

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Netel Technology (Holdings) Limited

Stock code (ordinary shares): 8256

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 3 September 2018.....

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 20 December 2002

Name of Sponsor(s): N/A

Names of directors: *Executive directors*

(please distinguish the status of the directors Mr. James Ang

- Executive, Non-Executive or Independent Mr. Wei Ren

Non-Executive) Ms. Yau Pui Chi, Maria

Dr. Zhong Shi

Independent non-executive directors

Mr. Chiang Kin Kon

Mr. Wong Kwok Fai

Mr. Chau Siu Keung

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares	Approximate percentage of holding after listing
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Mr. James Ang (Mr. Ang)
(Note a)

Ms. Yau Pui Chi, Maria
(Ms. Yau) (Note b)

373,141,819

30.73%

Note:

a. These Shares are registered as 309,935,819 shares held by Mr. Ang in person; and 38,322,000 shares held by Ms. Yau in person; and 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

b. Ms. Yau is spouse of Mr. Ang

Name(s) of company(ies) listed on GEM or
the Main Board of the Stock Exchange
within the same group as the Company:

Nil

Financial year end date:

31 May

Registered address:

Century Yard, Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman,
KY1-1111, Cayman Islands

Head office and principal place of business:

Room C, 9/F, Max Share Centre
373 King’s Road, North Point
Hong Kong

Web-site address (if applicable):

www.neteltech.com.hk

Share registrar:

Computershare Hong Kong Investor
Services Ltd.
Room 1712-16, 17 Floor
Hopewell Centre, 183 Queen’s Road East
Wan Chai, Hong Kong

Auditors:

Lau & Au Yeung C.P.A. Ltd.
21 Floor, Tai Yau Building,
181 Johnston Road,
Wanchai, Hong Kong

B. Business activities

The Group is 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.

C. Ordinary shares

Number of ordinary shares in issue:	1,214,255,718
Par value of ordinary shares in issue:	HK\$0.02 each
Board lot size (in number of shares):	4,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.

Particulars of share options granted by the Company under the Share Option Scheme are as follows:

Date of grant	Option period	Exercise price per share	Share options outstanding as at 31 August 2018
Old Share Option Scheme			
13 October, 2009	13 October 2009 to 12 October 2019	HK\$0.233	9,400,000
8 December, 2010	8 December 2010 to 7 December 2020	HK\$0.150	2,940,000
31 January, 2011	31 January 2011 to 30 January 2021	HK\$0.182	22,800,000
30 May, 2011	30 May 2011 to 29 May 2021	HK\$0.1486	5,000,000
New Share Option Scheme			
16 May, 2014	16 May 2014 to 15 May 2024	HK\$0.145	8,700,000
3 December, 2014	3 December 2014 to 2 December 2024	HK\$0.1838	43,400,000
12 October, 2015	12 October 2015 to 11 October 2025	HK\$0.159	15,000,000
12 February, 2016	12 February 2016 to 11 February 2026	HK\$0.111	10,800,000
14 October, 2016	14 October 2016 to 13 October 2026	HK\$0.1184	20,700,000
14 June, 2017	14 June 2017 to 13 June 2027	HK\$0.11	22,445,000
Total			161,185,000

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

James Ang

Yau Pui Chi, Maria

Wei Ren

Zhong Shi

Chiang Kin Kon

Wong Kwok Fai

Chau Siu Keung