

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

First Quarterly Report
第一季度報告 **2018**

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.

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

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 the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

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

香港聯合交易所有限公司(「聯交所」) GEM 的特色

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

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

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

本報告的資料乃遵照聯交所的 GEM 證券上市規則(「GEM 上市規則」)而刊載，旨在提供有關高萌科技集團有限公司(「本公司」)連同其附屬公司「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。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，且並無遺漏任何事項，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。

CONTENTS

目錄

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 (Unaudited) 簡明綜合損益及其他全面收益表(未經審核)	7
Condensed Consolidated Statement of Changes in Equity (Unaudited) 簡明綜合權益變動表(未經審核)	8
Notes to the Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註	9
Management Discussion and Analysis 管理層討論及分析	17
Corporate Governance and Other Information 企業管治及其他資料	21

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

匯富融資有限公司
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 22, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKER

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

COMPANY WEBSITE

www.kml.com.hk

STOCK CODE

8065

DATE OF LISTING

16 October 2017

於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 22 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

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 three months ended 30 June 2018 amounted to approximately Hong Kong dollars (“**HK\$**”)57.1 million, representing an increase of approximately HK\$6.3 million or 12.4% as compared with approximately HK\$50.8 million for the three months ended 30 June 2017.

Gross profit of the Group for the three months ended 30 June 2018 amounted to approximately HK\$18.1 million (2017: approximately HK\$15.6 million).

The net profit of the Group for the three months ended 30 June 2018 amounted to approximately HK\$6.5 million (2017: approximately HK\$5.3 million).

The board of Directors (the “**Board**”) does not recommend a payment of an interim dividend for the three months ended 30 June 2018 (2017: nil).

財務摘要

本集團截至二零一八年六月三十日止三個月的收益約為57.1百萬港元(「港元」)，較截至二零一七年六月三十日止三個月的約50.8百萬港元增加約6.3百萬港元或12.4%。

本集團截至二零一八年六月三十日止三個月的毛利約為18.1百萬港元(二零一七年：約15.6百萬港元)。

本集團截至二零一八年六月三十日止三個月的純利約為6.5百萬港元(二零一七年：約5.3百萬港元)。

董事會(「**董事會**」)不建議就截至二零一八年六月三十日止三個月派付中期股息(二零一七年：無)。

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

For the three months ended 30 June 2018

**簡明綜合損益及其他全面收益表
(未經審核)**

截至二零一八年六月三十日止三個月

		Three months ended 30 June	
		截至六月三十日止三個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Revenue	收益	57,087	50,830
Cost of sales	銷售成本	(39,016)	(35,269)
Gross profit	毛利	18,071	15,561
Other income	其他收入	63	232
Administrative expenses	行政開支	(10,105)	(9,438)
Profit before taxation	除稅前溢利	8,029	6,355
Taxation	稅項	(1,546)	(1,053)
Profit for the period	期內溢利	6,483	5,302
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	6,483	5,302
Earnings per share – Basic (HK cents)	每股盈利 – 基本(港仙)	1.88	1.77

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 30 June 2018

簡明綜合權益變動表(未經審核)

截至二零一八年六月三十日止三個月

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)	Accumulated profits 累計溢利 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
For the three months ended 30 June 2018 截至二零一八年六月三十日止三個月					
At 31 March 2018 (audited) 於二零一八年三月三十一日(經審核)	4,000	47,552	14,339	57,912	123,803
Profit (loss) and total comprehensive income (expenses) for the period 期內溢利(虧損)及全面收益(開支)總額	-	-	-	6,483	6,483
Dividend recognised as distribution 確認分派的股息	-	-	-	-	-
At 30 June 2018 (unaudited) 於二零一八年六月三十日(未經審核)	4,000	47,552	14,339	64,395	130,286
For the three months ended 30 June 2017 截至二零一七年六月三十日止三個月					
At 1 April 2017 (audited) 於二零一七年四月一日(經審核)	14,339	-	-	85,066	99,395
Profit (loss) and total comprehensive income (expenses) for the period 期內溢利(虧損)及全面收益(開支)總額	-	-	-	5,302	5,302
Dividend recognised as distribution 確認分派的股息	-	-	-	-	-
At 30 June 2017 (unaudited) 於二零一七年六月三十日(未經審核)	14,339	-	-	90,358	104,697

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 group 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集團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 UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2018

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 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.

未經審核簡明綜合財務報表附註

截至二零一八年六月三十日止三個月

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。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 unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2018 have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 March 2018. The accounting policies used in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in the annual consolidated financial statements of the Group for the year ended 31 March 2018.

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

The unaudited condensed consolidated financial statements for the three months ended 30 June 2018 have not been audited by the Company’s independent auditor, but have been reviewed by the Company’s audit committee.

2. 編製基準

本集團截至二零一八年六月三十日止三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（「**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上市規則的適用披露規定編製。

未經審核簡明綜合財務報表應與本集團截至二零一八年三月三十一日止年度的年度綜合財務報表一併閱讀。編製未經審核簡明綜合財務報表所用會計政策與本集團截至二零一八年三月三十一日止年度的年度綜合財務報表所採納者一致。

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。

截至二零一八年六月三十日止三個月的未經審核簡明綜合財務報表尚未經本公司的獨立核數師審核，但已由本公司的審核委員會審閱。

3. REVENUE AND SIGMENTAL INFORMATION

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

3. 收益及分部資料

本集團於該兩個期間的收益分析如下：

		Three months ended	
		30 June	
		截至六月三十日止三個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
E&M engineering solutions and service (Note a)	機電工程解決方案及服務 (附註a)	48,556	42,611
E&M engineering maintenance services	機電工程保養服務	7,058	5,989
E&M engineering design and fabrication services (Note b)	機電工程設計及裝配服務 (附註b)	1,224	1,263
Sales of parts and components	銷售零件及部件	249	967
		57,087	50,830

3. REVENUE AND SIGMENTAL 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 are 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. The chief operation decision maker (i.e. the executive directors of the Company) reviews the condensed consolidated statement of profit or loss and other comprehensive income (unaudited) of the Group as a whole for the purposes of allocating resources and assessing performance of the Group. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

3. 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) 該款項指從有關製造定制產品(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

在兩個期間，本集團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。本集團主要經營決策者(即本集團執行董事)就資源分配及評估本集團整體表現審閱簡明綜合損益及其他全面收益表(未經審核)。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。

4. INCOME TAX EXPENSE

Current tax:	即期稅項：
Hong Kong	香港
Deferred tax	遞延稅項

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

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. DIVIDEND

The Board does not recommend a payment of an interim dividend for the three months ended 30 June 2018 (2017: nil).

4. 所得稅開支

Three months ended 30 June 截至六月三十日止三個月	
2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
1,546	1,053
311	88
1,857	1,141

於該兩個期間，香港利得稅按估計應課稅溢利的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。

5. 股息

董事會不建議就截至二零一八年六月三十日止三個月派付中期股息(二零一七年：無)。

6. 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 calculating 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

6. 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：

Three months ended 30 June	
截至六月三十日止三個月	
2018	2017
二零一八年	二零一七年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
6,483	5,303

Three months ended 30 June	
截至六月三十日止三個月	
2018	2017
二零一八年	二零一七年
'000	'000
千股	千股
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
345,753	300,000

6. EARNINGS PER SHARE (Continued)

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share has retrospectively adjusted and determined on the assumption that the group reorganization and the capitalization issue as described in "History, Reorganisation and Corporate Structure" to the Prospectus has been effective on 1 April 2016.

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

7. RELATED PARTY TRANSACTIONS

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

Purchase of materials from Logistic Industrial (Note a)	向洛士工業採購物料 (附註a)
Rental fee paid to K.M. Luk & Engineers Limited (Note b)	支付租金費用予： 陸鑑明工程有限公司 (附註b)
KML Limited (Note c)	圖遠有限公司(附註c)

6. 每股盈利(續)

就計算每股基本盈利而言的普通股加權平均數已追溯調整並假設招股章程「歷史、重組及公司架構」所述集團重組及資本化發行於二零一六年四月一日已生效而作出釐定。

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。

7. 關聯方交易

本集團於該兩個期間與其關聯方訂立下列交易：

Three months ended 30 June 截至六月三十日止三個月	
2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
13	2
-	26
1,149	990

7. RELATED PARTY TRANSACTIONS (Continued)

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) K.M. Luk & Engineers Limited, a company jointly controlled by Mr. KM Luk, Madam Leung, Mr. Luk Kwai Lung and Mr. Luk Yin Cheung.
- (c) KML Limited is controlled by Mr. KM Luk. The rental fee paid is regarded as continuing connected transaction.

8. SUBSEQUENT EVENT AFTER THE REPORTING PERIOD

The Company’s principal subsidiary, KML Engineering Limited (“**KML Engineering**”) has initiated legal proceedings on 19 July 2018 against a customer of approximately HK\$2.7 million. This claimed amount is in dispute with the customer and has not been recognized as revenue by the Group.

7. 關聯方交易（續）

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**」）及梁幗儀女士（「**梁女士**」）對其有重大影響力的公司。
- (b) 陸鑑明工程有限公司，一間由陸鑑明先生、梁女士、陸季農先生及陸彥彰先生共同控制的公司。
- (c) 圖遠有限公司由陸鑑明先生控制。已支付的租金視為持續關連交易。

8. 報告期後事項

本公司的主要附屬公司高明科技工程有限公司（「**高明科技工程**」）已於二零一八年七月十九日就約2.7百萬港元向一名客戶展開法律訴訟。該索償金額仍與客戶爭議中，本集團並未將其確認為收益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

業務回顧

The Group has been providing electrical and mechanical (“E&M”) engineering solutions and services, with a primary focus on Transportation Mission Critical System Solutions in Hong Kong for over 40 years. We mainly undertake projects that are related to the design, supply, installation, fabrication and/or maintenance of, among others, the following, depending on our customers’ needs:

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，主要專注交通關鍵系統解決方案。視乎客戶的需求，我們主要承接下列與設計、供應、安裝、裝配及／或保養有關的項目：

- (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 signalling communication and control system.

- (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。

We also undertake other E&M engineering solutions and services, comprising:

我們亦承接其他機電工程解決方案及服務，包括：

- (i) Security and access control system;
- (ii) Railway station E&M engineering services and architectural works;
- (iii) Rolling stock refurbishment and renovation works; and
- (iv) Trackside and depot E&M engineering works.

- (i) 保安及門禁系統；
- (ii) 鐵路車站機電工程服務及建築工程；
- (iii) 軌道車輛翻新及修復工程；及
- (iv) 軌道旁及車廠機電工程。

Our customers comprise mainly transportation companies and other engineering companies in Hong Kong and Taiwan, and also various governmental departments of Hong Kong.

我們的客戶主要包括香港及台灣公共交通營運公司及其他工程公司，以及香港不同政府部門。

With technical knowledge in the areas of electrical, mechanical and electronic engineering, and a strong focus on product design and research and development, and through our vertically-integrated business model that combines design and fabrication, equipment assembly and system implementation, we are an E&M engineering solutions and services provider in Hong Kong who is capable of independently providing a full suite of custom-built products and services. We provide services and technical support to our customers on system solutions, equipment assembly and installation, network optimization, inspection and testing. We possess technologies and know-how in the Hong Kong Transportation Mission Critical System Solution 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 operation and management costs and mitigates the incompatibility risks of different E&M engineering systems. In turn, our vertically-integrated business model enhances our ability to customize our products and services to address customers' needs and become more competitive in bidding for new projects. In addition, our business model also promotes the synergies among our individual products and services, reduces our marketing costs and lays a solid foundation for us to develop our maintenance services after our systems and equipment are put into operation.

憑藉電氣、機械及電子工程方面的技術知識、集中於產品設計及研發及透過我們的垂直整合業務模式結合設計及裝配、設備裝置及系統實施，我們為香港機電工程解決方案及服務供應商，可獨立提供全套定制產品及服務。我們向客戶提供有關系統解決方案、設備裝置及安裝、網絡優化、檢驗及測試的服務及支援。我們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機電工程系統的不兼容風險。相應地，我們的垂直整合業務模式能夠提高我們定制產品及服務的能力以應對客戶的需求，從而於競投新項目時更具競爭力。此外，我們的業務模式亦促進個別產品及服務之間的協同效應，削減營銷成本，並為我們在系統及設備投入營運後發展保養服務奠定堅實基礎。

OUTLOOK

Modernisation and Upgrading of Transportation System

To keep pace with the growing transport needs, modernization, upgrading and expansion projects are being launched. It is expected that there will be increasing opportunities for the Transportation Mission Critical System Solutions market in the coming years mainly from projects in relation to (i) railway signaling communication and control system relating to the Hong Kong International Airport into a Three Runway System; (ii) road and tunnel toll collection system replacement or upgrade at various government tunnels; and (iii) automatic fare collection system upgrade in Taiwan railway and metro.

Vision of Smart City

To foster the knowledge economy, enhance quality of life and create a vibrant eco-system by using information technology and promoting more effective resource management, the development of a smart city is the vision of the Hong Kong society. Application of Internet of Things (IoT) at the Group's future products and services aims to tie in this trend. The technology will also enhance the reliability and maintainability of the Group's products and services.

Giving our Group's extensive experience in automatic fare collection system and toll collection, the Group will devote more resources in the application and integration of different technologies such as quick response code and different emerging payment methods to our products and services in response to the evolving market conditions as well as changing customers' requirements. Our Group believes our city embracing mobile payment technology will bring benefits to the government, economy and individuals in the long run.

前景

交通系統現代化及升級

為了緊貼不斷增長的交通需求，正推出現代化、升級及擴張項目。預期未來幾年在交通關鍵系統解決方案市場將會出現越來越多的機會，機會主要來自有關(i)與香港國際機場擴充至三跑道相關的軌道信號通訊及控制系統；(ii)多條政府隧道的公路及隧道車輛繳費系統替換或升級；及(iii)台灣鐵路及捷運的自動收費系統升級的項目。

智慧城市的願景

香港社會的願景是發展智慧城市，透過使用信息技術及推進高效資源管理發展知識經濟，提高生活質量及創造一個朝氣蓬勃的生態系統。本集團未來產品及服務的物聯網應用旨在配合此趨勢。該技術亦將提高本集團產品及服務的可靠性及可維護性。

鑒於本集團於自動收費系統及繳費系統的豐富經驗，本集團將投入更多資源，將不同的技術(如二維碼)及不同的新興付款方式應用及集成於我們的產品及服務，以應對不斷變化的市場環境及客戶需求。本集團相信我們的城市應用流動支付技術將為政府、經濟及個人帶來長遠利益。

FINANCIAL REVIEW

Revenue

Revenue of the Group for the three months ended 30 June 2018 amounted to approximately HK\$57.1 million, representing an increase of approximately HK\$6.3 million or 12.4% as compared with approximately HK\$50.8 million for the three months ended 30 June 2017. Such increase was mainly contributed by (i) an increase of number of projects undertaken by the Group during the three months ended 30 June 2018; and (ii) a variation order with substantial amount was received during the period.

Cost of Sales and Gross Profit

The Group's cost of sales mainly comprised (i) material and equipment; (ii) direct labour; and (iii) sub-contracting cost. The cost of sales increased by approximately 10.5% from approximately HK\$35.3 million for the three months ended 30 June 2017 to approximately HK\$39.0 million for the three months ended 30 June 2018. The increase in cost of sales is mainly due to the increase in number of projects undertaken by the Group during the period. The gross profit of the Group increased by approximately 16.0% from approximately HK\$15.6 million for the three months ended 30 June 2017 to approximately HK\$18.1 million for the three months ended 30 June 2018. The increase in gross profit is mainly due to the increase in revenue as discussed above.

Administrative Expenses

The Group's administrative expenses increased by approximately 7.4% from approximately HK\$9.4 million for the three months ended 30 June 2017 to approximately HK\$10.1 million for the three months ended 30 June 2018. The increase is mainly due to the increase of professional fee after listing.

Profit attributable to owners of the Company

The Group recorded a profit attributable to the owners of the Company of approximately HK\$6.5 million for the three months ended 30 June 2018 (2017: approximately HK\$5.3 million).

Dividend

The Board does not recommend a payment of an interim dividend for the three months ended 30 June 2018 (2017: nil).

財務回顧

收益

本集團截至二零一八年六月三十日止三個月的收益約為57.1百萬港元，較截至二零一七年六月三十日止三個月的約50.8百萬港元增加約6.3百萬港元或12.4%。有關增加主要由於(i)本集團於截至二零一八年六月三十日止三個月承接的項目數量增加；及(ii)於期內接獲數額較大的變更訂單。

銷售成本及毛利

本集團的銷售成本主要包括(i)物料及設備；(ii)直接勞工；及(iii)分包成本。銷售成本由截至二零一七年六月三十日止三個月約35.3百萬港元增加約10.5%至截至二零一八年六月三十日止三個月約39.0百萬港元。銷售成本增加乃主要由於本集團於期內承接的工程項目數量增加。本集團毛利由截至二零一七年六月三十日止三個月約15.6百萬港元增加約16.0%至截至二零一八年六月三十日止三個月約18.1百萬港元。毛利增加主要由於上文所討論收益增加。

行政開支

本集團行政開支由截至二零一七年六月三十日止三個月約9.4百萬港元增加約7.4%至截至二零一八年六月三十日止三個月約10.1百萬港元。該增加主要由於上市後專業服務費用的增加。

本公司擁有人應佔溢利

截至二零一八年六月三十日止三個月，本集團錄得本公司擁有人應佔溢利約6.5百萬港元(二零一七年：約5.3百萬港元)。

股息

董事會不建議截至二零一八年六月三十日止三個月派付中期股息(二零一七年：無)。

CORPORATE GOVERNANCE AND OTHER INFORMATION

CORPORATE GOVERNANCE

The Group 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 three months ended 30 June 2018, 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 three months ended 30 June 2018 and up to the date of this report (i.e. 6 August 2018) (the “**Date of this Report**”).

企業管治及其他資料

企業管治

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。截至二零一八年六月三十日止三個月，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，截至二零一八年六月三十日止三個月及直至本報告日期（即二零一八年八月六日）（「**本報告日期**」）已遵守交易必守標準。

AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The Audit Committee comprises three members, namely Mr. Lau On Kwok (chairman), Mr. Law Wing Chi Stephen and Dr. Tse Chi Kong, all of them are independent non-executive Directors. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the three months ended 30 June 2018 and this quarterly report. The Audit Committee is of the opinion that the unaudited condensed consolidated results of the Group for the three months ended 30 June 2018 comply with the applicable accounting standards, the GEM Listing Rules and legal requirements and that adequate disclosures have been made.

CHANGES TO DIRECTORS’ INFORMATION

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

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

During the three months ended 30 June 2018, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

審核委員會及賬目審閱

本公司已遵照GEM上市規則第5.28條至第5.33條及企業管治守則成立審核委員會(「**審核委員會**」)並以書面界定其職權範圍。審核委員會由三名成員(劉安國先生(主席)、羅永志先生及謝智剛博士)組成，彼等均為獨立非執行董事。審核委員會已連同管理層審閱本集團採納的會計政策及慣例，並討論本公司的財務申報事宜，包括審閱本集團截至二零一八年六月三十日止三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，本集團截至二零一八年六月三十日止三個月的未經審核簡明綜合業績符合適用會計準則、GEM上市規則及法律規定，並已作出足夠披露。

董事資料變動

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

購買、出售或贖回本公司的上市證券

截至二零一八年六月三十日止三個月，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。

INTERESTS OF THE 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).

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

As at 30 June 2018, 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 (i) were 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) were 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:

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)。

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

於二零一八年六月三十日，董事及本公司主要行政人員於本公司或其相聯法團(定義見《證券及期貨條例》)(「《證券及期貨條例》」)第XV部)股份、相關股份及債權證中擁有(i)根據《證券及期貨條例》第XV部第7和8分部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》條文視為或當作擁有的權益及淡倉)，或(ii)登記於根據《證券及期貨條例》第352條存置的登記冊；或(iii)根據GEM上市規則第5.46至5.67條須知會本公司和聯交所的權益及淡倉將如下：

Name	Capacity/ Nature of Interest	Number of Shares	Long/short position ⁽³⁾	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	股份數目	好倉／淡倉 ⁽³⁾	
Mr. Luk Kam Ming ("Mr. KM Luk") ⁽¹⁾ 陸鑑明先生 (「陸鑑明先生」) ⁽¹⁾	Beneficial owner; Interest of spouse 實益擁有人； 配偶權益	162,000,000	L	40.5
Mr. Luk Kwai Lung ("Mr. KL Luk") ⁽²⁾ 陸季農先生 (「陸季農先生」) ⁽²⁾	Interest in a controlled corporation 受控法團權益	138,000,000	L	34.5
Mr. LUK Yin Cheung ("Mr. YC Luk") ⁽²⁾ 陸彥彰先生 (「陸彥彰先生」) ⁽²⁾	Interest in a controlled corporation 受控法團權益	138,000,000	L	34.5

Notes:

附註：

- | | | | |
|-----|---|-----|--|
| (1) | Mr. KM Luk directly holds 105,000,000 shares of the Company ("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) | 陸鑑明先生直接擁有本公司105,000,000股股份(「股份」)。由於陸鑑明先生為梁轍儀女士(「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) | The Letter "L" denotes the entity/person's long position in the Shares. | (3) | 字母「L」表示該實體／個人於股份之好倉。 |

Save as disclosed above, as at 30 June 2018, none of the Directors or the chief executive of the Company had or was deemed to have any interests or short positions 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.

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

As at 30 June 2018, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange 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:

除上文所披露者外，於二零一八年六月三十日，概無董事或本公司主要行政人員於本公司或其相關法團(定義見《證券及期貨條例》第XV部)的股份、相關股份或債權證中擁有或被視作擁有任何根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》有關條文彼等被當作或視作擁有的權益及淡倉)、或須登記於根據《證券及期貨條例》第352條存置的登記冊內的權益或淡倉、或根據GEM上市規則第5.46至5.67條須知會本公司和聯交所的權益或淡倉。

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

於二零一八年六月三十日，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及根據《證券及期貨條例》第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉：

Name	Capacity/ Nature of Interest	Number of Shares held/ interested 所持/擁有 權益股份數目	Long/short position ⁽⁵⁾ 好倉/淡倉 ⁽⁵⁾	Approximate Percentage of Shareholding in the Company 於本公司的 股權概約百分比 (%)
KML Holdings ⁽¹⁾	Beneficial owner 實益擁有人	138,000,000	L	34.5
Madam Leung ⁽²⁾ 梁女士 ⁽²⁾	Beneficial owner; Interest of spouse 實益擁有人；配偶權益	162,000,000	L	40.5
Ms. Chan Patricia ⁽³⁾ 陳珮筠女士 ⁽³⁾	Interest of spouse 配偶權益	138,000,000	L	34.5
Ms. Woo Siu Wai ⁽⁴⁾ 胡劭卉女士 ⁽⁴⁾	Interest of spouse 配偶權益	138,000,000	L	34.5

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 Siu Wai is the spouse of Mr. YC Luk. By virtue of the SFO, Ms. Woo Siu Wai is deemed to be interested in all the Shares in which Mr. YC Luk is interested or deemed to be interested under the SFO.
- (5) The Letter "L" denotes the entity/person's long position in the Shares.

Save as disclosed above, as at 30 June 2018, 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 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) 胡劭卉女士為陸彥彰先生的配偶。根據《證券及期貨條例》，胡劭卉女士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中擁有權益。
- (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，於二零一八年六月三十日，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分部須向本公司及聯交所披露，或根據《證券及期貨條例》第336條須記入該條所述登記冊內的權益或淡倉。

SHARE OPTION SCHEME

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

The Board may, at its absolute discretion, offer to grant an option to any director or employees of any companies within the Group. The Share Option Scheme will provide the eligible participants with an opportunity to acquire proprietary interests in the Company with the view to (i) motivate the eligible participants to optimise their performance and efficiency for the benefit of the Group; and (ii) attract and retain the eligible participants whose contributions are, will or are expected to be beneficial to the Group.

Unless terminated by the Company by resolution in general meeting, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date on which the Share Option Scheme becomes unconditional.

No option has been granted by the Company under the Share Option Scheme during the three months ended 30 June 2018. The Company did not have any outstanding share options, warrants derivatives or securities which are convertible or exchangeable into the Shares as at 30 June 2018 and up to the Date of this Report.

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本集團董事及僱員，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**」）。

董事會可全權酌情向本集團內的任何公司的任何董事或僱員授出購股權。該購股權計劃亦給予合資格參與者機會收購本公司專有權益，以 (i) 推動合資格參與者提升其表現及效率，以符合本集團利益；及 (ii) 吸引及挽留現正、將會或預期將對本集團作出有利貢獻的合資格參與者。

除非由本公司於股東大會上通過決議案終止，否則購股權計劃將由購股權計劃成為無條件之日起計十年內有效及生效。

截至二零一八年六月三十日止三個月，本公司概無根據購股權計劃授出購股權。於二零一八年六月三十日及截至本報告日期，本公司並無任何尚未行使的購股權、認股權證、衍生工具或可轉換或交換為股份的證券。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this quarterly report, at no time during the three months ended 30 June 2018 and up to the Date of this Report 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.

DIRECTOR'S, CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

For the three months ended 30 June 2018, 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, 6 August 2018

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

除本季度報告所披露者外，於截至二零一八年六月三十日止三個月內任何時間及直至本報告日期，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法團的股份或債權證而獲得利益，且董事或其任何配偶或未滿18歲子女概無獲授予任何認購本公司或任何其他法團的權益或債務證券的權利或已經行使任何該權利。


董事及控股股東於競爭業務的權益

截至二零一八年六月三十日止三個月，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，二零一八年八月六日

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