

高萌·科技

KML Technology Group Limited

高萌科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8065

Third Quarterly Report
第三季度報告 **2020**

CHARACTERISTIC 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 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 (the “Director(s)”) of KML Technology Group Limited (the “Company”, together with its subsidiaries, the “Group” or “We”) 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 (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 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.

This report, in both English and Chinese versions, is available on the Company’s website at www.kml.com.hk.

香港聯合交易所有限公司（「聯交所」） GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司以及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照聯交所的GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關高萌科技集團有限公司（「本公司」，連同其附屬公司統稱「本集團」或「我們」）的資料；本公司董事（「董事」）願就本報告共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所深知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏其他事項，足以令致本報告或其所載任何陳述產生誤導。

本報告的英文本及中文本已登載於本公司網站www.kml.com.hk。

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Luk Kam Ming (*Chairman*)
Mr. Chan Chak Lun Philip (*Chief executive officer*)
Mr. Luk Kwai Lung
Mr. Luk Yin Cheung

Independent Non-executive Directors

Mr. Lau On Kwok
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong

Audit Committee

Mr. Lau On Kwok (*Chairman*)
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong

Remuneration Committee

Dr. Tse Chi Kong (*Chairman*)
Mr. Lau On Kwok
Mr. Luk Kam Ming

Nomination Committee

Mr. Luk Kam Ming (*Chairman*)
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong

Risk Management Committee

Mr. Law Wing Chi Stephen (*Chairman*)
Mr. Chan Chak Lun Philip
Mr. Lau On Kwok
Mr. Luk Kwai Lung
Mr. Luk Yin Cheung

AUTHORISED REPRESENTATIVES

Mr. Luk Kwai Lung
Ms. Woo Siu Wai

COMPANY SECRETARY

Ms. Woo Siu Wai

COMPLIANCE OFFICER

Mr. Luk Yin Cheung

公司資料

董事會

執行董事

陸鑑明先生 (*主席*)
陳澤麟先生 (*行政總裁*)
陸季農先生
陸彥彰先生

獨立非執行董事

劉安國先生
羅永志先生
謝智剛博士

審核委員會

劉安國先生 (*主席*)
羅永志先生
謝智剛博士

薪酬委員會

謝智剛博士 (*主席*)
劉安國先生
陸鑑明先生

提名委員會

陸鑑明先生 (*主席*)
羅永志先生
謝智剛博士

風險管理委員會

羅永志先生 (*主席*)
陳澤麟先生
劉安國先生
陸季農先生
陸彥彰先生

法定代表

陸季農先生
胡劭卉女士

公司秘書

胡劭卉女士

合規主任

陸彥彰先生

AUDITOR

Ernst & Young
Certified Public Accountants
22nd Floor, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

B12, G/F
Shatin Industrial Centre
Siu Lek Yuen Road
Shatin, New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKER

The Hong Kong and Shanghai Banking Corporation Limited
HSBC Main Building
1 Queen's Road Central
Hong Kong

COMPANY'S WEBSITE

www.kml.com.hk

STOCK CODE

8065

DATE OF LISTING

16 October 2017

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執業會計師
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中信大廈22樓

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Cayman Islands

香港總部及主要營業地點

香港
新界沙田
小瀝源路
沙田工業中心
地下B12室

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
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Cayman Islands

香港股份登記處

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香港
皇后大道東183號
合和中心54樓

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中1號
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公司網站

www.kml.com.hk

股份代號

8065

上市日期

二零一七年十月十六日

FINANCIAL HIGHLIGHTS

Revenue of the Group for the nine months ended 31 December 2020 amounted to approximately Hong Kong dollars (“**HK\$**”) 176.1 million, representing an increase of approximately HK\$16.0 million or approximately 10.0% as compared with the revenue of approximately HK\$160.1 million for the nine months ended 31 December 2019.

Gross profit of the Group for the nine months ended 31 December 2020 amounted to approximately HK\$49.1 million (2019: approximately HK\$44.9 million).

The net profit of the Group for the nine months ended 31 December 2020 amounted to approximately HK\$26.2 million (2019: approximately HK\$10.9 million).

The board of Directors (the “**Board**”) does not recommend a payment of an interim dividend for the nine months ended 31 December 2020 (2019: Nil).

財務摘要

本集團截至二零二零年十二月三十一日止九個月的收益約為176.1百萬港元（「港元」），較截至二零一九年十二月三十一日止九個月的收益約160.1百萬港元增加約16.0百萬港元或約10.0%。

本集團截至二零二零年十二月三十一日止九個月的毛利約為49.1百萬港元（二零一九年：約44.9百萬港元）。

本集團截至二零二零年十二月三十一日止九個月的純利約為26.2百萬港元（二零一九年：約10.9百萬港元）。

董事會（「**董事會**」）不建議就截至二零二零年十二月三十一日止九個月派付中期股息（二零一九年：無）。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 31 December 2020

簡明綜合損益及其他全面收益表

截至二零二零年十二月三十一日止九個月

		Nine months ended 31 December		
		截至十二月三十一日止九個月		
		2020	2019	
		二零二零年	二零一九年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	4	176,053	160,081
Cost of sales	銷售成本		(126,983)	(115,149)
Gross profit	毛利		49,070	44,932
Other income	其他收入	5	13,019	898
Other gains and loss, net	其他收益及虧損淨額		-	185
Impairment losses on financial assets and contract assets, net of reversal	金融資產及合約資產減值虧損，扣除撥回		(90)	(122)
Administrative expenses	行政開支		(32,327)	(32,512)
Finance costs	融資成本	6	(218)	(129)
Profit before tax	除稅前溢利		29,454	13,252
Income tax expense	所得稅開支	7	(3,226)	(2,374)
Profit and total comprehensive income for the period attributable to owners of the Company	本公司擁有人應佔期內溢利及全面收益總額		26,228	10,878
Earnings per share attributable to ordinary equity holders of the Company	本公司普通股權益持有人應佔每股盈利	9		
Basic	基本		HK6.62 cents	HK2.72 cents
			6.62港仙	2.72港仙
Diluted	攤薄		HK6.61 cents	HK2.72 cents
			6.61港仙	2.72港仙

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2020

簡明綜合權益變動表

截至二零二零年十二月三十一日止九個月

	Attributable to owners of the Company 本公司擁有人應佔						
	Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Shares held under the share award scheme 股份獎勵計劃項下持有的股份 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元 <i>(Note) (附註)</i>	Share-based payments reserves 以股份為基礎付款的儲備 HK\$'000 千港元	Accumulated profits 累積溢利 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
Nine months ended 31 December 2020	截至二零二零年十二月三十一日止九個月						
At 31 March 2020 and 1 April 2020 (audited)	於二零二零年三月三十一日及二零二零年四月一日(經審核)						
Profit and total comprehensive income for the period	4,000	47,552	(858)	14,791	305	100,396	166,186
Equity-settled share option arrangements	-	-	-	-	-	26,228	26,228
Purchases of shares and contribution in the share award scheme	-	-	-	-	639	-	639
Equity-settled share award arrangements	-	-	(142)	-	-	-	(142)
Vesting of shares of share award scheme	-	-	-	-	298	-	298
Dividend paid	-	-	176	-	(176)	-	-
	-	-	-	-	-	(7,931)	(7,931)
At 31 December 2020 (unaudited)	於二零二零年十二月三十一日(未經審核)						
	4,000	47,552	(824)	14,791	1,066	118,693	185,278
Nine months ended 31 December 2019	截至二零一九年十二月三十一日止九個月						
At 31 March 2019 and 1 April 2019 (audited)	於二零一九年三月三十一日及二零一九年四月一日(經審核)						
Profit and total comprehensive income for the year	4,000	47,552	-	14,339	1,166	77,078	144,135
Equity-settled share option arrangements	-	-	-	-	-	10,878	10,878
	-	-	-	-	442	-	442
At 31 December 2019 (unaudited)	於二零一九年十二月三十一日(未經審核)						
	4,000	47,552	-	14,339	1,608	87,956	155,455

Note: The Group's other reserves mainly represent (i) the difference between the nominal value of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Group during the year ended 31 March 2018 and (ii) the deemed capital contribution from Mr. Luk Kam Ming ("Mr. KM Luk"), a controlling shareholder and an executive director of the Company, in respect of the transfer of 2,000,000 shares to the trust of the share award scheme at nil consideration.

附註：本集團之其他儲備主要指(i)本公司截至二零一八年三月三十一日止年度之已發行普通股之面值與透過根據本集團重組交換股份所收購附屬公司股本之差額及(ii)就按零代價向股份獎勵計劃之信託轉讓2,000,000股股份而言。視作本公司控股股東及執行董事陸鑒明先生(「陸鑒明先生」)注資。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2020

簡明綜合財務報表附註

截至二零二零年十二月三十一日止九個月

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 5 May 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, a consolidated and revised) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at B12, G/F, Shatin Industrial Centre, Siu Lek Yuen Road, Shatin, New Territories, Hong Kong.

The Company's shares were listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 16 October 2017. The principal activity of the Company is investment holding and its subsidiaries are principally engaged in the provision of electrical and mechanical ("**E&M**") engineering solutions and services. The condensed consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), which is the same as the functional currency of the Company and its principal subsidiaries.

1. 一般資料

本公司於二零一七年五月五日 在開曼群島根據開曼群島第22章公司法(一九六一年第3號法律，經綜合及修訂)註冊成立為一間獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司於香港的主要營業地址為香港新界沙田小瀝源路沙田工業中心地下B12室。

本公司股份於二零一七年十月十六日在香港聯合交易所有限公司(「**聯交所**」)GEM上市。本公司的主要業務為投資控股及其附屬公司主要從事提供機電(「**機電**」)工程解決方案及服務。簡明綜合財務報表以港元(「**港元**」)呈列，港元亦為本公司及其主要附屬公司的功能貨幣。

2. BASIS OF PREPARATION

The condensed consolidated financial statements for the nine months ended 31 December 2020 prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements and should read in conjunction with the Group’s annual financial statements for the year ended 31 March 2020.

The condensed consolidated financial information of the Group has been prepared in accordance with the same accounting policies adopted in the Group’s annual financial statements for the year ended 31 March 2020, except for the adoption of (i) accounting for joint operations below and (ii) the revised HKFRSs (which include all HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) as disclosed in note 3 below.

Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

2. 編製基準

截至二零二零年十二月三十一日止九個月的簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）及聯交所GEM證券上市規則第18章的適用披露規定編製。

簡明綜合財務資料並無包括年度財務報表所需的全部資料及披露，並應與本集團截至二零二零年三月三十一日止年度的年度財務報表一併閱讀。

除採納(i)下文合營業務的會計處理及(ii)按下文附註3所披露經修訂香港財務報告準則(包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋)外，本集團的簡明綜合財務資料根據本集團截至二零二零年三月三十一日止年度的年度財務報表中所採納的相同會計政策編製。

合營業務權益

合營業務指擁有共同控制權的各方享有與該安排相關的資產權利及負債責任的一種合營安排。共同控制指按照合約協定對一項安排所共有之控制權，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

2. BASIS OF PREPARATION (Continued)

The Group recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The assets, liabilities, revenues and expenses relating to the Group's interest in a joint operation are accounted for in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

This condensed consolidated financial information has not been audited or reviewed by the Company's external auditors, but has been reviewed by the Company's audit committee.

3. CHANGES IN ACCOUNTING POLICIES

In the accounting period beginning from 1 April 2020, the Group has adopted, for the first time, the following amendments to HKFRSs issued by the HKICPA that affect the Group and are adopted for the current period's financial information:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKAS 1 and HKAS 8	Definition of Material

2. 編製基準(續)

本集團於合營業務權益確認以下各項：

- 其資產，包括其應佔任何共同持有之資產；
- 其負債，包括其應佔任何共同承擔之負債；
- 其銷售應佔合營業務產量之收益；
- 其來自銷售合營業務產量之應佔收益；及
- 其開支，包括其應佔任何共同承擔之開支。

本集團於合營業務中之權益所涉的資產、負債、收益及開支乃根據適用於該特定資產、負債、收益及開支的香港財務報告準則入賬。

本簡明綜合財務資料未經本公司外部核數師審核或審閱，惟其已由本公司審核委員會審閱。

3. 會計政策的變更

於自二零二零年四月一日起的會計期間，本集團已首次採納下列香港會計師公會頒佈的經修訂香港財務報告準則，有關準則對本集團構成影響，並於本期間的財務資料採用：

香港財務報告準則第3號(修訂本)	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義

3. CHANGES IN ACCOUNTING POLICIES (Continued)

These amendments have had no material effect on how the Group's results and financial position for the current or prior periods that have been presented in this condensed consolidated financial information. The Group has not applied any other new standards or interpretation that is not yet effective for the current accounting period.

4. REVENUE AND SEGMENTAL INFORMATION

An analysis of the Group's revenue for both periods is as follows:

E&M engineering solutions and services (Note a)	機電工程解決方案及服務(附註a)
E&M engineering maintenance services	機電工程保養服務
E&M engineering design and fabrication services (Note b)	機電工程設計及裝配服務(附註b)
Sales of parts and components	銷售零件及部件

Notes:

- (a) Amount represents revenue generated from design, supply, installation of systems and implementation of E&M engineering solutions and services, design and fabrication services for the fabrication of made-to-order products for the customers, where applicable ("E&M engineering solutions and services").
- (b) Amount represents revenue generated from design and fabrication services for the fabrication of made-to-order products for the customers, such as control room consoles, public access kiosks and terminals, relay racks, test rigs and also control room technical furniture and industrial enclosures and instrument cabinets without supply, installation of systems and implementation of E&M engineering solutions and services ("E&M engineering design and fabrication services").

3. 會計政策的變更(續)

該等修訂並無對本簡明綜合財務資料中呈列的本集團於本期間或過往期間的業績及財務狀況產生重大影響。本集團並無採納其他於本會計期間尚未生效的新準則或詮釋。

4. 收益及分部資料

本集團於兩個期間的收益分析如下：

Nine months ended 31 December 截至十二月三十一日止九個月	
2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
138,263	132,860
28,540	23,536
8,305	2,797
945	888
176,053	160,081

附註：

- (a) 該款項指系統設計、供應、安裝及執行機電工程解決方案及服務所產生的收益，為客戶製造按訂單做成的產品設計及裝配服務(如適用)(「機電工程解決方案及服務」)。
- (b) 該款項指為客戶製造定制產品(例如控制室控制台、公用關卡及終端、繼電器機架、試驗台、控制室技術傢俬及工業外殼及儀器櫃)的設計及裝配服務(並無供應、安裝系統及執行機電工程解決方案及服務)(「機電工程設計及裝配服務」)所錄得的收益。

4. REVENUE AND SEGMENTAL INFORMATION (Continued)

Segment information

The Group's operation is derived from E&M engineering solutions and services, and E&M engineering maintenance services with focus on (i) the automatic fare collection system at railway stations; (ii) the electronic payment and ticketing system; (iii) the road and tunnel toll collection system; (iv) the traffic control and surveillance system; and (v) the railway signaling communication and control system, E&M engineering design and fabrication services, as well as sales of parts and components during both periods. For the purposes of resource allocation and performance assessment, the chief operation decision maker (i.e. the executive directors of the Company) reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no separate analysis of this single segment is presented other than entity-wide disclosure.

5. OTHER INCOME

During the nine months ended 31 December 2020, these primarily represented government subsidies granted due to COVID-19 pandemic which include subsidies of approximately HK\$10,502,000 under Employment Support Scheme and other subsidies of approximately HK\$182,000 under the Anti-epidemic Fund of the Hong Kong Government.

4. 收益及分部資料(續)

分部資料

本集團於該兩個期間的經營來自機電工程解決方案及服務及機電工程保養服務，專注於(i)鐵路車站的自動收費系統；(ii)電子支付及票務系統；(iii)公路及隧道車輛繳費系統；(iv)交通管制及監察系統；及(v)軌道信號通訊及控制系統，機電工程設計及裝配服務及銷售零件及部件。就資源分配及表現評估而言，主要經營決策者(即本公司執行董事)審閱本集團的整體業績及財務狀況。因此，本集團僅有一個單一經營分部及除實體範圍內的披露外，並無呈列該單一分部的單獨分析。

5. 其他收入

於截至二零二零年十二月三十一日止九個月，該等金額主要指由於COVID-19疫症而獲授的政府資助，其中包括香港政府「保就業」計劃項下的10,502,000港元的資助及防疫抗疫基金項下的182,000港元的其他資助。

6. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on a bank loan	銀行貸款之利息
Interest on lease liabilities	租賃負債之利息

7. INCOME TAX EXPENSE

Current – Hong Kong:	即期 – 香港：
Charge for the period	期內開支
Deferred	遞延

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/19. The first HK\$2,000,000 (2019: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

6. 融資成本

融資成本分析如下：

Nine months ended 31 December 截至十二月三十一日止九個月	
2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
-	14
218	115
218	129

7. 所得稅開支

Nine months ended 31 December 截至十二月三十一日止九個月	
2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
2,668	1,504
558	870
3,226	2,374

香港利得稅已按期內於香港產生的估計應課稅溢利按16.5%（二零一九年：16.5%）的稅率計提撥備，惟本集團旗下一間附屬公司符合在二零一八／一九課稅年度起生效的兩級利得稅稅率制度除外。該附屬公司首2,000,000港元（二零一九年：2,000,000港元）的應課稅溢利按8.25%的稅率徵稅，其餘應課稅溢利按16.5%的稅率徵稅。

7. INCOME TAX EXPENSE (Continued)

The Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands pursuant to the rules and regulations in those jurisdictions.

8. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2020.

9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount for the nine months ended 31 December 2020 is based on the profit for the period attributable to owners of the Company of HK\$26,228,000 (2019: HK\$10,878,000), and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme during the nine months ended of 396,211,000 (2019: 400,000,000). No adjustment has been made to the basic earnings per share amount presented for the nine months ended 31 December 2019 in respect of a dilution as the impact of the share options outstanding had no dilutive effect on the basic earnings per share amount presented.

The calculation of the diluted earnings per share amounts for the nine months ended 31 December 2020 is based on the profit for the period attributable to owners of the Company and the weighted average number of ordinary shares in issue as used in the basic earnings per share calculation, and the weighted average number of 556,000 ordinary shares assumed to have been issued at no consideration on the deemed exercise of the shares held under share award scheme into ordinary shares.

7. 所得稅開支(續)

根據開曼群島及英屬處女群島的法律及法規，本集團毋須在該等司法權區繳納任何所得稅。

8. 股息

董事會不建議就截至二零二零年十二月三十一日止九個月派付任何股息。

9. 本公司普通股權益持有人應佔每股盈利

截至二零二零年十二月三十一日止九個月每股基本盈利金額乃根據本公司擁有人應佔期內溢利26,228,000港元(二零一九年: 10,878,000港元)，以及止九個月內已發行普通股加權平均數減根據股份獎勵計劃持有的庫存股份396,211,000股(二零一九年: 400,000,000股)計算。由於尚未行使的購股權對所呈列每股基本盈利金額並無攤薄影響，故概無就攤薄對截至二零一九年十二月三十一日止九個月所呈列的每股基本盈利金額作出調整。

截至二零二零年十二月三十一日止九個月每股攤薄盈利金額乃根據本公司擁有人應佔期內溢利、計算每股基本盈利時所使用的已發行普通股加權平均數，以及被視作行使根據股份獎勵計劃持有的股份為普通股時，假設無償發行之556,000股普通股加權平均股數。

10. RELATED PARTY TRANSACTIONS

The Group entered into the following transactions with its related parties:

Purchase of materials from Logistic Industrial Supply Company Limited (“Logistic Industrial”) (Note a)	向洛士工業器材有限公司 (「洛士工業」) 採購物料 (附註a)
Rental payments K M L Limited (Note b)	繳付租金 圖遠有限公司 (附註b)

Notes:

- (a) Logistic Industrial is a company over which Mr. KM Luk and Ms. Leung Kwok Yee have significant influence. The purchase prices of goods were mutually agreed between the parties.
- (b) K M L Limited is controlled by Mr. KM Luk. Rental payments were on a mutually-agreed basis and constitute connected transactions or continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules.

10. 關聯方交易

本集團與其關聯方訂立下列交易：

Nine months ended 31 December	
截至十二月三十一日止九個月	
2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
7	119
4,168	4,051

附註：

- (a) 洛士工業為陸鑑明先生及梁權儀女士對其有重大影響力的公司。貨品之採購價由雙方相互協定。
- (b) 圖遠有限公司由陸鑑明先生控制。繳付租金按相互協定基準釐定，並構成關連交易或持續關連交易(定義見GEM上市規則第20章)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group has been providing electrical and mechanical (“E&M”) engineering solutions and services in Hong Kong for over 40 years. Our principal business is the provision of E&M engineering works, and comprises (i) E&M engineering solutions and services on Transportation Mission Critical Systems Solutions and other E&M engineering solutions and services; (ii) E&M engineering design and fabrication services; (iii) E&M engineering maintenance services; and (iv) sales of parts and components. Depending on our customers’ needs and requirements, we provide a full spectrum of solutions and services covering design, equipment assembly, supply, installation, fabrication, testing, and commissioning and maintenance support with a focus on Hong Kong Transportation Mission Critical System Solutions.

The following table sets forth the details of our Group’s revenue by type of projects and services we undertook for the nine months ended 31 December 2020 and 2019:

業務回顧

本集團於香港提供機電(「機電」)工程解決方案和服務逾四十年。我們的主要業務為提供機電工程，包括(i)交通關鍵系統解決方案的機電工程解決方案及服務和其他機電工程解決方案及服務；(ii)機電工程設計及裝配服務；(iii)機電工程保養服務；及(iv)銷售零件及部件。視乎客戶的需求，我們提供涵蓋設計、設備裝置、供應、安裝、裝配、測試及調試以及維護支援的全面解決方案及服務，主要專注香港交通關鍵系統解決方案。

下表載列本集團按於截至二零二零年及二零一九年十二月三十一日止九個月所承接的項目及服務類別劃分的收益詳情：

Type of Projects

項目類別

For the nine months ended 31 December

截至十二月三十一日止九個月

2020 2019

二零二零年

二零一九年

HK\$'000

%

HK\$'000

%

千港元

千港元

E&M Engineering Solutions and Services	機電工程解決方案及服務				
– Transportation Mission Critical System Solutions	– 交通關鍵系統解決方案	47,925	27.2	33,438	20.9
– Other E&M Engineering Solutions and Services	– 其他機電工程解決方案及服務	90,338	51.3	99,422	62.1
Subtotal	小計	138,263	78.5	132,860	83.0
E&M Engineering Design and Fabrication Services	機電工程設計及裝配服務	8,305	4.7	2,797	1.7
E&M Engineering Maintenance Services	機電工程保養服務	28,540	16.3	23,536	14.7
Sale of Parts and Components	銷售零件及部件	945	0.5	888	0.6
Total	總計	176,053	100.0	160,081	100.0

E&M Engineering Solutions and Services segment accounts for the largest business segment of our Group's business. Approximately 78.5% of the revenue was attributable to this segment for the nine months ended 31 December 2020. The second largest segment is E&M Engineering Maintenance Services. Revenue from this segment increased by approximately 21.3% from approximately HK\$23.5 million for the nine months ended 31 December 2019 to approximately HK\$28.5 million for the nine months ended 31 December 2020. The Group foresees that revenue generated from these two segments will continue to grow especially in relation to the renovation and replacement of E&M, communication and automatic fare collection ("AFC") assets projects from our customers as well as new business opportunities the Group has identified.

During the nine months ended 31 December 2020, the Group has submitted 272 tenders and quotations to our customers (2019: 252 tenders and quotations) with 107 contracts being awarded (2019: 122 contracts) including (i) supply of AFC equipment for a new station at the Taoyuan Airport MRT; (ii) supply and installation charging facilities for electric vehicles in one public carpark; and (iii) provision of electrical supervision work for part of a new Integrated Waste Management Facilities Project in Hong Kong.

機電工程解決方案及服務分部為本集團業務的最大業務分部。截至二零二零年十二月三十一日止九個月，約78.5%的收益來自該分部。第二大分部為機電工程保養服務。該分部的收益由截至二零一九年十二月三十一日止九個月約23.5百萬港元增加約21.3%至截至二零二零年十二月三十一日止九個月約28.5百萬港元。本集團預計該兩個分部產生的收益尤其是來自我們的客戶的機電、通信及自動收費(「自動收費」)資產的機電翻新及更新項目的收益會繼續增長，以及本集團識別出的新商機。

於截至二零二零年十二月三十一日止九個月，本集團已向客戶提交272項投標及報價(二零一九年：252項投標及報價)，獲授107份合約(二零一九年：122份合約)，包括(i)為桃園機場捷運一個新車站提供自動收費設備；(ii)為一個公共停車場的電動汽車提供及安裝充電設施；(iii)為香港一個新綜合廢物管理設施項目提供部分電力監督工作。

OUTLOOK

The Group has been providing a full spectrum of E&M engineering solutions and services including development, design, fabrication, installation and maintenance for our customers. Apart from the existing business, the Group has been and will continue to expand our business scope as well as explore different market sectors. In April 2020, KML Engineering Limited (“**KML Engineering**”) has been successfully admitted to the List of Approved Suppliers of Materials and Specialist Contractors for Public Works under the category of Video Electronics Installation. The Group expects that we could expand our market portfolio by undertaking more projects in relation to the video electronics and closed circuit television (“**CCTV**”).

In addition, the Group has started to explore more business opportunities including those in relation to the provisioning of electric vehicles charging facilities. Several tenders in relation to the electric vehicles charging facilities in government car parks have been submitted. In December 2020, KML Engineering has been awarded a tender in relation to the supply and installation charging facilities for electric vehicles in one public carpark.

Meanwhile, the Group will continue its focus in opportunities in relation to the provision of electronic payment (“**ePayment**”) in different sectors. In October 2020, KML Technology Limited has signed two teaming agreements with a credit card company and a merchant payment solution service provider respectively in relation to the provision of ePayment system. The Group will continue to deepen and widen our penetration in providing or upgrading ePayment services and solutions.

展望

本集團提供全面的機電工程解決方案及服務，包括為客戶開發、設計、裝配、安裝及維護。除現有業務外，本集團已經並將繼續擴展業務範疇以及探索不同的市場領域。於二零二零年四月，高明科技工程有限公司（「**高明科技工程**」）已成功獲納入認可公共工程物料供應商及專門承造商名冊中視像裝置類別。本集團預期我們可透過承接更多有關視頻電子及閉路電視（「**閉路電視**」）的項目而擴大我們的市場組合。

此外，本集團已開始發掘更多商機，包括提供電動汽車充電設施相關商機。本集團已提交若干有關政府停車場的電動汽車充電設施的投標。於二零二零年十二月，高明科技工程獲授一項有關一個為公共停車場的電動汽車的提供及安裝充電設施的招標。

同時，本集團將繼續專注於在不同行業提供電子支付（「**電子支付**」）的機會。於二零二零年十月，高萌科技有限公司分別與一家信用卡公司及一家為商戶提供支付解決方案服務供應商簽署有關提供電子支付系統的兩份合作協議。本集團將繼續深化及擴大我們在提供或升級電子支付服務及解決方案方面的滲透力。

FINANCIAL REVIEW

Revenue

Revenue of the Group for the nine months ended 31 December 2020 amounted to approximately HK\$176.1 million, representing an increase of approximately HK\$16.0 million or approximately 10.0% as compared with approximately HK\$160.1 million for the nine months ended 31 December 2019. Such increase was mainly contributed by the contracts awarded during the year ended 31 March 2019 and 2020 which have substantial work completed during the period.

Cost of Sales and Gross Profit

The majority of the Group's cost of sales comprised (i) material and equipment; (ii) direct labour; and (iii) subcontracting cost. The cost of sales increased by approximately 10.3% from approximately HK\$115.1 million for the nine months ended 31 December 2019 to approximately HK\$127.0 million for the nine months ended 31 December 2020. The gross profit of the Group increased by approximately 9.4% from approximately HK\$44.9 million for the nine months ended 31 December 2019 to approximately HK\$49.1 million for the nine months ended 31 December 2020. The increase in gross profit is mainly due to the increase in revenue as discussed above.

Administrative Expenses

The Group's administrative expenses have slightly decreased by 0.6% from approximately HK\$32.5 million for the nine months ended 31 December 2019 to approximately HK\$32.3 million for the nine months ended 31 December 2020.

Profit attributable to owners of the Company

The Group recorded net profit attributable to the owners of the Company of approximately HK\$26.2 million for the nine months ended 31 December 2020 (2019: net profit approximately HK\$10.9 million). The increase in net profit is mainly due to (i) an increase of gross profit; (ii) financial support received from the Government of the Hong Kong Special Administrative Region in response to the novel coronavirus epidemic; and (iii) receipt of a long outstanding payment from a customer.

財務回顧

收益

本集團截至二零二零年十二月三十一日止九個月的收益約為176.1百萬港元，較截至二零一九年十二月三十一日止九個月的約160.1百萬港元增加約16.0百萬港元或約10.0%。有關增加主要由於於截至二零一九年及二零二零年三月三十一日止年度所獲授的合約於本期間內完成大部份工程。

銷售成本及毛利

本集團的主要銷售成本包括(i)物料及設備；(ii)直接勞工；及(iii)分包成本。銷售成本由截至二零一九年十二月三十一日止九個月約115.1百萬港元增加約10.3%至截至二零二零年十二月三十一日止九個月約127.0百萬港元。本集團毛利由截至二零一九年十二月三十一日止九個月約44.9百萬港元增加約9.4%至截至二零二零年十二月三十一日止九個月約49.1百萬港元。毛利增加主要由於上文所討論收益增加。

行政開支

本集團行政開支由截至二零一九年十二月三十一日止九個月約32.5百萬港元輕微減少約0.6%至截至二零二零年十二月三十一日止九個月約32.3百萬港元。

本公司擁有人應佔溢利

截至二零二零年十二月三十一日止九個月，本集團錄得本公司擁有人應佔純利約26.2百萬港元(二零一九年：純利約10.9百萬港元)。純利增加主要由於(i)毛利增加；(ii)香港特別行政區政府為應對新型冠狀病毒疫情而提供的財政支持；及(iii)收到來自一名客戶的長期未清償付款。

Dividend

The Board does not recommend a payment of an interim dividend for the nine months ended 31 December 2020 (2019: Nil).

SUBSEQUENT EVENT AFTER REPORTING PERIOD

As at the date of this report (i.e. 3 February 2021) (the “**Date of this Report**”), there were no subsequent events after this reporting period.

股息

董事會不建議就截至二零二零年十二月三十一日止九個月派付中期股息(二零一九年：無)。

報告期後事項

於本報告日期(即二零二一年二月三日)(「**本報告日期**」)，概無本報告期後事項。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders of the Company (the “**Shareholder(s)**”) and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the nine months ended 31 December 2020, the Company has complied with all applicable code provisions of the CG Code.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors’ securities transactions in the securities of the Company. Having made specific enquiries of all the Directors, each of the Directors has confirmed that he has complied with the required standard of dealings during the nine months ended 31 December 2020.

企業管治常規

本集團致力維持高水平的企業管治，以保障本公司股東（「股東」）權益以及提升企業價值及問責性。本公司已採納GEM上市規則附錄十五所載的企業管治守則（「企業管治守則」），作為其本身的企業管治守則。本公司於截至二零二零年十二月三十一日止九個月一直遵守企業管治守則項下的所有適用守則條文。

遵守董事進行證券交易的必守標準

本公司已採納GEM上市規則第5.48至5.67條所載交易必守標準作為其本身就董事進行本公司證券交易的操守準則。經向全體董事作出特定查詢後，各董事確認，於截至二零二零年十二月三十一日止九個月已遵守交易必守標準。

AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The Audit Committee comprises three members, namely Mr. Lau On Kwok (chairman), Mr. Law Wing Chi Stephen and Dr. Tse Chi Kong, all of them are independent non-executive Directors. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2020 and this quarterly report. The Audit Committee is of the opinion that the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2020 comply with the applicable accounting standards and that adequate disclosures have been made.

CHANGES TO DIRECTORS’ INFORMATION

As at the Date of this Report, the Directors confirm that no information is required to be disclosed pursuant to GEM Rule 17.50A(1) of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

During the nine months ended 31 December 2020, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

審核委員會及賬目審閱

本公司已遵照GEM上市規則第5.28條至第5.33條及企業管治守則成立審核委員會(「**審核委員會**」)並以書面界定其職權範圍。審核委員會由三名成員(劉安國先生(主席)、羅永志先生及謝智剛博士)組成，彼等均為獨立非執行董事。審核委員會已連同管理層審閱本集團採納的會計政策及慣例，並討論本公司的財務申報事宜，包括審閱本集團截至二零二零年十二月三十一日止九個月的未經審核簡明綜合業績及本季度報告。審核委員會認為，本集團截至二零二零年十二月三十一日止九個月的未經審核簡明綜合業績符合適用會計準則，並已作出足夠披露。

董事資料變動

於本報告日期，董事確認概無須根據GEM上市規則第17.50A(1)條予以披露之資料。

購買、出售或贖回本公司的上市證券

於截至二零二零年十二月三十一日止九個月，本公司或任何其附屬公司概無購買、出售或贖回任何本公司的上市證券。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (ii) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

董事及主要行政人員於本公司股份、相關股份及債權證的權益及淡倉

於二零二零年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見《證券及期貨條例》（「《證券及期貨條例》」）第XV部）股份、相關股份及債權證中擁有(i)根據《證券及期貨條例》第XV部第7和8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文視為或當作擁有的權益及淡倉），或(ii)須登記於根據《證券及期貨條例》第352條存置的登記冊；或(iii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉將如下：

Name	Capacity/ Nature of Interest	Number of Shares/ underlying Shares held/ interested 所持／擁有 權益股份／ 相關股份數目	Long/short position ⁽⁵⁾	Approximate percentage of shareholding of the Company 於本公司的 持股概約百分比 (%)
姓名	身份／權益性質		好倉／淡倉 ⁽⁵⁾	
Mr. Luk Kam Ming ("Mr. KM Luk") ⁽¹⁾ 陸鑑明先生(「陸鑑明先生」) ⁽¹⁾	Beneficial owner; Interest of spouse 實益擁有人；配偶權益	157,000,000	L	39.25
Mr. Luk Kwai Lung ("Mr. KL Luk") ⁽²⁾ 陸季農先生(「陸季農先生」) ⁽²⁾	Interest in a controlled corporation 受控法團權益	138,000,000	L	34.50
Mr. Luk Yin Cheung ("Mr. YC Luk") ⁽²⁾⁽³⁾ 陸彥彰先生(「陸彥彰先生」) ⁽²⁾⁽³⁾	Interest in a controlled corporation; Interest of spouse 受控法團權益；配偶權益	138,600,000	L	34.65
Mr. Chan Chak Lun Philip ("Mr. CL Chan") ⁽⁴⁾ 陳澤麟先生(「陳澤麟先生」) ⁽⁴⁾	Beneficial owner 實益擁有人	4,000,000	L	1.00

Notes:

- (1) Mr. KM Luk directly holds 100,000,000 shares (“**Shares**”). Since Mr. KM Luk is the spouse of Ms. Leung Kwok Yee (“**Madam Leung**”), Mr. KM Luk is deemed to be interested in all the Shares in which Madam Leung is interested or deemed to be interested under the SFO, which is 57,000,000 Shares.
- (2) Each of Mr. KL Luk and Mr. YC Luk owns one common share in KML Holdings Limited (“**KML Holdings**”), representing 50% of the issued share capital of KML Holdings carrying voting rights. Mr. KL Luk and Mr. YC Luk are deemed to be interested in all Shares in which KML Holdings is interested or deemed to be interested under the SFO, which is 138,000,000 Shares.
- (3) Since Mr. YC Luk is the spouse of Ms. Woo Siu Wai (“**Madam Woo**”), Mr. YC Luk is deemed to be interest in all the Shares in which Madam Woo is interested or deemed to be interested under the SFO, which is 600,000 Shares.
- (4) Mr. CL Chan directly holds 2,000,000 Shares and was interested as a grantee of options to subscribe for up to 2,000,000 Shares under the share option scheme (announced on 2 January 2020).
- (5) The Letter “L” denotes the entity/person’s long position in the Shares.

附註：

- (1) 陸鑑明先生直接擁有100,000,000股股份（「**股份**」）。由於陸鑑明先生為梁楓儀女士（「**梁女士**」）的配偶，故陸鑑明先生被視為為梁女士擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份（即57,000,000股股份）中擁有權益。
- (2) 陸季農先生及陸彥彰先生各自擁有一股KML Holdings Limited（「**KML Holdings**」）普通股（佔KML Holdings附帶投票權之已發行股本的50%）。陸季農先生及陸彥彰先生於KML Holdings擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份（即138,000,000股股份）中擁有權益。
- (3) 由於陸彥彰先生為胡勁卉女士（「**胡女士**」）的配偶，陸彥彰先生被視為為胡女士擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份（即600,000股股份）中擁有權益。
- (4) 陳澤麟先生直接擁有2,000,000股股份並以購股權承授人身份擁有權益，可根據購股權計劃（於二零二零年一月二日公佈）認購最多2,000,000股股份。
- (5) 字母「L」表示該實體／個人於股份之好倉。

Save as disclosed above, as at 31 December 2020, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於二零二零年十二月三十一日，概無董事或本公司主要行政人員於本公司或其相關法團（定義見《證券及期貨條例》第XV部）的股份、相關股份或債權證中擁有或被視作擁有任何根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文彼等被當作或視作擁有的權益及淡倉）、或須登記於根據《證券及期貨條例》第352條存置的登記冊內的權益或淡倉、或根據GEM上市規則第5.46至5.67條須知會本公司和聯交所的權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

As at 31 December 2020, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

於二零二零年十二月三十一日，就董事所深知，以下人士（並非董事或本公司主要行政人員）於本公司股份或相關股份擁有根據《證券及期貨條例》第336條須存置的登記冊所記載根據《證券及期貨條例》第XV部第2及3分部條文須向本公司披露的權益或淡倉：

Name	Capacity/ Nature of Interest	Number of Shares/ underlying Shares held/ interested	Long/short position ⁽⁵⁾	Approximate percentage of shareholding of the Company
姓名／名稱	身份／權益性質	所持／擁有 權益股份／ 相關股份數目	好倉／淡倉 ⁽⁵⁾	於本公司的 股權概約百分比 (%)
KML Holdings ⁽¹⁾	Beneficial owner 實益擁有人	138,000,000	L	34.50
Madam Leung ⁽²⁾ 梁女士 ⁽²⁾	Beneficial owner; Interest of spouse 實益擁有人；配偶權益	157,000,000	L	39.25
Ms. Chan Patricia ⁽³⁾ 陳珮筠女士 ⁽³⁾	Interest of spouse 配偶權益	138,000,000	L	34.50
Madam Woo ⁽⁴⁾ 胡女士 ⁽⁴⁾	Beneficial owner; Interest of spouse 實益擁有人；配偶權益	138,600,000	L	34.65

Notes:

- (1) Each of Mr. KL Luk and Mr. YC Luk owns one common share in KML Holdings, representing 50% of the issued share capital of KML Holdings carrying voting rights. Mr. KL Luk and Mr. YC Luk also own approximately 50% and approximately 50%, respectively, of the issued preferred shares in KML Holdings which do not carry voting rights but only rights to dividends.
- (2) Madam Leung is the spouse of Mr. KM Luk. By virtue of the SFO, Madam Leung is deemed to be interested in all the Shares in which Mr. KM Luk is interested or deemed to be interested under the SFO, and vice versa.
- (3) Ms. Chan Patricia is the spouse of Mr. KL Luk. By virtue of the SFO, Ms. Chan Patricia is deemed to be interested in all the Shares in which Mr. KL Luk is interested or deemed to be interested under the SFO.
- (4) Madam Woo is the spouse of Mr. YC Luk. By virtue of the SFO, Madam Woo is deemed to be interested in all the Shares in which Mr. YC Luk is interested or deemed to be interested under the SFO, which is 138,000,000 Shares. Madam Woo directly holds 300,000 Shares and was interested as a grantee of options to subscribe for up to 300,000 Shares under the share option scheme (announced on 2 January 2020)
- (5) The Letter "L" denotes the entity/person's long position in the Shares.

Save as disclosed above, as at 31 December 2020, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

附註：

- (1) 陸季農先生及陸彥彰先生各自擁有KML Holdings一股普通股，佔KML Holdings附帶投票權的已發行股本50%。陸季農先生及陸彥彰先生亦分別擁有KML Holdings已發行優先股（並無附帶投票權但僅有收取股息的權利）約50%及約50%。
- (2) 梁女士為陸鑑明先生的配偶。根據《證券及期貨條例》，梁女士被視為於陸鑑明先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益，反之亦然。
- (3) 陳珮筠女士為陸季農先生的配偶。根據《證券及期貨條例》，陳珮筠女士被視為於陸季農先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益。
- (4) 胡女士為陸彥彰先生的配偶。根據《證券及期貨條例》，胡女士被視為於陸彥彰先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份（即138,000,000股股份）中擁有權益。胡女士直接持有300,000股股份並以購股權承授人身份擁有權益，可根據購股權計劃（於二零二零年一月二日公佈）認購最多300,000股股份。
- (5) 字母「L」表示該實體／個人於股份之好倉。

除上文所披露者外，於二零二零年十二月三十一日，董事並不知悉任何人士（並非董事或本公司主要行政人員）於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須披露，或根據《證券及期貨條例》第336條須記入該條所述登記冊內的權益或淡倉。

SHARE OPTION SCHEME

In order to recognise and acknowledge the contributions that the directors and employees of the Group have made or may make to the Group, the Company approved and adopted the share option scheme pursuant to the written resolutions of the Shareholders passed on 20 September 2017 (the “**Share Option Scheme**”).

- (i) The Board may, at its absolute discretion and on such terms as it may think fit, grant an option to subscribe any director or employee of the Group, from time to time on the basis of his/her contribution or potential contribution to the development and growth of the Group.
- (ii) The maximum number of Shares in respect of which options may be granted under the Share Option Scheme must not in aggregate exceed 40,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of approval of the Share Option Scheme.
- (iii) The total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme, in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of options in excess of such limit must be separately approved by Shareholders in general meeting with such grantee and his/her close associates abstaining from voting.
- (iv) An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.
- (v) An offer for the grant of options must be accepted within three business days from the date of offer. The amount payable by the eligible persons of an option to the Company on acceptance of the offer for the grant of an option is HK\$10.

購股權計劃

為嘉許及表揚已經或可能對本集團作出的貢獻的董事及僱員，本公司已根據股東於二零一七年九月二十日通過的書面決議案批准及採納購股權計劃（「**購股權計劃**」）。

- (i) 董事會可全權酌情及按照其可能認為合適的相關條款，基於其對本集團的發展及成長所作出之貢獻或潛在貢獻不時向本集團的任何董事或僱員授出購股權。
- (ii) 根據購股權計劃可能授出之購股權可認購之股份最大數目合計不得超過40,000,000股股份，佔於購股權計劃獲批日期已發行股份總數的10%。
- (iii) 直至授出日期止任何12個月期間，因根據購股權計劃授予任何參與者的購股權（包括已行使及尚未行使的購股權）獲行使而已發行及將發行的股份總數不得超過已發行股份的1%。額外授出任何超過該上限的購股權須經股東於股東大會上另行批准，且該承授人及其緊密聯繫人須放棄投票。
- (iv) 承授人可於董事會可能釐定的期間，隨時根據購股權計劃的條款行使購股權，惟有關期間不得超過由授出日期起計10年，並受有關提前終止條文所規限。
- (v) 授出購股權的要約須於要約日期起三個營業日內接納。購股權的合資格人士須於接納要約時就獲授的一份購股權向本公司支付10港元。

- (vi) The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to an eligible person and shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.
- (vii) The Share Option Scheme will remain in force for a period of 10 years commencing on the date of listing and shall expire at the close of business on the business day immediately preceding the 10th anniversary thereof unless terminated earlier by the Shareholders in a general meeting.

On 2 January 2020, the Company granted 9,800,000 share options ("**Options**") to certain eligible participants (the "**Grantee(s)**"), subject to acceptance by the Grantees, to subscribe for Shares with nominal value of HK\$0.01 each of the Company under the Share Option Scheme. Among the Options granted, 2,000,000 Options were granted to a Director, 700,000 Options were granted to a director of a subsidiary of the Company and 300,000 Options were granted to an associate to a Director.

- (vi) 根據購股權計劃授出的任何一份特別購股權的股份認購價將為由董事會全權釐定並通知合資格人士的價格，且不得低於下列各項中的最高者：(i)聯交所每日報價表所報股份於授出購股權當日(須為營業日)的收市價；(ii)聯交所每日報價表所報股份於緊接授出購股權當日前五個營業日的平均收市價；及(iii)股份於授出購股權當日的面值。
- (vii) 購股權計劃將於上市日期起計10年內有效，除非在股東大會上遭股東提早終止，否則於緊接購股權計劃滿十週年前一個營業日的營業時間結束時屆滿。

於二零二零年一月二日，本公司根據購股權計劃向若干合資格參與者(「**承授人**」)授出9,800,000股購股權(「**購股權**」)，以認購本公司股本中每股面值0.01港元之股份，惟尚待承授人接納，方可作實。在授出的購股權當中，2,000,000股購股權授予一名董事、700,000股購股權授予本公司附屬公司的一名董事及300,000股購股權授予一名董事的聯繫人。

The estimated fair values of the above 9,800,000 Options granted was approximately HK\$1,057,000, which was calculated by using the binomial option pricing model based on following inputs. The values of the Options are subject to certain fundamental limitations, including the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself. The expected volatility was determined with reference to the historical daily volatilities of the Share price of the Company. The risk-free rate was determined with reference to the prevailing rates on debt securities as reference from Thomson Reuters.

上述已授出的9,800,000股購股權的估計公允價值約為1,057,000港元，乃根據以下數據採用二項式期權定價模式計算。購股權價值之準確性乃受制於若干因素，當中包括為預測未來表現而作的多項假設所涉及之主觀性質及不明朗因素，以及計算模式的內在限制。預期波幅乃參考本公司股價以往之每日波幅釐定。無風險利率乃參考湯森路透社所示債務證券之現行利率釐定。

Date of grant

授出日期

2 January 2020

二零二零年一月二日

Share price at grant date

於授出日期的股份價格

HK\$0.250

0.250港元

Exercise price

行使價

HK\$0.259

0.259港元

Expected volatility

預期波幅

54.96%

54.96%

Expected life

預期年期

5 years from the date of grant

自授出日期起計五年

Risk-free rate

無風險利率

2.056%

2.056%

Expected dividend yield

預期股息率

0%

0%

Exercise multiple

行使倍數

2.x

2.x

Details regarding the number of Options, date of grant, vesting period, exercise period and exercise price of the Options granted under the Share Option Scheme are set out below:

有關根據購股權計劃授出購股權之購股權數目、授出日期、歸屬期、行使期及行使價之詳情載列如下：

Name of participants	Date of Options granted	Total number of Options granted 已授出購股權 數目總數	Number of Options granted 已授出 購股權數目	Vesting period	Exercise period	Exercise price of Options HK\$ per share 港元/股	Closing price immediately before date of grant 緊接授出日期 前之收市價 HK\$ per share 港元/股
參與者姓名	授出購股權日期			歸屬期	行使期		
Mr. CL Chan (Director and chief executive officer) 陳澤麟先生 (董事兼行政總裁)	2 January 2020 二零二零年一月二日	2,000,000	2,000,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Ms. Wai Hang Ying Helen (Director of KML Engineering) 衛杏英女士 (高明科技工程的董事)	2 January 2020 二零二零年一月二日	700,000	700,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Madam Woo (Company Secretary) 胡女士 (公司秘書)	2 January 2020 二零二零年一月二日	300,000	300,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Employees 僱員	2 January 2020 二零二零年一月二日	6,800,000	3,500,000	2 January 2020 to 30 June 2020 二零二零年一月二日至 二零二零年六月三十日	1 July 2020 to 1 January 2025 二零二零年七月一日至 二零二五年一月一日	0.259	0.25
			3,300,000	2 January 2020 to 1 January 2021 二零二零年一月二日至 二零二一年一月一日	2 January 2021 to 1 January 2025 二零二一年一月二日至 二零二五年一月一日	0.259	0.25
Total 總計		9,800,000					

Details of the movements of Options granted, exercised or cancelled/lapsed during the nine months ended 31 December 2020 and still outstanding as at 31 December 2020 are as follows:

於截至二零二零年十二月三十一日止九個月內已授出、已行使或已註銷/已失效及於二零二零年十二月三十一日尚未行使之購股權變動詳情如下：

Name of participants 參與者姓名	Outstanding as at 1 October 2020 於二零二零年 十月一日 尚未行使	Number of Options granted 已授出 購股權數目	Number of Options exercised 已行使 購股權數目	Number of Options cancelled 已註銷 購股權數目	Number of Options lapsed 已失效 購股權數目	Outstanding as at 31 December 2020 於二零二零年 十二月三十一日 尚未行使
	Mr. CL Chan (Director and chief executive officer) 陳澤麟先生 (董事兼行政總裁)	2,000,000	-	-	-	-
Ms. Wai Hang Ying Helen (Director of KML Engineering) 衛杏英女士 (高明科技工程的董事)	700,000	-	-	-	-	700,000
Madam Woo (Company Secretary) 胡女士 (公司秘書)	300,000	-	-	-	-	300,000
Employees 僱員	6,800,000	-	-	-	-	6,800,000
Total 總計	9,800,000	-	-	-	-	9,800,000

SHARE AWARD SCHEME

The Company adopted a share award scheme (the “Share Award Scheme”) on 5 November 2018 (the “Adoption Date”). Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of 15 years commencing on the Adoption Date.

On 29 June 2020 and 6 July 2020, 800,000 and 1,750,000 awarded shares were granted to employees of KML Engineering respectively. The 2,550,000 awarded shares granted represent approximately 0.6% of the total number of Shares in issue as at the Date of this Report.

股份獎勵計劃

本公司於二零一八年十一月五日(「採納日期」)採納一項股份獎勵計劃(「股份獎勵計劃」)。股份獎勵計劃自採納日期起生效，有效期為十五年，董事會可決定提前終止。

於二零二零年六月二十九日及二零二零年七月六日，800,000股及1,750,000股獎勵股份分別授予高明科技工程的僱員。授出的2,550,000股獎勵股份佔本報告日期已發行股份總數約0.6%。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the nine months ended 31 December 2020 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

For the nine months ended 31 December 2020, none of the Directors, controlling Shareholders or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

On behalf of the Board
KML Technology Group Limited
Luk Kam Ming
Chairman and Executive Director

Hong Kong, 3 February 2021

As at the Date of this Report, the executive Directors are Mr. LUK Kam Ming, Mr. CHAN Chak Lun Philip, Mr. LUK Kwai Lung and Mr. LUK Yin Cheung; and the independent non-executive Directors are Mr. LAU On Kwok, Mr. LAW Wing Chi Stephen and Dr. TSE Chi Kong.

董事收購股份或債權證的權利

於截至二零二零年十二月三十一日止九個月內任何時間，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法團的股份或債權證而獲得利益，且董事或其任何配偶或未滿18歲子女概無獲授予任何認購本公司或任何其他法團的權益或債務證券的權利或已經行使任何該權利。


董事及控股股東於競爭業務的權益

截至二零二零年十二月三十一日止九個月，概無董事、控股股東或彼等各自的聯繫人從事與本集團業務直接或間接競爭或可能競爭的任何業務或於該等業務中擁有任何權益。

承董事會命
高萌科技集團有限公司
陸鑑明
主席兼執行董事

香港，二零二一年二月三日

於本報告日期，執行董事為陸鑑明先生、陳澤麟先生、陸季農先生及陸彥彰先生；及獨立非執行董事為劉安國先生、羅永志先生及謝智剛博士。



高萌·科技

KML Technology Group Limited

高萌科技集團有限公司