



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 **2021**  
第三季度報告

## 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](http://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」）願就本報告的資料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](http://www.kml.com.hk)。

## CONTENTS

### 目錄

	Page 頁次
Corporate Information 公司資料	3
Financial Highlights 財務摘要	5
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表	6
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	7
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	8
Management Discussion and Analysis 管理層討論及分析	15
Corporate Governance and Other Information 企業管治及其他資料	22

## 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  
Registered Public Interest Entity Auditor  
27/F, One Taikoo Place  
979 King's Road, Quarry Bay  
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 BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
DBS Bank (Hong Kong) Limited

## COMPANY'S WEBSITE

[www.kml.com.hk](http://www.kml.com.hk)

## STOCK CODE

8065

## 核數師

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師  
香港  
鰂魚涌英皇道979號  
太古坊一座27樓

## 註冊辦事處

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

## 香港股份登記處

卓佳證券登記有限公司  
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  
星展銀行(香港)有限公司

## 公司網站

[www.kml.com.hk](http://www.kml.com.hk)

## 股份代號

8065

## FINANCIAL HIGHLIGHTS

Revenue of the Group for the nine months ended 31 December 2021 amounted to approximately Hong Kong dollars (“**HK\$**”) 129.8 million, representing a decrease of approximately HK\$46.3 million or approximately 26.3% as compared with the revenue of approximately HK\$176.1 million for the nine months ended 31 December 2020.

Gross profit of the Group for the nine months ended 31 December 2021 amounted to approximately HK\$36.9 million (2020: approximately HK\$49.1 million).

The net profit of the Group for the nine months ended 31 December 2021 amounted to approximately HK\$4.7 million (2020: approximately HK\$26.2 million).

The board of Directors (the “**Board**”) does not recommend a payment of an interim dividend for the nine months ended 31 December 2021 (2020: Nil).

## 財務摘要

本集團截至二零二一年十二月三十一日止九個月的收益約為129.8百萬港元（「港元」），較截至二零二零年十二月三十一日止九個月的收益約176.1百萬港元減少約46.3百萬港元或約26.3%。

本集團截至二零二一年十二月三十一日止九個月的毛利約為36.9百萬港元（二零二零年：約49.1百萬港元）。

本集團截至二零二一年十二月三十一日止九個月的純利約為4.7百萬港元（二零二零年：約26.2百萬港元）。

董事會（「**董事會**」）不建議就截至二零二一年十二月三十一日止九個月派付中期股息（二零二零年：無）。

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

For the nine months ended 31 December 2021

## 簡明綜合損益及其他全面收益表

截至二零二一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		
		2021	2020	
		二零二一年	二零二零年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	4	129,775	176,053
Cost of sales	銷售成本		<b>(92,881)</b>	(126,983)
Gross profit	毛利		<b>36,894</b>	49,070
Other income	其他收入		490	12,783
Other gains and loss, net	其他收益及虧損淨額		338	236
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		<b>(65)</b>	(90)
Administrative expenses	行政開支		<b>(31,706)</b>	(32,327)
Finance costs	融資成本	5	<b>(148)</b>	(218)
Profit before tax	除稅前溢利		<b>5,803</b>	29,454
Income tax expense	所得稅開支	6	<b>(1,127)</b>	(3,226)
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		<b>4,676</b>	26,228
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	8		
Basic	基本		<b>HK1.18 cents</b>	HK6.62 cents
			<b>1.18港仙</b>	6.62港仙
Diluted	攤薄		<b>HK1.17 cents</b>	HK6.61 cents
			<b>1.17港仙</b>	6.61港仙

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2021

# 簡明綜合權益變動表

截至二零二一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	Share premium	Shares held under the share award scheme	Share-based payment reserves	Other Reserves	Accumulated profits	Total equity
		股本	股份溢價	股份獎勵計劃下持有的股份	以股份為基礎付款儲備	其他儲備	累積溢利	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
						(Note) (附註)		
<b>Nine months ended 31 December 2021</b>	<b>截至二零二一年十二月三十一日止九個月</b>							
At 31 March 2021 and 1 April 2021 (audited)	於二零二一年三月三十一日及二零二一年四月一日(經審核)	4,025	40,507	(825)	920	14,791	132,393	191,811
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	4,676	4,676
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	57	-	-	57
Equity-settled share award arrangements	權益結算股份獎勵安排	-	-	-	415	-	-	415
Vesting of shares under share award scheme	根據股份獎勵計劃歸屬股份	-	-	125	(125)	-	-	-
Forfeiture of share options	喪失購股權	-	-	-	(143)	-	143	-
Dividend paid	已付股息	-	(10,909)	-	-	-	-	(10,909)
At 31 December 2021 (unaudited)	於二零二一年十二月三十一日(未經審核)	4,025	29,598	(700)	1,124	14,791	137,212	186,050
<b>Nine months ended 31 December 2020</b>	<b>截至二零二零年十二月三十一日止九個月</b>							
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)	4,000	47,552	(858)	305	14,791	100,396	166,186
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	26,228	26,228
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	639	-	-	639
Purchases of shares for the share award scheme	購買股份獎勵計劃中的股份	-	-	(142)	-	-	-	(142)
Equity-settled share award arrangements	權益結算股份獎勵安排	-	-	-	298	-	-	298
Vesting of shares under share award scheme	根據股份獎勵計劃歸屬股份	-	-	176	(176)	-	-	-
Dividend paid	已付股息	-	-	-	-	-	(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)	1,066	14,791	118,693	185,278

Note: The Group's other reserves mainly represent the difference between the nominal values 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.

附註：本集團之其他儲備主要指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。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2021

## 簡明綜合財務報表附註

截至二零二一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 mechanical and electrical ("**M&E**") 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械與電氣(「**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 2021 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 2021.

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. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current period of the Group. These new and revised HKFRSs have no significant impact on the results or the financial position of the Group for the current and previous accounting periods. The Group has not applied any new standards or interpretation that is not yet effective for the period.

## 2. 編製基準

截至二零二一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，並應與本集團截至二零二一年三月三十一日止年度的年度財務報表一併閱讀。

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. 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈若干於本集團本期間首次生效或可供提早採納之新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則對本集團本期間及過往會計期間的業績或財務狀況並無重大影響。本集團並無應用於期內尚未生效之任何新訂準則或詮釋。

#### 4. REVENUE AND SEGMENTAL INFORMATION

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

Revenue from contracts with customers:	來自客戶合約的收益：
Transportation Mission Critical System Solutions	交通關鍵系統解決方案
Mobile Ticketing and Digital Payment Solutions and Services	流動票務及數碼支付解決方案及服務
Digital Fabrication and Maintenance Services	數碼裝配及保養服務
M&E Technology Solutions and Engineering Services	機電技術解決方案及工程服務
Sales of Products, Parts and Components	銷售產品、零件及部件

#### Segment information

The Group's revenue during both periods was derived from:

(i) *Transportation Mission Critical System Solutions*

Provide our customers with a complete and convenient one-stop solution, which reduces their operations and management costs and mitigates the incompatibility risks of different transportation systems.

#### 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	
2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
<b>24,219</b>	34,089
<b>21,338</b>	30,782
<b>26,417</b>	32,641
<b>54,095</b>	74,332
<b>3,706</b>	4,209
<b>129,775</b>	176,053

#### 分部資料

於兩個期間內，本集團的收益來自：

(i) *交通關鍵系統解決方案*

向客戶提供完整便利的一站式解決方案，縮減營運及管理成本及減低不同交通系統的不兼容風險。

#### 4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

##### Segment information (Continued)

(ii) *Mobile Ticketing and Digital Payment Solutions and Services*

Provision of mobile ticketing and digital payment solution in adoption of multiple ePayment including quick response code (QR Code), credit cards, octopus and account-based ticketing and fare collection enabled by credit cards or mobile Apps conforming to the EMV specifications.

(iii) *Digital Fabrication and Maintenance Services*

Provision of computerised and advanced maintenance support services for various systems, terminals and equipment, including the replacement of parts/components, equipment upgrading and/or improvement modification.

(iv) *M&E Technology Solutions and Engineering Services*

Provision of M&E engineering systems such as railway station M&E engineering services and architectural works, train-borne systems provisions, trackside and depot M&E works and different kinds of renovation works.

(v) *Sales of Products, Parts and Components*

Provision of parts and components and customises certain products according to customers' requirements.

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.

#### 4. 收益及分部資料(續)

##### 分部資料(續)

(ii) *流動票務及數碼支付解決方案及服務*

採用多種電子支付方式以提供流動票務及數碼支付解決方案，包括快速響應碼(二維碼)、信用卡、八達通及符合EMV標準的信用卡或移動應用程式使用的以賬戶為基礎的票務及收費系統。

(iii) *數碼裝配及保養服務*

為各種不同系統、終端及設備提供電腦化及先進的保養支援服務，包括更換零件／部件、設備升級及／或改良修改。

(iv) *機電技術解決方案及工程服務*

提供機電工程系統，例如鐵路車站機電工程服務及建築工程、車攜系統設施、軌道旁及車廠機電工程，以及不同種類的翻新工程。

(v) *銷售產品、零件及部件*

提供零件及部件，以及根據客戶要求客製化若干產品。

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. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on lease liabilities 租賃負債之利息

## 6. 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% (2020: 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. The first HK\$2,000,000 of assessable profits of this subsidiary are taxed at 8.25% (2020: 8.25%) and the remaining assessable profits are taxed at 16.5% (2020: 16.5%).

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.

## 5. 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	
2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
<b>148</b>	218

## 6. 所得稅開支

Nine months ended 31 December	
截至十二月三十一日止九個月	
2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
<b>808</b>	2,668
<b>319</b>	558
<b>1,127</b>	3,226

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% (二零二零年：16.5%) 的稅率計提撥備，惟本集團旗下一間附屬公司符合兩級利得稅稅率制度除外。該附屬公司首2,000,000港元的應課稅溢利按8.25%的稅率徵稅 (二零二零年：8.25%)，其餘應課稅溢利稅率為16.5% (二零二零年：16.5%)。

根據於開曼群島及英屬處女群島的規則及規例，本集團於該等司法權區無須繳納任何所得稅。

## 7. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2021.

## 8. 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 2021 is based on the profit for the period attributable to owners of the Company of HK\$4,676,000 (2020: HK\$26,228,000), and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme during the period of 396,872,000 (2020: 396,211,000).

The calculation of the diluted earnings per share amounts for the nine months ended 31 December 2021 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 2,687,000 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. 股息

董事會不建議就截至二零二一年十二月三十一日止九個月派付任何股息。

## 8. 本公司普通股權益持有人應佔每股盈利

截至二零二一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4,676,000港元(二零二零年：26,228,000港元)，以及期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396,872,000股(二零二零年：396,211,000股)計算。

截至二零二一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2,687,000股普通股加權平均數計算。

## 9. RELATED PARTY TRANSACTIONS

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

Purchase of materials from Logistic Industrial Supply Company Limited (“ <b>Logistic Industrial</b> ”) (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. Luk Kam Ming (“**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.

## 9. 關聯方交易

本集團與其關聯方訂立下列交易：

<b>Nine months ended</b>	
<b>31 December</b>	
截至十二月三十一日止九個月	
<b>2021</b>	2020
二零二一年	二零二零年
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>(Unaudited)</b>	(Unaudited)
(未經審核)	(未經審核)
<b>8</b>	7
<b>4,212</b>	4,168

附註：

- (a) 洛士工業為陸鑑明先生 (「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。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

### 業務回顧

#### Overview

#### 概覽

The Group has been providing mechanical and electrical (“**M&E**”) engineering solutions and services in Hong Kong for over 40 years. We are diversifying our businesses and comprise mainly the provision of (i) transportation mission critical system solutions; (ii) mobile ticketing and digital payment solutions and services; (iii) digital fabrication and maintenance services; (iv) M&E technology solutions and engineering services; and (v) sales of products, 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 7 x 24 maintenance support.

本集團於香港提供機械與電氣(「機電」)工程解決方案和服務逾四十年。我們的業務多元化，主要包括提供(i)交通關鍵系統解決方案；(ii)流動票務及數碼支付解決方案及服務；(iii)數碼裝配及保養服務；(iv)機電技術解決方案及工程服務；及(v)銷售產品、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、測試及調試以及全天候維護支援的全面解決方案及服務。

During the nine months ended 31 December 2021, the Group has submitted 288 tenders and quotations to our customers (2020: 272 tenders and quotations) with 95 contracts being awarded (2020: 107 contracts). As at 31 December 2021, the Group had outstanding contracts in hand value at approximately HK\$542.2 million (2020: approximately HK\$323.2 million) including approximately HK\$275.2 million (2020: approximately HK\$64.7 million) were awarded during the nine months ended 31 December 2021.

於截至二零二一年十二月三十一日止九個月，本集團已向客戶提交288項投標及報價(二零二零年：272項投標及報價)，獲授95份合約(二零二零年：107份合約)。於二零二一年十二月三十一日，本集團手頭未完成的合約價值約為542.2百萬港元(二零二零年：約323.2百萬港元)，其中約275.2百萬港元(二零二零年：約64.7百萬港元)於截至二零二一年十二月三十一日止九個月獲授。

#### Transportation Mission Critical System Solutions

#### 交通關鍵系統解決方案

The Group possesses technologies and know-how in the Hong Kong Transportation Mission Critical System Solutions market and have strong system integration capabilities. Our comprehensive offerings enable us to provide our customers with a complete and convenient one-stop solution, which reduces their operations and management costs and mitigates the incompatibility risks of different transportation systems. The Group has extensive experience to the works in relation to the railway signalling, communication and control system and platform screen door (PSD) system.

本集團具備香港交通關鍵系統解決方案市場上的技術及專業知識及擁有強大的系統集成能力，使我們能夠向客戶提供完整便利的一站式解決方案，縮減營運及管理成本及減低不同交通系統的不兼容風險。本集團於軌道信號、通訊及控制系統及月台幕門(月台幕門)系統多方面擁有豐富經驗。



For the nine months ended 31 December 2021, revenue generated from this segment amounted to approximately HK\$24.2 million (2020: approximately HK\$34.1 million). The major projects in progress during the nine months ended 31 December 2021 included:

- provision of platform gap light-emitting diode (LED) flashing lights system for certain railway lines
- provision of pedestrian warning system at some hotspot locations
- improvement of the signalling power supply network's reliability of a railway line
- provision of installation service for signalling system at a railway line
- provision of installation service for the train intelligent detection system at a railway line

As at 31 December 2021, the total value of outstanding contracts of this segment amounted to approximately HK\$50.7 million, including a new major project of provision of optical fibre network between various railway stations which amounted to approximately HK\$17.7 million.

### **Mobile Ticketing and Digital Payment Solutions and Services**

This segment offers mobile ticketing and digital payment solutions and services to different sectors in Hong Kong and overseas. The Group's capabilities in payment solution adoption of quick response code ("QR Code"), credit cards, octopus, multiple ePayment including QR Code and account-based ticketing and fare collection system enabled by credit cards or mobile Apps conforming to the EMV specifications have provided us with increasing numbers of business opportunities as digital payment and mobile ticketing have been penetrating to our everyday activities. The major projects in progress during the nine months ended 31 December 2021 included:

截至二零二一年十二月三十一日止九個月，該分部產生的收益約為24.2百萬港元(二零二零年：約34.1百萬港元)。於截至二零二一年十二月三十一日止九個月，進行中的主要項目包括：

- 為若干鐵路線提供月台踏板發光二極體(LED)閃燈系統
- 為一些熱點位置提供行人警報系統
- 改善一條鐵路線的信號供電網絡的可靠性
- 為一條鐵路線提供信號系統的安裝服務
- 為一條鐵路線提供列車智能檢測系統的安裝服務

於二零二一年十二月三十一日，該分部的未完成合約總值約為50.7百萬港元，包括提供多個鐵路車站之間光纖網絡的一個新主要項目，金額約為17.7百萬港元。

### **流動票務及數碼支付解決方案及服務**

該分部為香港及海外不同行業提供流動票務及數碼支付解決方案及服務。隨著數碼支付及流動票務滲透於我們的日常活動，本集團採用支付解決方案包括快速響應碼(「二維碼」)、信用卡、八達通、多種電子支付方式包括二維碼及符合EMV標準的信用卡或移動應用程式使用的以賬戶為基礎的票務及收費系統的能力，為我們提供更多商機。截至二零二一年十二月三十一日止九個月進行中的主要項目包括：

- replacement and upgrading of automatic fare collection (“AFC”) gates and ticket issuing machines for various railway lines
- supply and installation of lane equipment for ePayment system for the Cross Harbour Tunnel
- supply of AFC equipment for Taoyuan Airport MRT
- application of QR Code for Travel on MTR

For the nine months ended 31 December 2021, revenue generated from this segment amounted to approximately HK\$21.3 million (2020: approximately HK\$30.8 million). As at 31 December 2021, the total value of outstanding contracts of this segment amounted to approximately HK\$158.8 million, including a new major project of upgrading of AFC gates for a railway line which amounted to approximately HK\$34.9 million.

### Digital Fabrication and Maintenance Services

This segment mainly offers computerised and advanced maintenance support services for various systems, terminals and equipment, including the replacement of parts/components, equipment upgrading or improvement modification, provision of upgrade and/or replacement services for both hardware and/or software, testing, and provision of routine preventive, corrective and workshop maintenance services. During the reporting period, the major maintenance projects included:

- maintenance of trackside signalling equipment for a high-speed railway line
- maintenance and enhancement of AFC equipment and security systems at various railway lines
- maintenance of various access control equipment and carpark system at different premises of a major bank in Hong Kong

- 更換及升級多條鐵路線的自動收費（「自動收費」）設備（閘機及售票機）
- 供應及安裝海底隧道的電子支付系統收費設備通道
- 為桃園機場捷運提供自動收費設備
- 港鐵出行應用二維碼

截至二零二一年十二月三十一日止九個月，該分部產生的收益約為21.3百萬港元（二零二零年：約30.8百萬港元）。於二零二一年十二月三十一日，該分部的未完成合約總值約為158.8百萬港元，包括一個新主要項目，即升級一條鐵路線的自動收費閘機，金額約為34.9百萬港元。

### 數碼裝配及保養服務

該分部主要為各種不同系統、終端及設備提供電腦化及先進的保養支援服務，包括更換零件／部件、設備升級或改良修改、提供硬件及／或軟件升級及／或替換服務、測試，以及提供預防及矯正保養服務。於報告期間，主要保養項目包括：

- 高速鐵路線軌道旁信號設備保養項目
- 保養及改善多條鐵路線的自動收費設備及保安系統
- 為香港一家主要銀行於不同場所的多個門禁設備及停車場系統提供保養

For the nine months ended 31 December 2021, revenue generated from this segment amounted to approximately HK\$26.4 million (2020: approximately HK\$32.6 million). As at 31 December 2021, the total value of outstanding contracts of this segment amounted to approximately HK\$44.9 million.

### **M&E Technology Solutions and Engineering Services**

M&E Technology Solutions and Engineering Services continued to be the largest business segment of the Group in the reporting period in terms of revenue. Its capabilities encompass design, installation, testing and commissioning and maintenance of miscellaneous M&E engineering systems such as railway station M&E engineering services and architectural works, train-borne systems provisions, trackside and depot M&E works and different kinds of renovation works. For the nine months ended 31 December 2021, revenue generated from this segment amounted to approximately HK\$54.1 million (2020: approximately HK\$74.3 million). The major projects in progress during the reporting period included:

- replacement and modification of smoke curtains at two railway lines
- standardisation of shop signs at a railway line
- replacement of trackside advertising panels along a railway line and a railway station
- improvement of environmental control system (ECS) at various railway stations
- installation of local intrusion buzzer alarm at various railway stations

截至二零二一年十二月三十一日止九個月，該分部產生的收益約為26.4百萬港元(二零二零年：約32.6百萬港元)。於二零二一年十二月三十一日，該分部的未完成合約總值約為44.9百萬港元。

### **機電技術解決方案及工程服務**

就收益而言，於報告期間，機電技術解決方案及工程服務繼續為本集團的最大業務分部。其業務範圍涵蓋設計、安裝、測試及調試以及保養各種機電工程系統，例如鐵路車站機電工程服務及建築工程、車攜系統設施、軌道旁及車廠機電工程，以及不同種類的翻新工程。截至二零二一年十二月三十一日止九個月，該分部產生的收益約為54.1百萬港元(二零二零年：約74.3百萬港元)。於報告期間，進行之主要項目包括：

- 更換及改動兩條鐵路線的隔煙幕系統
- 標準化一條鐵路線的商店標誌
- 更換一條鐵路線沿線及一個鐵路車站軌道旁廣告牌
- 改善多個鐵路車站的環境控制系統(ECS)
- 於多個鐵路車站安裝本地入侵蜂鳴警報器

As at 31 December 2021, the total value of outstanding contracts of this segment amounted to approximately HK\$283.4 million, including (i) a new project of supply and installation of ventilation fans at various railway stations; (ii) a new project awarded in relation to the provision of design works on the electric vehicle (“EV”) charging facilities; and (iii) six additional new projects awarded in relation to the “EV-charging at Home Subsidy Scheme” (“EHSS”). EHSS is a government pilot scheme to encourage and subsidise the installation of EV charging-enabling infrastructure (“EVCEI”) in private car parks in order to support the wider use of electric private cars in Hong Kong. The Group’s role is to provide professional consultancy services for design and project management of the installation of EVCEI.

### Sales of Products, Parts and Components

The Group sources certain parts and components and sometime customises certain products to our customers according to their requirements. We primarily supply railway signalling and AFC related products, parts and components.

For the nine months ended 31 December 2021, revenue generated from this segment amounted to approximately HK\$3.7 million (2020: approximately HK\$4.2 million). As at 31 December 2021, the total value of outstanding contracts of this segment amounted to approximately HK\$4.4 million, including a new order of supply of spare parts and components for AFC equipment for Taoyuan Airport MRT which amounted to approximately HK\$3.3 million.

於二零二一年十二月三十一日，該分部的未完成合約總值約為283.4百萬港元，包括(i)一個新項目，即於多個鐵路車站供應及安裝通風扇；(ii)獲授與提供電動車(「**電動車**」)充電設施的設計工作有關的一個新項目；及(iii)獲授與「EV屋苑充電易資助計劃」(「**EV屋苑充電易資助計劃**」)有關的六個其他新項目。EV屋苑充電易資助計劃為政府先導計劃，旨在鼓勵及資助私人停車場裝設電動車充電基礎設施(「**電動車充電基礎設施**」)，以支持香港廣泛使用電動私家車。本集團的角色為就電動車充電基礎設施的安裝提供設計及項目管理的專業諮詢服務。

### 銷售產品、零件及部件

本集團根據客戶要求採購若干零件及部件，並不時為其客製化若干產品。我們主要供應與鐵路信號及自動收費相關的產品、零件及部件。

截至二零二一年十二月三十一日止九個月，該分部產生的收益約為3.7百萬港元(二零二零年：約4.2百萬港元)。於二零二一年十二月三十一日，該分部的未完成合約總值約為4.4百萬港元，包括一個新訂單，即為桃園機場捷運提供自動收費設備的零件及部件，金額約為3.3百萬港元。

## OUTLOOK

During the nine months ended 31 December 2021, the Group has submitted 288 tenders and quotations to our customers (2020: 272 tenders and quotations) with 95 contracts being awarded (2020: 107 contracts). Among the 288 tenders and quotations submitted for the nine months ended 31 December 2021, 107 tenders and quotations were in relation to EHSS. As at 31 December 2021, the Group has been awarded with a total of nine consultancy service contracts in relation to the EHSS and one contract in relation to the design of EV charging facilities from different customers. The Group will continue to explore more potential opportunities including those relating to the upgrade of power system as a result of the installation of EV chargers, in order to enhance the benefit of the shareholders of the Company. Meanwhile, the Group is expecting the issuance of installation service tenders in relation to the EHSS in the first to second quarter of year 2022.

## FINANCIAL REVIEW

### Revenue

Revenue of the Group for the nine months ended 31 December 2021 amounted to approximately HK\$129.8 million, representing a decrease of approximately HK\$46.3 million or approximately 26.3% as compared with approximately HK\$176.1 million for the nine months ended 31 December 2020. Such decrease was mainly due to (i) major work progress of significant projects were completed during the nine months ended 31 December 2020; and (ii) projects in hand at the reporting period are at their early stage that revenue recognised is not substantial.

## 展望

於截至二零二一年十二月三十一日止九個月，本集團已向客戶提交288項投標及報價（二零二零年：272項投標及報價），獲授95份合約（二零二零年：107份合約）。於截至二零二一年十二月三十一日止九個月提交的288項投標及報價中，107項投標及報價與EV屋苑充電易資助計劃有關。於二零二一年十二月三十一日，本集團已獲不同客戶授予的與EV屋苑充電易資助計劃有關的合共九份顧問服務合約以及與電動車充電設施的設計有關的一份合約。本集團將繼續探索更多潛在機會，包括因安裝電動車充電設施而升級電力系統的機會，以提高本公司股東的利益。同時，本集團預期將於二零二二年第一至第二季度發佈與EV屋苑充電易資助計劃有關的安裝服務投標書。

## 財務回顧

### 收益

本集團截至二零二一年十二月三十一日止九個月的收益約為129.8百萬港元，較截至二零二零年十二月三十一日止九個月的約176.1百萬港元減少約46.3百萬港元或約26.3%。該減少主要由於(i)截至二零二零年十二月三十一日止九個月的重大項目的主要工程進度已完成；及(ii)於報告期間的手頭項目處於初步階段，確認的收益並不重大。

## 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 decreased by approximately 26.9% from approximately HK\$127.0 million for the nine months ended 31 December 2020 to approximately HK\$92.9 million for the nine months ended 31 December 2021. The gross profit of the Group decreased by approximately 24.8% from approximately HK\$49.1 million for the nine months ended 31 December 2020 to approximately HK\$36.9 million for the nine months ended 31 December 2021. The decrease in gross profit is mainly due to the decrease of revenue as discussed above.

## Administrative Expenses

The Group's administrative expenses have decreased by 1.9% from approximately HK\$32.3 million for the nine months ended 31 December 2020 to approximately HK\$31.7 million for the nine months ended 31 December 2021.

## Profit attributable to owners of the Company

The Group recorded net profit attributable to the owners of the Company of approximately HK\$4.7 million for the nine months ended 31 December 2021 (2020: net profit approximately HK\$26.2 million). The difference is mainly due to (i) the absence of any government subsidy for the nine months ended 31 December 2021 while approximately HK\$10.7 million was received for the nine months ended 31 December 2020; and (ii) the decrease in revenue as a result of (a) more major work progress of significant projects were completed during the nine months ended 31 December 2020; and (b) projects in hand for the nine months ended 31 December 2021 are at their early stage that revenue recognised is not substantial.

## Dividend

The Board does not recommend a payment of an interim dividend for the nine months ended 31 December 2021 (2020: Nil).

## SUBSEQUENT EVENT AFTER REPORTING PERIOD

As at the date of this report (i.e. 7 February 2022) (the "Date of this Report"), there were no subsequent events after this reporting period.

## 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。銷售成本由截至二零二零年十二月三十一日止九個月約127.0百萬港元減少約26.9%至截至二零二一年十二月三十一日止九個月約92.9百萬港元。本集團毛利由截至二零二零年十二月三十一日止九個月約49.1百萬港元減少約24.8%至截至二零二一年十二月三十一日止九個月約36.9百萬港元。毛利減少主要由於上文所討論收益減少。

## 行政開支

本集團行政開支由截至二零二零年十二月三十一日止九個月約32.3百萬港元減少1.9%至截至二零二一年十二月三十一日止九個月約31.7百萬港元。

## 本公司擁有人應佔溢利

截至二零二一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4.7百萬港元(二零二零年：純利約26.2百萬港元)。該差別主要由於(i)於截至二零二一年十二月三十一日止九個月並無任何政府補貼，而於截至二零二零年十二月三十一日止九個月收到約10.7百萬港元；及(ii)收益減少基於(a)於截至二零二零年十二月三十一日止九個月的較多重大項目的主要工程進度已完成；及(b)於截至二零二一年十二月三十一日止九個月的手頭項目處於初步階段，確認的收益並不重大。

## 股息

董事會不建議就截至二零二一年十二月三十一日止九個月派付中期股息(二零二零年：無)。

## 報告期後事項

於本報告日期(即二零二二年二月七日)〔「本報告日期」〕，概無本報告期後事項。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 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 2021, 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 Director has confirmed that he has complied with the required standard of dealings during the nine months ended 31 December 2021.

### 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 2021 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 2021 comply with the applicable accounting standards and that adequate disclosures have been made.

## 企業管治及其他資料

### 企業管治常規

本公司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。截至二零二一年十二月三十一日止九個月，本公司已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條所規定的交易必守標準作為其自身於本公司證券交易中董事證券交易行為守則。經向全體董事作出特定查詢後，各董事確認，截至二零二一年十二月三十一日止九個月已遵守交易必守標準。

### 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二零二一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，本集團截至二零二一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。

## CHANGES TO DIRECTORS' INFORMATION

As at the Date of this Report, the Directors confirm that no information is required to be disclosed pursuant to 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 2021, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

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

As at 31 December 2021, 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

於截至二零二一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。

## 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

於二零二一年十二月三十一日，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 及 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(ii)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及淡倉；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 <sup>(5)</sup> 好倉／淡倉 <sup>(5)</sup>	Approximate percentage of Shareholding in the Company <sup>(6)</sup>
				於本公司的股權概約百分比 <sup>(6)</sup> (%)
Mr. Luk Kam Ming ("Mr. KM Luk") <sup>(1)</sup> 陸鑑明先生 (「陸鑑明先生」) <sup>(1)</sup>	Beneficial owner; interest of spouse 實益擁有人；配偶權益	157,000,000	L	39.01
Mr. Luk Kwai Lung ("Mr. KL Luk") <sup>(2)</sup> 陸季農先生 (「陸季農先生」) <sup>(2)</sup>	Interest in controlled corporation 受控法團權益	138,000,000	L	34.29
Mr. Luk Yin Cheung ("Mr. YC Luk") <sup>(2)(3)</sup> 陸彥彰先生 (「陸彥彰先生」) <sup>(2)(3)</sup>	Interest in controlled corporation; interest of spouse 受控法團權益；配偶權益	138,600,000	L	34.43
Mr. Chan Chak Lun Philip ("Mr. CL Chan") <sup>(4)</sup> 陳澤麟先生 (「陳澤麟先生」) <sup>(4)</sup>	Beneficial owner 實益擁有人	4,000,000	L	0.99

## Notes:

附註：

- (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.
- (1) 陸鑑明先生直接持有100,000,000股股份(「股份」)。由於陸鑑明先生為梁愷儀女士(「梁女士」)的配偶，故陸鑑明先生被視為於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) 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.
- (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被視為於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。

- |  |   |
|--|---|
| <p>(3) Since Mr. YC Luk is the spouse of Ms. Woo Siu Wai (“<b>Madam Woo</b>”), 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.</p> | <p>(3) 由於陸彥彰先生為胡勁卉女士（「<b>胡女士</b>」）的配偶，陸彥彰先生被視為於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。</p> |
| <p>(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).</p>                                       | <p>(4) 陳澤麟先生直接持有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。</p>                |
| <p>(5) The Letter “L” denotes the entity/person’s long position in the Shares.</p>   | <p>(5) 字母「L」表示該實體／個人於股份之好倉。</p>   |
| <p>(6) As at 31 December 2021, the total number of issued Shares were 402,500,000.</p>   | <p>(6) 於二零二一年十二月三十一日，已發行股份之總數為402,500,000股。</p>   |

Save as disclosed above, as at 31 December 2021, 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，於二零二一年十二月三十一日，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8分部須知會本公司及聯交所的權益或淡倉（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

As at 31 December 2021, 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 of the Company 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:

## 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

於二零二一年十二月三十一日，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 <sup>(5)</sup>	Approximate percentage of Shareholding in the Company <sup>(6)</sup>
姓名	身份／權益性質	所持／擁有權益股份／相關股份數目	好倉／淡倉 <sup>(5)</sup>	於本公司的股權概約百分比 <sup>(6)</sup> (%)
KML Holdings <sup>(1)</sup>	Beneficial owner 實益擁有人	138,000,000	L	34.29
Madam Leung <sup>(2)</sup> 梁女士 <sup>(2)</sup>	Beneficial owner; interest of spouse 實益擁有人；配偶權益	157,000,000	L	39.01
Ms. Chan Patricia <sup>(3)</sup> 陳珮筠女士 <sup>(3)</sup>	Interest of spouse 配偶權益	138,000,000	L	34.29
Madam Woo <sup>(4)</sup> 胡女士 <sup>(4)</sup>	Beneficial owner; interest of spouse 實益擁有人；配偶權益	138,600,000	L	34.43

## 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.
- (6) As at 31 December 2021, the total number of issued Shares were 402,500,000.

Save as disclosed above, as at 31 December 2021, 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股份權益，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。
- (6) 於二零二一年十二月三十一日，已發行股份之總數為402,500,000股。

除上文所披露者外，於二零二一年十二月三十一日，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分部須予披露，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。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the nine months ended 31 December 2021 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', CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

For the nine months ended 31 December 2021, 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, 7 February 2022

*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

於截至二零二一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、控股股東於競爭業務的權益

於截至二零二一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。

代表董事會  
**高萌科技集團有限公司**  
**陸鑑明**  
*主席兼執行董事*

香港，二零二二年二月七日

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