed above, the Directors did not have any interests or short positions in the securities of the Company as at 30 September 2017.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading “Share option schemes” below, at no time during the period under review was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## SHARE OPTION SCHEMES

On 19 December 2012, the Company adopted a new share option scheme (the “**New Scheme**”) as the share option scheme adopted on 22 July 2002 (the “**Old Scheme**”) was expired on 21 July 2012. The purpose of the share option schemes is to provide incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the share option schemes include Directors of the Company or any of its subsidiaries, independent non-executive Directors and employees of the Group, and suppliers of goods or services to the Group.

Upon the expiration of the Old Scheme, share options granted under the Old Scheme remained outstanding until they lapse in accordance with the terms of the Old Scheme.

Particulars of the share options under the Old Scheme and their movements during the nine months ended 30 September 2017 are set out below:

Name and category of participant	Date of grant	Exercisable period	Exercise price per share (HK\$)	Number of share options			
				At 1 January 2017	Exercised during the period	Lapsed during the period	At 30 September 2017
<b>Employees and others</b>							
In aggregate	8/4/2011	8/4/2011–7/4/2021	0.469	6,840,000	–	–	6,840,000
Total				6,840,000	–	–	6,840,000

Particulars of the share options under the New Scheme and their movements during the nine months ended 30 September 2017 are set out below:

Name and category of participant	Date of grant	Exercisable period	Exercise price per share (HK\$)	Number of share options			
				At 1 January 2017	Exercised during the period	Lapsed during the period	At 30 September 2017
<b>Directors</b>							
Mr. ZHANG Xinyu	3/4/2013	3/4/2013–2/4/2018	0.275	45,600,000	–	–	45,600,000
Subtotal				45,600,000	–	–	45,600,000
<b>Employees and others</b>							
In aggregate	3/4/2013	3/4/2013–2/4/2018	0.275	68,400,000	–	–	68,400,000
Subtotal				68,400,000	–	–	68,400,000
Total				114,000,000	–	–	114,000,000

No share option was granted under the New Scheme during the nine months ended 30 September 2017.

## INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

So far is known to any Director, as at 30 September 2017, other than the interests of Directors as disclosed above, shareholders who had interests or short positions in the securities of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly and indirectly interested in 5% or more of the issued share capital of the Company, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

### Long positions in the shares of the Company

Name	Nature of interests	Number of shares/underlying shares held	Approximate percentage of shareholding
Winner Mind (Note)	Beneficial owner	2,055,887,357	21.58%

Note:

Winner Mind is wholly-owned by Dr. LIE Haiquan.

## COMPETITION AND CONFLICT OF INTERESTS

None of the Directors or substantial shareholders of the Company or any of their respective close associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group during the nine months ended 30 September 2017.

## **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the nine months ended 30 September 2017.

## **AUDIT COMMITTEE**

The Company established an audit committee (the “**Audit Committee**”) which comprises three independent non-executive Directors, with written terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting system and to review the risk management and internal controls systems of the Group. The Audit Committee has reviewed the Company's unaudited financial statements for the three months and the nine months ended 30 September 2017 and is of the opinion that such statements have complied with the applicable accounting standards and disclosure requirements.

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

*Deputy Chairman and Chief Executive Officer*

Hong Kong, 9 November 2017

*As at the date of this report, the Board comprises five executive Directors, namely Mr. CHEUNG Sing Tai (Deputy Chairman and Chief Executive Officer), Mr. ZHANG Xinyu, Mr. XU Gang, Mr. TAO Wei and Mr. ZHANG Bo, one non-executive Director, namely Dr. LIE Haiquan (Chairman), and three independent non-executive Directors, namely Mr. ZHANG Zihua, Ms. XI Lina and Mr. HUANG Zhixiong.*

*This report will remain on the “Latest Company Announcements” page of the GEM website <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).*