

# 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 **2019**

## 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, 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](http://www.kml.com.hk)。

## CONTENTS

### 目錄

	Page 頁次
Corporate Information 公司資料	3
Financial Highlights 財務摘要	6
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	7
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	8
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	9
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	19

## 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

## 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

## **AUTHORISED REPRESENTATIVES**

Mr. Luk Kwai Lung  
Ms. Woo Siu Wai

## **COMPANY SECRETARY**

Ms. Woo Siu Wai

## **COMPLIANCE OFFICER**

Mr. Luk Yin Cheung

## **AUDITOR**

Deloitte Touche Tohmatsu  
*Certified Public Accountants*  
35/F, One Pacific Place  
88 Queensway  
Hong Kong

## **COMPLIANCE ADVISER**

Kingsway Capital Limited  
7th Floor  
Tower One, Lippo Centre  
89 Queensway  
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

## **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

## **核數師**

德勤•關黃陳方會計師行  
*執業會計師*  
香港  
金鐘道88號  
太古廣場1期35樓

## **合規顧問**

滙富融資有限公司  
香港  
金鐘道89號  
力寶中心第一座  
7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

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

**COMPANY'S WEBSITE**

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

**STOCK CODE**

8065

**DATE OF LISTING**

16 October 2017

**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  
香港  
皇后大道中 1 號  
滙豐總行大廈

**公司網站**

[www.kml.com.hk](http://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 2019 amounted to approximately Hong Kong dollars (“**HK\$**”) 160.1 million, representing an increase of approximately HK\$3.9 million or approximately 2.5% as compared with the revenue of approximately HK\$156.2 million for the nine months ended 31 December 2018.

Gross profit of the Group for the nine months ended 31 December 2019 amounted to approximately HK\$44.9 million (2018: approximately HK\$46.5 million).

The net profit of the Group for the nine months ended 31 December 2019 amounted to approximately HK\$10.9 million (2018: approximately HK\$12.5 million).

The board of directors (the “**Board**”) does not recommend a payment of an interim dividend for the nine months ended 31 December 2019 (2018: Nil).

## 財務摘要

本集團截至二零一九年十二月三十一日止九個月的收益約為160.1百萬港元(「港元」)，較截至二零一八年十二月三十一日止九個月的收益約156.2百萬港元增加約3.9百萬港元或約2.5%。

本集團截至二零一九年十二月三十一日止九個月的毛利約為44.9百萬港元(二零一八年：約46.5百萬港元)。

本集團截至二零一九年十二月三十一日止九個月的純利約為10.9百萬港元(二零一八年：約12.5百萬港元)。

董事會(「**董事會**」)不建議就截至二零一九年十二月三十一日止九個月派付中期股息(二零一八年：無)。

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

For the nine months ended 31 December 2019

## 簡明綜合損益及其他全面收益表

截至二零一九年十二月三十一日止九個月

		<b>Nine months ended</b>	
		<b>31 December</b>	
		截至十二月三十一日止九個月	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
Revenue	收益	<b>160,081</b>	156,243
Cost of sales	銷售成本	<b>(115,149)</b>	(109,745)
Gross profit	毛利	<b>44,932</b>	46,498
Other income	其他收入	<b>898</b>	658
Other gains	其他收益	<b>185</b>	3
Impairment losses, net of reversal	減值虧損，扣除撥回	<b>(122)</b>	–
Administrative expenses	行政開支	<b>(32,627)</b>	(32,142)
Profit before taxation	除稅前溢利	<b>13,266</b>	15,017
Financial costs	融資成本	<b>(14)</b>	–
Income tax expense	所得稅開支	<b>(2,374)</b>	(2,561)
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>10,878</b>	12,456
Earnings per share – Basic (HK cents)	每股盈利 – 基本(港仙)	<b>2.72</b>	3.11



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2019

## 簡明綜合權益變動表

截至二零一九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	Other reserve 其他儲備 HK\$'000 千港元 Note 附註	Share option reserve 購股權儲備 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
<b>Nine months ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止九個月</b>						
At 1 April 2019 (audited)	於二零一九年四月一日(經審核)	4,000	47,552	14,339	1,166	77,078	144,135
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	10,878	10,878
Recognition of equity-settled share-based payment	確認為權益結算股份為基礎的開支	-	-	-	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
<b>Nine months ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止九個月</b>						
At 1 April 2018 (audited)	於二零一八年四月一日(經審核)	4,000	47,552	14,339	-	57,912	123,803
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	12,456	12,456
Recognition of equity-settled share-based payment	確認為權益結算股份為基礎的開支	-	-	-	745	-	745
At 31 December 2018 (unaudited)	於二零一八年十二月三十一日(未經審核)	4,000	47,552	14,339	745	70,368	137,004

Note: Other reserve represents 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 stated in the Company's prospectus dated 29 September 2017 (the "Prospectus") in preparation for the Listing, the Company became the holding company of the subsidiaries now comprising the Group on 6 September 2017, the details of which are set out under the section headed "History, Reorganisation and Corporate Structure" in the Prospectus.

附註：其他儲備指本公司已發行普通股之面值與透過根據本公司日期為二零一七年九月二十九日的招股章程(「招股章程」)所列為籌備上市而進行的重組交換股份所收購附屬公司股本之差額，於二零一七年九月六日本公司成為現時組成本集團附屬公司的控股公司，其詳情載於招股章程「歷史、重組及公司架構」一節。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2019

## 簡明綜合財務報表附註

截至二零一九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 "**Listing**"). 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 unaudited 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.

### 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2019 prepared in accordance with Hong Kong Financial Reporting Standard ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance.

### 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(「**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。未經審核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. 編製基準

截至二零一九年十二月三十一日止九個月的未經審核簡明綜合財務報表已根據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GEM上市規則及香港公司條例的適用披露規定編製。

### 3. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis. Historical costs is generally based on the fair value of the consideration given in exchange for goods and services.

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2019 have been reviewed by the Company's audit committee.

Other than changes in accounting policies resulting from application of new and amendments to the HKFRSs, the accounting policies and methods of computation in the unaudited condensed consolidated financial statements are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2019.

### 4. REVENUE AND SIGMENTAL 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

### 3. 主要會計政策

未經審核簡明綜合財務報表已按歷史成本基準編製。歷史成本一般根據為交換貨品及服務而作出的代價的公允值。

截至二零一九年十二月三十一日止九個月未經審核簡明綜合財務報表已由本公司的審核委員會審閱。

除應用新訂及經修訂香港財務報告準則導致會計政策變動外，未經審核簡明綜合財務報表所使用的會計政策及計算方法與編製本集團截至二零一九年三月三十一日止年度的年度財務報表所採用者一致。

### 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	
2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
<b>132,860</b>	129,744
<b>23,536</b>	21,548
<b>2,797</b>	4,203
<b>888</b>	748
<b>160,081</b>	156,243

## 4. REVENUE AND SEGMENTAL INFORMATION (Continued)

Notes:

- (a) Amount represents revenue generated from design, supply, installation of systems and implementation of E&M engineering solutions and services, including revenue generated from 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, control room technical furniture and industrial enclosures and instrument cabinets, and also the conducting of ergonomic and work place studies without supply, installation of systems and implementation of E&M engineering solutions and services (“**E&M engineering design and fabrication services**”).

### Segment information

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

## 4. 收益及分部資料 (續)

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，包括為客戶製造按訂單做成的產品設計及裝配服務所錄得的收益（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，且亦進行人類工程學及工作場所研究）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。

### 分部資料

本集團於該兩個期間的經營僅來自機電工程解決方案及服務、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）審閱本集團簡明綜合財務的狀況。因此，本集團僅有一個單一經營分部及並無進一步呈列該單一分部的分析。

## 5. INCOME TAX EXPENSE

Hong Kong:  
Current tax  
Deferred tax

香港：  
即期稅項  
遞延稅項

## 6. DIVIDEND

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

## 5. 所得稅開支

Nine months ended 31 December 截至十二月三十一日止九個月	
2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
1,504	2,219
870	342
<b>2,374</b>	<b>2,561</b>

香港利得稅乃以截至二零一九年十二月三十一日止九個月內估計應課稅溢利首2百萬港元按8.25%計算，而估計應課稅溢利中任何超過2百萬港元之部分則按16.5%計算。

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。

## 6. 股息

董事會不建議就截至二零一九年十二月三十一日止九個月派付中期股息。

## 7. EARNINGS PER SHARE

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

Earnings:  
Earnings for the purposes of basic earnings per share (profit for the period attributable to the owners of the Company)

盈利：  
用作計算每股基本盈利之盈利(本公司擁有人應佔期內溢利)

Weighted average number of shares:

Number of ordinary shares for the purpose of calculating basic earnings per share

股份加權平均數：

用作計算每股基本盈利之普通股數目

No diluted earnings per share for both periods were presented as there were no potential ordinary shares in issue during both periods.

## 7. 每股盈利

計算本公司擁有人應佔每股基本盈利乃基於以下數據：

### Nine months ended 31 December

截至十二月三十一日止九個月	
2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元
<b>(Unaudited)</b>	(Unaudited)
(未經審核)	(未經審核)

**10,878**

12,456

### Nine months ended 31 December

截至十二月三十一日止九個月	
2019	2018
二零一九年	二零一八年
'000	'000
千股	千股
<b>(Unaudited)</b>	(Unaudited)
(未經審核)	(未經審核)

**400,000**

400,000

由於該兩個期間內並無發行潛在普通股，故於相關期間內並無呈列每股攤薄盈利。

## 8. RELATED PARTY TRANSACTIONS

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

Purchase of materials from Logistic Industrial (Note a)	向洛士工業採購物料 (附註a)
Rental fee paid to KML Ltd (Note b)	支付租金費用予 圖遠有限公司(附註b)

Notes:

- (a) Logistic Industrial Supply Company Limited (“**Logistic Industrial**”) is a company which Mr. Luk Kam Ming (“**Mr. KM Luk**”) and Ms. Leung Kwok Yee (“**Madam Leung**”) have significant influence over it.
- (b) KML Ltd. is controlled by Mr. KM Luk. The rental fee paid is regarded as continuing connected transaction.

## 9. SUBSEQUENT EVENT AFTER THE REPORTING PERIOD

On 2 January 2020, the Board announced that the Company granted 9,800,000 share 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 (“**Share(s)**”) under the Company’s share option scheme adopted on 20 September 2017. At the same date, 9,200,000 share options granted on 3 September 2018 were cancelled as approved by the Board and consented from each of the relevant grantees. Please refer to the announcement dated 2 January 2020 for details.

Save as disclosed above, up to the date of this report (i.e. 6 February 2020) (the “**Date of this Report**”), there were no subsequent events after this reporting period.

## 8. 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	
2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)
119	130
4,051	3,547

附註：

- (a) 洛士工業器材有限公司(「洛士工業」)為陸鑑明先生(「陸鑑明先生」)及梁幟儀女士(「梁女士」)對其有重大影響力的公司。
- (b) 圖遠有限公司由陸鑑明先生控制。已支付的租金費用被視為持續關連交易。

## 9. 報告期後事項

於二零二零年一月二日，董事會宣佈，本公司根據本公司於二零一七年九月二十日採納的購股權計劃授出9,800,000份購股權予若干合資格參與者(「承授人」)以認購本公司每股面值0.01港元的股份(「股份」)，惟須待承授人接納。同日，於二零一八年九月三日授出的9,200,000份購股權已獲董事會批准及各相關承授人同意註銷。有關詳情，請參閱日期為二零二零年一月二日的公告。

除上文所披露者外，直至本報告日期(即二零二零年二月六日)(「本報告日期」)，概無本報告期後事項。



## 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 2019 and 2018:

### 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二零一九年及二零一八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

2019

2018

二零一九年

二零一八年

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	33,438	20.9	61,887	39.6
- Other E&M Engineering Solutions and Services	- 其他機電工程解決方案及服務	99,422	62.1	67,857	43.4
Subtotal	小計	132,860	83.0	129,744	83.0
E&M Engineering Design and Fabrication Services	機電工程設計及裝配服務	2,797	1.7	4,203	2.7
E&M Engineering Maintenance Services	機電工程保養服務	23,536	14.7	21,548	13.8
Sale of Parts and Components	銷售零件及部件	888	0.6	748	0.5
<b>Total</b>	<b>總計</b>	<b>160,081</b>	<b>100.0</b>	<b>156,243</b>	<b>100.0</b>



E&M Engineering Solutions and Services segment accounts for the largest business segment of our Group's business. Approximately 83.0% of the revenue was attributable to this segment for the nine months ended 31 December 2019. The second largest segment is E&M Engineering Maintenance Services. Revenue from this segment increased by approximately 9.3% from approximately HK\$21.5 million for the nine months ended 31 December 2018 to approximately HK\$23.5 million for the nine months ended 31 December 2019. 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 one of our major customers. For the next quarter, the Group will continue to undertake projects including (i) advance works related to the Airport Three Runway System; (ii) Replacement and Modification of Smoke Curtains System at Airport Express Line and Tung Chung Line; and (iii) retrofit of about 1,000 ticket gates to enable Alipay HK QR Code payment for travel on Hong Kong's MTR system.

During the nine months ended 31 December 2019, the Group has submitted 252 tenders and quotations to our customers (2018: 303 tenders) with 122 contracts being awarded (2018: 142 contracts) including (i) several subcontracts in relation to the replacement works of the closed circuit television ("CCTV") systems in various railway lines with total subcontract sum of approximately HK\$22.5 million; (ii) maintenance services contract for AFC Equipment at MTR Shatin to Central Link with contract sum of approximately HK\$16.2 million; and (iii) a project in relation to the replacement and upgrading of AFC gates and ticket issuing machines (the "Project"). The Project amounting to approximately HK\$441.6 million will last for approximately 8 years. Our Group together with another contractor have been jointly awarded the contract to carry out the Project which includes the replacement and upgrade of AFC equipment, the retrofit and upgrade of gates, ticket machines, self-service point, first class processors to support multiple electronic payment system, accepting new payment methods including but not limited to QR Code based payment and contactless credit cards; thus bringing the travelers fresh and intelligent journey experience, and we are expected to carry out approximately 30% of the Project works. The Group will continue to grasp opportunities at the existing E&M market among those emerging opportunities while at the same time explore and expand our clientele as well as diversify our business into other emerging markets.

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。截至二零一九年十二月三十一日止九個月，約83.0%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二零一八年十二月三十一日止九個月約21.5百萬港元增加約9.3%至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。本集團預計該兩個分部產生的收益尤其是來自我們的一名主要客戶的機電、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。就下個季度而言，本集團將繼續進行的項目包括(i)與機場三跑道系統相關的前期工程；(ii)更換及改動機場快線及東涌線的煙幕系統；及(iii)改裝約1,000部收費閘機可使用支付寶香港二維碼支付香港地鐵系統的車票費用。

於截至二零一九年十二月三十一日止九個月，本集團已向客戶提交252項投標及報價（二零一八年：303項投標），獲得122份合約（二零一八年：142份合約），包括(i)數份分包合約總金額約為22.5百萬港元有關於不同鐵路線更換閉路電視（「閉路電視」）系統工程的分包合約；(ii)合約金額約16.2百萬港元位於港鐵沙田至中環線的自動收費設備的保養服務合約；及(iii)有關替換及升級自動收費閘門及售票機的項目（「項目」）。該項目的總額約為441.6百萬港元，將持續約8年。本集團連同另一名承建商共同獲授合約執行該項目，包括替換及升級自動收費設備、改裝及升級閘門、售票機、自助客務機及頭等核准器，以支援多個電子支付系統接受新的支付方式，包括但不限於以二維碼為基礎的支付方式及非接觸式信用卡；因此為旅客帶來新鮮及智能的旅程體驗，而且我們預期執行該項目約30%的工程。本集團將繼續在該等新興機會中把握現有機電市場的機會，同時發掘及擴大客戶基礎以及使業務多元化至其他新興市場。

## OUTLOOK

While our Group continues to focus on deepening our penetration of the Hong Kong E&M engineering industry with special focus on the Transportation Mission Critical System Solutions market, in order to keep pace with the growing transport needs, modernization, upgrading and expansion projects, the Group has been devoting more resources to the development and application of different technologies. Looking forward to the year ended 31 March 2020, the Group will (i) expand our office space and work area in relation to research and development; (ii) recruit additional research and development staff; and (iii) invest in relevant software and be ready to apply for the payment card security related certification.

Although the economic, social and/or political conditions during the second half of year 2019 in Hong Kong has occasionally caused delay to the programme of our E&M engineering projects, the Group has devoted the best effort to adapt the situation by re-arranging our work programme such that the impact to the progress of our projects is at minimal. At the same time, some new projects including the replacement of toll lane equipment of a cross harbour tunnel and some reinstatement works related projects were recently awarded to the Group.

## FINANCIAL REVIEW

### Revenue

Revenue of the Group for the nine months ended 31 December 2019 amounted to approximately HK\$160.1 million, representing an increase of approximately HK\$3.9 million or approximately 2.5% as compared with approximately HK\$156.2 million for the nine months ended 31 December 2018.

### 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 4.9% from approximately HK\$109.7 million for the nine months ended 31 December 2018 to approximately HK\$115.1 million for the nine months ended 31 December 2019. The gross profit of the Group decreased by approximately 3.4% from approximately HK\$46.5 million for the nine months ended 31 December 2018 to approximately HK\$44.9 million for the nine months ended 31 December 2019. The decrease in gross profit is mainly due to certain projects with relatively high profit margin were completed during the period and therefore contributions in profit by such projects were reduced.

## 展望

本集團持續專注拓寬於香港機電工程行業的佔有率，特別專注交通關鍵系統解決方案市場，以緊貼不斷增長的交通需求、現代化、升級及擴建項目，同時，本集團一直在開發及應用不同技術方面投放更多資源。展望截至二零二零年三月三十一日止年度，本集團將(i)擴大研發辦公室及工作空間；(ii)招聘額外研發人員；及(iii)投資有關軟件並準備申請支付卡安全有關的認證。

儘管香港於二零一九年下半年的經濟、社會及／或政治狀況偶爾導致我們的機電工程項目日程有所延遲，但本集團仍盡最大努力通過重新安排工程計劃來適應此情況，故此對我們項目進度的影響極微。同時，本集團最近獲授若干新項目，包括更換海底隧道的收費通道設備及若干與修復工程相關的項目。

## 財務回顧

### 收益

本集團截至二零一九年十二月三十一日止九個月的收益約為160.1百萬港元，較截至二零一八年十二月三十一日止九個月的約156.2百萬港元增加約3.9百萬港元或約2.5%。

### 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。銷售成本由截至二零一八年十二月三十一日止九個月約109.7百萬港元增加約4.9%至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。本集團毛利由截至二零一八年十二月三十一日止九個月約46.5百萬港元減少約3.4%至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。毛利減少主要由於若干利潤率相對較高的項目已於期內竣工，因此該等項目貢獻的溢利有所減少。

### Administrative Expenses

The Group's administrative expenses increased by approximately 1.6% from approximately HK\$32.1 million for the nine months ended 31 December 2018 to approximately HK\$32.6 million for the nine months ended 31 December 2019.

### Profit attributable to the owners of the Company

The Group recorded net profit attributable to the owners of the company of approximately HK\$10.9 million for the nine months ended 31 December 2019 (2018: net profit approximately HK\$12.5 million). The decrease in net profit is mainly due to (i) decrease in gross profit as discussed above; and (ii) loss arising from change in fair value of insurance policies.

### Dividend

The Board does not recommend a payment of an interim dividend for the nine months ended 31 December 2019 (2018: Nil).

### SUBSEQUENT EVENT AFTER REPORTING PERIOD

On 2 January 2020, the Board announced that the Company granted 9,800,000 share 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 ("**Share(s)**") under the Company's share option scheme adopted on 20 September 2017. At the same date, 9,200,000 share options granted on 3 September 2018 were cancelled as approved by the Board and consented from each of the relevant grantees. Please refer to the announcement dated 2 January 2020 for details.

Save as disclosed above, up to the date of this report (i.e. 6 February 2020) (the "**Date of this Report**"), there were no subsequent events after this reporting period.

### 行政開支

本集團行政開支由截至二零一八年十二月三十一日止九個月約32.1百萬港元增加約1.6%至截至二零一九年十二月三十一日止九個月約32.6百萬港元。

### 本公司擁有人應佔溢利

截至二零一九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10.9百萬港元(二零一八年：純利約12.5百萬港元)。純利減少主要由於(i)上文所討論的毛利減少；及(ii)保單公允值變動產生的虧損所致。

### 股息

董事會不建議就截至二零一九年十二月三十一日止九個月派付中期股息(二零一八年：無)。

### 報告期後事項

於二零二零年一月二日，董事會宣佈，本公司根據本公司於二零一七年九月二十日採納的購股權計劃授出9,800,000份購股權予若干合資格參與者(「**承授人**」)以認購本公司每股面值0.01港元的股份(「**股份**」)，惟須待承授人接納。同日，於二零一八年九月三日授出的9,200,000份購股權已獲董事會批准及各相關承授人同意註銷。有關詳情，請參閱日期為二零二零年一月二日的公告。

除上文所披露者外，直至本報告日期(即二零二零年二月六日)(「**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 “**Shareholders**”) 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 2019, 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 to all Directors, each of the Director has confirmed that he has complied with the required standard of dealings during the nine months ended 31 December 2019 and up to the Date of this Report.

### 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 2019 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 2019 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。本公司於截至二零一九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，於截至二零一九年十二月三十一日止九個月及直至本報告日期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二零一九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，本集團截至二零一九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 INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

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 LISTED SECURITIES OF THE COMPANY

During the nine months ended 31 December 2019, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## INTERESTS OF COMPLIANCE ADVISER

As notified by the Company's compliance adviser, Kingsway Capital Limited ("**Kingsway Capital**"), neither Kingsway Capital nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules and all Directors and controlling Shareholders and their respective close associates as referred to in Rule 11.04 of the GEM Listing Rules (except for the compliance adviser service provided by Kingsway Capital as at the Date of this Report).

## 董事及高級管理層資料變動

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

於截至二零一九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。

## 合規顧問的權益

誠如本公司合規顧問滙富融資有限公司（「**滙富融資**」）告知，滙富融資或其任何董事或僱員或緊密聯繫人概無於本公司或本集團任何成員公司的股本中擁有任何權益（包括認購該等證券的購股權或權利）或擁有根據GEM上市規則第6A.32條須知會本公司及全體董事及控股股東及彼等按GEM上市規則第11.04條所指的其各自緊密聯繫人與本公司有關的其他權益（滙富融資於本報告日期提供的合規顧問服務除外）。

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

As at 31 December 2019, 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 ("SFO")) which have been 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 under such provisions of the SFO), which were recorded in the register required to be kept pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to 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

於二零一九年十二月三十一日，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根據《證券及期貨條例》第XV部第7和8分部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），或登記於根據《證券及期貨條例》第352條存置的登記冊；或根據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 股份/ 相關股份數目	Long/short position <sup>(5)</sup>	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 <sup>(5)</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	162,000,000	L	40.5
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 a controlled corporation 受控法團權益	138,000,000	L	34.5
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 a controlled corporation; Interest of spouse 受控法團權益；配偶權益	138,600,000	L	34.7
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	1.0



## Notes:

- (1) Mr. KM Luk directly holds 105,000,000 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 (“**Ms. Woo**”), Mr. YC Luk is deemed to be interested in all the Shares in which Ms. Woo is interested or deemed to be interested under the SFO, which is 600,000 Shares. Ms. Woo was interested as a grantee of options to subscribe for up to 600,000 Shares under the Share Option Scheme (announced on 3 September 2018).
- (4) Mr. CL Chan was interested as a grantee of options to subscribe for up to 4,000,000 Shares under the Share Option Scheme (announced on 3 September 2018).
- (5) The Letter “L” denotes the entity/person’s long position in the Shares.

Save as disclosed above, as at 31 December 2019, 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 Rules 5.46 to 5.67 of the GEM Listing Rules.

## 附註：

- (1) 陸鑑明先生直接擁有 105,000,000 股股份。由於陸鑑明先生為梁嫻儀女士(「**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劭卉女士(「**胡女士**」)的配偶，陸彥彰先生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。胡女士以購股權承授人身份擁有權益，可根據購股權計劃(於二零一八年九月三日公佈)認購最多 600,000 股股份。
- (4) 陳澤麟先生以購股權承授人身份擁有權益，可根據購股權計劃(於二零一八年九月三日公佈)認購最多 4,000,000 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，於二零一九年十二月三十一日，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及淡倉，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 2019, 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:

於二零一九年十二月三十一日，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本公司根據《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 所持／擁有 權益股份／ 相關股份數目	Long/short position <sup>(5)</sup>	Approximate Percentage of Shareholding in the Company  於本公司的 股權概約百分比 (%)
姓名／名稱	身份／權益性質		好倉／淡倉 <sup>(5)</sup>	
KML Holdings <sup>(1)</sup>	Beneficial owner 實益擁有人	138,000,000	L	34.5
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	162,000,000	L	40.5
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	34.5
Ms. 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	34.7



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) Ms. Woo is the spouse of Mr. YC Luk. By virtue of the SFO, Ms. 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. Ms. Woo was interested as a grantee of options to subscribe for up to 600,000 Shares under the Share Option Scheme (announced on 3 September 2018).
- (5) The Letter "L" denotes the entity/person's long position in the Shares.

Save as disclosed above, as at 31 December 2019, 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.

## 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.

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。胡女士以購股權承授人身份擁有權益，可根據購股權計劃（於二零一八年九月三日公佈）認購最多 600,000 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，於二零一九年十二月三十一日，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。

## 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) On 3 September 2018, 9,200,000 share options (“Options”) were granted by the Company under the Share Option Scheme. Among the Options granted, 4,000,000 Options were granted to 1 Director of the Company, 1,400,000 Options were granted to 1 Director of a subsidiary of the Company and 600,000 Options were granted to an associate of a Director of the Company. Among the 9,200,000 Options granted, approximately 48.9% has been vested on 3 March 2019 and approximately 51.1% will be vested on 3 March 2020, provided that the grantee has to remain as an Eligible Participant (as defined in the Share Option Scheme) on such vesting date.

(ii) 於二零一八年九月三日，本公司根據購股權計劃授出9,200,000份購股權（「購股權」）。於已授出的購股權中，4,000,000份購股權授予本公司一名董事，1,400,000份購股權授予本公司一間附屬公司的一名董事以及600,000份購股權授予本公司一名董事的一名聯繫人。於已授出的9,200,000份購股權中，約48.9%已於二零一九年三月三日歸屬及約51.1%將於二零二零年三月三日歸屬，惟承授人於該歸屬日期仍須為合資格參與者（定義見購股權計劃）。

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	Number of Options granted	Vesting period	Exercise period	Exercise price of Options	Closing price immediately before date of grant
參與者姓名	授出購股權日期	已授出購股權數目總數	已授出購股權數目	歸屬期	行使期	購股權行使價 HK\$ per share 港元/股	緊接授出日期前之收市價 HK\$ per share 港元/股
Mr. CL Chan (Director and Chief executive officer)	3 September 2018	4,000,000	2,000,000	3 September 2018 to 2 March 2019	3 March 2019 to 3 September 2023	0.385	0.35
陳澤麟先生 (董事兼行政總裁)	二零一八年九月三日			二零一八年九月三日至 二零一九年三月二日	二零一九年三月三日至 二零二三年九月三日		
			2,000,000	3 September 2018 to 2 March 2020	3 March 2020 to 3 September 2023		
				二零一八年九月三日至 二零二零年三月二日	二零二零年三月三日至 二零二三年九月三日		

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 歸屬期	Exercise period 行使期	Exercise price of Options 購股權行使價 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
Ms. Wai Hang Ying Helen (Director of KML Engineering Limited ("KML Engineering")) 衛杏英女士 (高明科技工程有限公司(「高明科技工程」)的董事)	3 September 2018 二零一八年九月三日	1,400,000	700,000	3 September 2018 to 2 March 2019 二零一八年九月三日至二零一九年三月二日	3 March 2019 to 3 September 2023 二零一九年三月三日至二零二三年九月三日	0.385	0.35
			700,000	3 September 2018 to 2 March 2020 二零一八年九月三日至二零二零年三月二日	3 March 2020 to 3 September 2023 二零二零年三月三日至二零二三年九月三日		
Ms. Woo (Company Secretary) 胡女士 (公司秘書)	3 September 2018 二零一八年九月三日	600,000	300,000	3 September 2018 to 2 March 2019 二零一八年九月三日至二零一九年三月二日	3 March 2019 to 3 September 2023 二零一九年三月三日至二零二三年九月三日	0.385	0.35
			300,000	3 September 2018 to 2 March 2020 二零一八年九月三日至二零二零年三月二日	3 March 2020 to 3 September 2023 二零二零年三月三日至二零二三年九月三日		
Employees 僱員	3 September 2018 二零一八年九月三日	3,200,000	1,500,000	3 September 2018 to 2 March 2019 二零一八年九月三日至二零一九年三月二日	3 March 2019 to 3 September 2023 二零一九年三月三日至二零二三年九月三日	0.385	0.35
			1,700,000	3 September 2018 to 2 March 2020 二零一八年九月三日至二零二零年三月二日	3 March 2020 to 3 September 2023 二零二零年三月三日至二零二三年九月三日		
Total 總計		9,200,000					

Details of the movements of Options granted, exercised or cancelled/lapsed during the nine months ended 31 December 2019 and still outstanding as at 31 December 2019 are as follows:

於截至二零一九年十二月三十一日止九個月內已授出、已行使或已注銷/已失效及於二零一九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	Outstanding as at 1 October 2019 於二零一九年 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 2019 於二零一九年 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)	4,000,000	-	-	-	-	4,000,000
Ms. Wai Hang Ying Helen (Director of KML Engineering) 衛杏英女士 (高萌科技工程的董事)	1,400,000	-	-	-	-	1,400,000
Ms. Woo (Company Secretary) 胡女士 (公司秘書)	600,000	-	-	-	-	600,000
Employees 僱員	3,200,000	-	-	-	-	3,200,000
Total 總計	9,200,000	-	-	-	-	9,200,000

## 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. Please refer to the announcement dated 5 November 2018 for details.

There were no awarded shares granted, vested, forfeited or outstanding during the nine months ended 31 December 2019.

## 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」)。股份獎勵計劃將自採納日期起生效，有效期為十五年，董事會可決定提前終止。有關詳情，請參閱日期為二零一八年十一月五日的公告。

於截至二零一九年十二月三十一日止九個月，概無已授出、已歸屬、已失效或未履行獎勵股份。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, at no time during the nine months ended 31 December 2019 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

Save as disclosed in this report, during the nine months ended 31 December 2019, 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 businesses of the Group.

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

Hong Kong, 6 February 2020

*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

除本報告所披露者外，於截至二零一九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

除本報告所披露之外，於截至二零一九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，二零二零年二月六日

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