



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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange 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 GEM 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 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 2018

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 2018 together with the comparative unaudited figures for the corresponding period in 2017:

	Notes	For the three months ended 31 August	
		2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Revenue	3	37,338	2,529
Cost of sales		(33,641)	(1,430)
Gross profit		3,697	1,099
Other income		572	–
Selling and marketing expenses		(9)	(439)
Administrative expenses		(3,273)	(6,302)
Operating profit/(loss)		987	(5,642)
Finance costs		(323)	(197)
Share of profit/(loss) of associates		–	–
Profit/(loss) before income tax		664	(5,839)
Income tax expense	4	–	(6)
Profit/(loss) for the period		664	(5,845)
Other comprehensive income		–	–
Total comprehensive profit/(loss) for the period		664	(5,845)

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME *(Continued)*

For the three months ended 31 August 2018

		For the three months ended 31 August	
Notes	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	
Profit/(loss) for the period attributable to:			
– Equity holders of the Company	654	(5,850)	
– Non-controlling interests	10	5	
	<b>664</b>	<b>(5,845)</b>	
Total comprehensive profit/(loss) for the period attributable to:			
– Equity holders of the Company	654	(5,850)	
– Non-controlling interests	10	5	
	<b>664</b>	<b>(5,845)</b>	
Profit/(loss) per share attributable to equity holders of the Company			
– Basic and diluted	5	5	
	<b>HK 0.05 cents</b>	<b>HK (0.49 cents)</b>	

# 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 GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company and its subsidiaries (together, the "Group") are principally engaged in telecommunication equipment sales and related services, research and development of IT applications, and provision of IT applications related services including prospecting, recruitment related services and e-commerce 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.

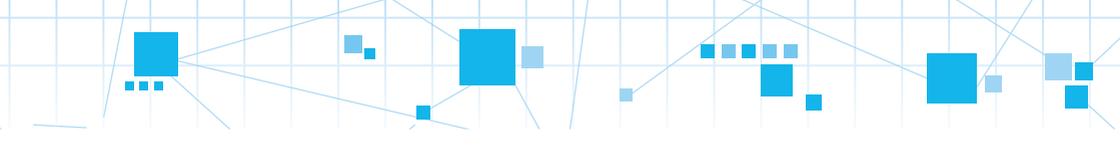
These unaudited condensed consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements of the Group for the year ended 31 May 2018.

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 2018.

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.

Annual Improvements 2014-2016 Cycle	Amendments to HKFRS Clarification of the Scope of the Standard
HKAS 7 (Amendments)	Disclosure Initiative
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses

The adoption of these amendments did not have any impact on the amounts recognised in prior periods. Most of the amendments will also not affect the current or future periods.



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

### 3. REVENUE

The Group's operating activities are attributable to four operating segments focusing on provision of different types of services, namely telecommunication equipment sales and related services, research and development of IT applications, and provision of IT applications related services including prospecting, recruitment related services and e-commerce 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 2017: 16.5%) on the estimated assessable profit for the period (three months ended 31 August 2017: 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 2017: Nil).

### 5. PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic profit/(loss) per share is based on the Group's unaudited consolidated profit/loss for the period attributable to the equity holders of the Company of approximately HK\$654,000 (loss for the three months ended 31 August 2017: HK\$5,850,000) and the weighted average number of approximately 1,214,255,718 ordinary shares (three months ended 31 August 2017: 1,189,634,000 ordinary shares) in issue during the period.

The dilutive profit/(loss) per share is equal to the basic profit/(loss) per share for the three months ended 31 August 2018 and 2017 respectively, as the share options had anti-dilutive effects.

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

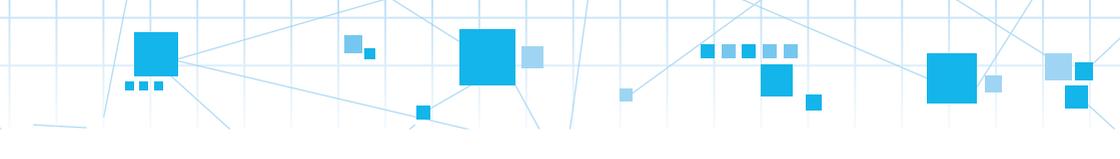
### 6. RESERVES

	Share Premium HK\$'000	Share Option Reserve HK\$'000	Other Reserve HK\$'000	Exchange Reserve HK\$'000	Accumulated Losses HK\$'000	Total HK\$'000
<b>Balance at 1 June 2017 (Audited)</b>	163,291	13,787	(13,783)	247	(186,980)	(23,438)
Loss for the period	-	-	-	-	(5,850)	(5,850)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive loss for the period</b>	-	-	-	-	(5,850)	(5,850)
Transactions with owners:						
- Recognition of equity-settled share-based payments	-	490	-	-	-	490
- Grant of share options	-	1,019	-	-	-	1,019
<b>Total transactions with owners</b>	-	1,509	-	-	-	1,509
<b>Balance at 31 August 2017 (Unaudited)</b>	163,291	15,296	(13,783)	247	(192,830)	(27,779)
<b>Balance at 1 June 2018 (Audited)</b>	167,783	13,592	(13,783)	247	(189,707)	(21,868)
Profit for the period	-	-	-	-	654	654
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive profit for the period</b>	-	-	-	-	654	654
Transactions with owners:						
- Recognition of equity-settled share-based payments	-	130	-	-	-	130
- Lapse of share options	-	(491)	-	-	491	-
<b>Total transactions with owners</b>	-	(361)	-	-	491	130
<b>Balance at 31 August 2018 (Unaudited)</b>	167,783	13,231	(13,783)	247	(188,562)	(21,084)

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 15 October 2018.



# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

The Group recorded a total revenue of approximately HK\$37.34 million in the first quarter ended 31 August 2018, an increase of approximately HK\$34.81 million from approximately HK\$2.53 million for the same quarter of last year. The increase was mainly attributable to the increase in mobile trading business and income from Big Data commission during the period. The result has changed from loss of approximately HK\$5.85 million in the same quarter of last year to profit of approximately HK\$0.66 million for this quarter. The company generated profit for the period was mainly due to the increase in revenue and decrease in directors' emoluments and share-based payments recorded in the current period.

The administrative expenses were decreased by approximately HK\$3.03 million from approximately HK\$6.30 million of the same quarter of last year to approximately HK\$3.27 million for this quarter mainly due to the decrease in directors' emoluments and share-based payments recorded in the current period.

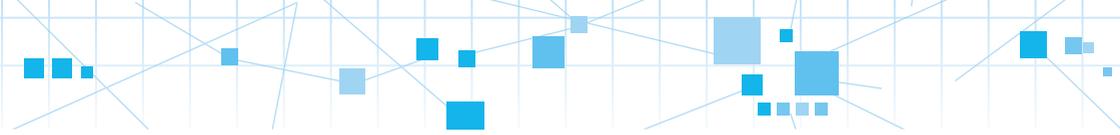
## BUSINESS REVIEW

The first Quarter of this fiscal year is the turning point of the Group as it records an earnings of about HK\$664,000 for the period.

The turnaround is mainly due to the applications of intangible assets which the Group has been building for many years. Our Big Data database and AI technology have been put into extensive use to derive earnings in prospecting service for our clients and Gbjobs placement.

The Management of the Company is grateful to see the operating performances in prospecting for real estate via group showflat tours in the Greater Bay Area and prospecting for retail and export companies while revenue and number of contracts begin to pick up at a quicker pace in the Gbjobs and recruitment related services segment.

As disclosed in the Group's 2018 Annual Report, the Group obtained the Human Resources Service Licence from the Ministry of Human Resources and Social Security of the People's Republic of China on 6 February 2018. It is the first time to issue such a licence, with licence number 001, to a wholly-owned foreign enterprise. This licence allows the Group to collect, organize, store and release talent supply and demand information so that the Group can gather more big data for our database and fully participate in the recruitment of talent market in China. With the use of this license, the Group is launching the China salary index that will be the pioneer in the industry and will attract serious attention from market players. This is another application of our intangible assets.



With companies having a great labor headcounts, the Group has found that besides providing recruitment related services, prospecting services are greatly appreciated by these companies. Recently the Group has signed contracts with nursery homes on both the recruitment and prospecting front.

In this quarter, the Group also recorded a significant sales growth in our Telecommunication products.

## BUSINESS OUTLOOK

In the last several quarters, the Company shifted from a Research and Development focus to a marketing focus as the first and top priority is to maintain the listing status in order to protect the interest of the Groups' investors.

From the perspective of our business model, we will place a greater emphasis on our Big Data application. These applications include prospecting, GBjobs and recruitment related services. The prospecting on real estates buyers may be impacted by devaluation of Renminbi and uncertain macroeconomic environment such as China-US trade war and a new round of interest rate hikes began in the United States, but prospecting on cross border head hunting such as workers for nursery homes is increasing. Further, as companies will surely be affected by the China-US trade war, prospecting services for retail and export companies will be in greater demand as these companies are extremely likely to experience a drop in their revenues.

The Company foresees a strong growth of Hong Kong recruitment business as our growing candidates database and our Big Data system are arriving at a size to achieve a competitive edge in the market. Several long terms contracts were concluded with the F&B industry because of our database and Big Data system.

In February 2018, the Ministry of Human Resources and Social Security of the People's Republic of China granted us the national Human Resources license which enables us to penetrate and grow our business into different provinces in China. With the use of this license, the Company is launching the China salary index to boom our publicity and business. The Company is seeking to grow the business into different provinces through strategic alliances. The cross border headhunt including workers for nursery homes is expanding to other provinces and we will also use this channel to cross-sell and to provide our prospecting services.

In view of the fact that Japanese Government announced the import of nursery homes labour, the Company will conduct a feasibility study for this region and if such study shows a decent prospect, the Company will formulate an expansion plan for the Japanese market.



## FINANCIAL RISK MANAGEMENT

Operations of the Group are mainly conducted in Hong Kong Dollars and Renminbi. Its revenue, expenses, assets and liabilities are principally denominated in Hong Kong Dollars and Renminbi, 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 2018, the Group employed a total of 34 (31 May 2018: 35) 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 2018, 161,185,000 (31 May 2018: 180,785,000) 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 2018 (three months ended 31 August 2017: Nil).

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

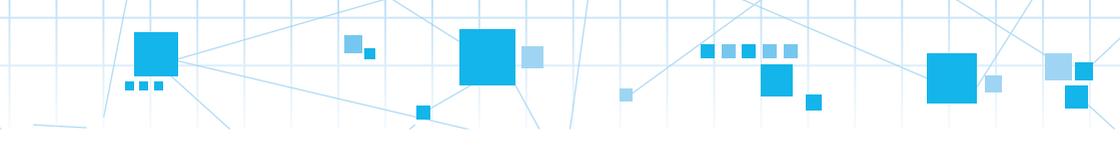
At 31 August 2018, apart from the details as below, the Directors and chief executive do not have any other interests and/or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), 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 GEM 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	-	-	24,884,000 (Note 1)	-	-	24,884,000	2.05
	Beneficial owner	309,935,819	38,322,000 (Note 2)	-	-	-	348,257,819	28.68
Ms. Yau Pui Chi, Maria ("Ms. Yau") (Spouse of Mr. Ang)	Beneficial owner	38,322,000	334,819,819 (Note 3)	-	-	-	373,141,819	30.73
Mr. Wei Ren	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 1,000,000 5,500,000 5,000,000 1,000,000 1,000,000	0.233 0.150 0.145 0.159 0.111 0.1184	16,700,000	1.38
Mr. Chiang Kin Kon	Beneficial owner	-	-	-	2,300,000 1,000,000 1,000,000	0.233 0.111 0.1184	4,300,000	0.35
Mr. Wong Kwok Fai	Beneficial owner	-	-	-	1,200,000 1,000,000 1,000,000	0.233 0.111 0.1184	3,200,000	0.26
Mr. Chau Siu Keung	Beneficial owner	1,272,000	-	-	1,200,000 1,000,000	0.233 0.1184	3,472,000	0.29

### Note:

- 1) These shares are registered as 3,190,000 shares held by Cyber Wealth Company Group Limited ("Cyber Wealth") and 21,694,000 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 38,322,000 shares held by Ms. Yau in person.
- 3) These shares are registered as 309,935,819 shares held by Mr. Ang in person; and 3,190,000 shares held by Cyber Wealth and 21,694,000 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 2018.

## **PURCHASES, SALE OR REDEMPTION OF SECURITIES**

For the three months ended 31 August 2018, 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 2018 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 1.6.2018	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Balance as at 31.8.2018
<b>Under Share Option Scheme</b>								
<b>Name of Directors</b>								
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>
<b>Other employees and individuals</b>								
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>

Number of Share Options

Date of grant	Exercise price HK\$	Exercise period	Number of Share Options					
			Balance as at 1.6.2018	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Balance as at 31.8.2018	
<b>Under New Share Option Scheme</b>								
<b>Name of Directors</b>								
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>-</u>	<u>-</u>	<u>-</u>	<u>17,500,000</u>

	Date of grant	Exercise price HK\$	Exercise period	Number of Share Options				
				Balance as at 1.6.2018	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Balance as at 31.8.2018
<b>Other employees and individuals</b>								
In aggregate								
	16.05.2014	0.145	16.05.2014 to 15.05.2024	6,400,000	-	-	(3,200,000)	3,200,000
	03.12.2014	0.1838	03.12.2014 to 02.12.2024	47,800,000	-	-	(4,400,000)	43,400,000
	12.10.2015	0.159	12.10.2015 to 11.10.2025	15,000,000	-	-	(5,000,000)	10,000,000
	12.02.2016	0.111	12.02.2016 to 11.02.2026	10,300,000	-	-	(2,500,000)	7,800,000
	14.10.2016	0.1184	14.10.2016 to 13.10.2026	19,200,000	-	-	(2,500,000)	16,700,000
	14.06.2017	0.110	14.06.2017 to 13.06.2027	<u>24,445,000</u>	<u>-</u>	<u>-</u>	<u>(2,000,000)</u>	<u>22,445,000</u>
				<u>123,145,000</u>	<u>-</u>	<u>-</u>	<u>(19,600,000)</u>	<u>103,545,000</u>
Sub-total				<u>140,645,000</u>	<u>-</u>	<u>-</u>	<u>(19,600,000)</u>	<u>121,045,000</u>
Total				<u>180,785,000</u>	<u>-</u>	<u>-</u>	<u>(19,600,000)</u>	<u>161,185,000</u>

During the three months ended 31 August 2018, no share options were granted under the New Share Option Scheme (three months ended 31 August 2017: 47,466,000), no share options were exercised (three months ended 31 August 2017: Nil), 19,600,000 share options were lapsed (three months ended 31 August 2017: Nil) and no share options were cancelled (three months ended 31 August 2017: 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

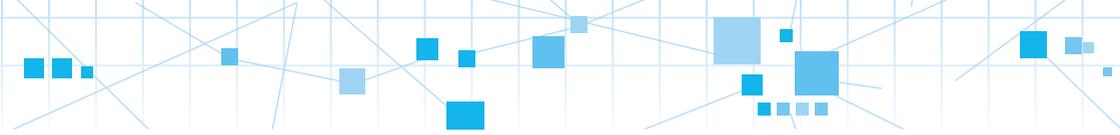
For the three months ended 31 August 2018, the Directors are not aware of any business or interest of the Directors, the management shareholders and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts 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 2018, 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 2018.

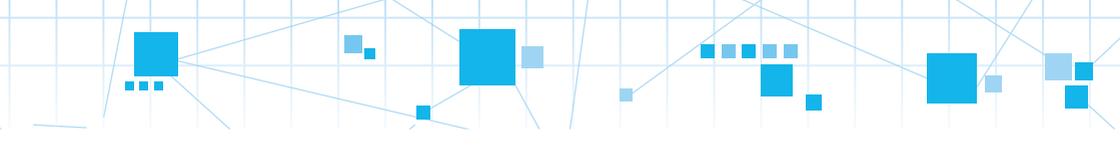
Specific employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with the same Model Code. No incident of non-compliance was noted by the Company for the three months ended 31 August 2018.

## 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 Group for the three months ended 31 August 2018, 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.

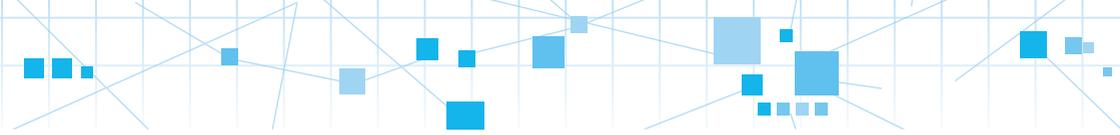
## NOMINATION COMMITTEE

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 2018, 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, 15 October 2018

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