



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 **2020**
第一季度報告

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 Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Director(s)**”) of KML Technology Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**” or “**We**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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

香港聯合交易所有限公司(「聯交所」) GEM的特色

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

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

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

本報告的英文本及中文本已登載於本公司網站www.kml.com.hk。

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

Independent Non-executive Directors

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

Audit Committee

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

Remuneration Committee

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

Nomination Committee

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

Risk Management Committee

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

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

法定代表

陸季農先生
胡劭卉女士

COMPANY SECRETARY

Ms. Woo Siu Wai

公司秘書

胡劭卉女士

COMPLIANCE OFFICER

Mr. Luk Yin Cheung

合規主任

陸彥彰先生

AUDITOR

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

核數師

安永會計師事務所
執業會計師
香港中環
添美道1號
中信大廈22樓

REGISTERED OFFICE

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

註冊辦事處

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

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

COMPANY'S WEBSITE

www.kml.com.hk

STOCK CODE

8065

DATE OF LISTING

16 October 2017

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

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 2020 amounted to approximately Hong Kong dollars (“**HK\$**”) 63.1 million, representing an increase of approximately HK\$11.3 million or approximately 21.8% as compared with the revenue of approximately HK\$51.8 million for the three months ended 30 June 2019.

Gross profit of the Group for the three months ended 30 June 2020 amounted to approximately HK\$14.1 million (2019: approximately HK\$15.4 million).

The net profit of the Group for the three months ended 30 June 2020 amounted to approximately HK\$5.3 million (2019: approximately HK\$5.1 million).

The board of Directors (the “**Board**”) does not recommend a payment of an interim dividend for the three months ended 30 June 2020 (2019: Nil).

財務摘要

本集團截至二零二零年六月三十日止三個月的收益約為63.1百萬港元（「港元」），較截至二零一九年六月三十日止三個月的收益約51.8百萬港元增加約11.3百萬港元或約21.8%。

本集團截至二零二零年六月三十日止三個月的毛利約為14.1百萬港元（二零一九年：約15.4百萬港元）。

本集團截至二零二零年六月三十日止三個月的純利約為5.3百萬港元（二零一九年：約5.1百萬港元）。

董事會（「**董事會**」）不建議就截至二零二零年六月三十日止三個月派付中期股息（二零一九年：無）。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2020

簡明綜合損益及其他全面收益表

截至二零二零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	
		2020	2019
		二零二零年	二零一九年
Notes		HK\$'000	HK\$'000
附註		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
	Revenue	63,095	51,784
	Cost of sales	(48,979)	(36,424)
	Gross profit	14,116	15,360
	Other income	335	271
	Other gains	-	8
	Impairment losses on financial assets and contract assets, net of reversal	323	108
	Administrative expenses	(8,561)	(9,855)
	Finance costs	(92)	(54)
	Profit before tax	6,121	5,838
	Income tax expense	(864)	(697)
	Profit and total comprehensive income for the period attributable to owners of the Company	5,257	5,141
	Earnings per share attributable to ordinary equity holders of the Company		
	Basic	HK1.33 cents	HK1.29 cents
		1.33港仙	1.29港仙
	Diluted	HK1.33 cents	HK1.29 cents
		1.33港仙	1.29港仙

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2020

簡明綜合權益變動表

截至二零二零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	Share premium	Shares held under the share award scheme 股份獎勵計劃項下	Other reserves 其他儲備	Share option reserve 購股權儲備	Accumulated profits 累積溢利	Total equity 總權益
		股本	股份溢價	持有的股份	其他儲備	購股權儲備	累積溢利	總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
					(Note) (附註)			
Three months ended 30 June 2020	截至二零二零年六月三十日止三個月							
At 1 April 2020 (audited)	於二零二零年四月一日(經審核)	4,000	47,552	(858)	14,791	305	100,396	166,186
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	5,257	5,257
Equity-settled share-option arrangements	權益結算購股權安排	-	-	-	-	306	-	306
Purchases of shares in the share award scheme	購買股份獎勵計劃的股份	-	-	(143)	-	-	-	(143)
At 30 June 2020 (unaudited)	於二零二零年六月三十日(未經審核)	4,000	47,552	(1,001)	14,791	611	105,653	171,606
Three months ended 30 June 2019	截至二零一九年六月三十日止三個月							
At 01 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	-	-	-	-	-	5,141	5,141
Equity-settled share-option arrangements	權益結算購股權安排	-	-	-	-	147	-	147
At 30 June 2019 (unaudited)	於二零一九年六月三十日(未經審核)	4,000	47,552	-	14,339	1,313	82,219	149,423

Note: The Group's other reserves mainly represent (i) 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 and (ii) the deemed capital contribution from Mr. Luk Kam Ming ("Mr. KM Luk"), a controlling shareholder and an executive director of the Company, in respect of the transfer of 2,000,000 shares to the trust of the share award scheme at nil consideration during the year ended 31 March 2020.

附註：本集團之其他儲備主要指(i)本公司截至二零一八年三月三十一日止年度之已發行普通股之面值與透過根據本集團重組交換股份所收購附屬公司股本之差額及(ii)就截至二零二零年三月三十一日止年度內按零代價向股份獎勵計劃之信託轉讓2,000,000股股份而言，視作本公司控股股東及執行董事陸鑑明先生(「陸鑑明先生」)注資。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2020

簡明綜合財務報表附註

截至二零二零年六月三十日止三個月

1. GENERAL INFORMATION

KML Technology Group Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is 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 principal activity of the Company is investment holding and its subsidiaries (collectively referred to as the “**Group**”) 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 three months ended 30 June 2020 prepared in accordance with Hong Kong Financial Reporting Standard (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants 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.

1. 一般資料

高萌科技集團有限公司(「**本公司**」)為一間於開曼群島註冊成立的有限公司。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。

本公司的主要業務為投資控股及其附屬公司(統稱為「**本集團**」)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

截至二零二零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。

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 three months ended 30 June 2020 have been reviewed by the Company's audit committee.

The Group has early adopted the amendment to HKFRS 16 which provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the covid-19 pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due to or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The Group has elected to adopt the practical expedient to account for the covid-19 pandemic related rent concession as negative variable lease payments. Accordingly, the Group credited approximately HK\$45,000 to profit or loss for the rent concessions received by Group during the period.

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 2020.

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。

截至二零二零年六月三十日止三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。

本集團已提早採納香港財務報告準則第16號(修訂本)，該修訂本為承租人提供一個實際可行的權宜方法以選擇就新型冠狀病毒疫情的直接後果產生的租金寬免不應用租賃修改會計處理。該實際可行權宜方法僅適用於新型冠狀病毒疫情直接後果產生的租金寬免，且僅當(i)租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；(ii)租賃付款的任何減幅僅影響原到期日為二零二一年六月三十日或之前的付款；及(iii)租賃的其他條款及條件並無實質變動。本集團已選擇採取該可行權宜方法，將新型冠狀病毒疫情相關租金寬免入賬為負浮動租賃付款。因此，本集團將於期內獲得之租金寬免約45,000港元計入損益。

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二零二零年三月三十一日止年度的年度財務報表所採用者一致。

4. REVENUE AND SEGMENTAL INFORMATION

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

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

Notes:

- (a) Amount represents revenue generated from design, supply, installation of systems and implementation of E&M engineering solutions and services, design and fabrication services for the fabrication of made-to-order products for the customers, where applicable ("E&M engineering solutions and services").
- (b) Amount represents revenue generated from design and fabrication services for the fabrication of made-to-order products for the customers, such as control room consoles, public access kiosks and terminals, relay racks, test rigs, 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").

4. 收益及分部資料

本集團於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

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
52,531	42,215
8,492	8,565
1,962	981
110	23
63,095	51,784

附註：

- (a) 該款項指系統設計、供應、安裝及執行機電工程解決方案及服務所產生的收益，為客戶製造按訂單做成的產品設計及製造服務所錄得的收益(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。

4. REVENUE AND SEGMENTAL INFORMATION (Continued)

Segment information

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

5. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on lease liabilities 租賃負債之利息

4. 收益及分部資料(續)

分部資料

本集團於該兩個期間的經營來自機電工程解決方案及服務及機電工程保養服務，專注於(i)鐵路車站的自動收費系統；(ii)電子支付及票務系統；(iii)公路及隧道車輛繳費系統；(iv)交通管制及監察系統；及(v)軌道信號通訊及控制系統，機電工程設計及裝配服務以及銷售零件及部件。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，並無進一步呈列該單一分部的獨立分析。

5. 融資成本

融資成本分析如下：

Three months ended 30 June

截至六月三十日止三個月

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

92

54

6. INCOME TAX EXPENSE

Current-Hong Kong	即期－香港
Charge for the period	期內開支
Deferred	遞延
Total tax expense for the period	期內稅項開支總額

Hong Kong Profits Tax is calculated on the basis at 8.25% of the estimated assessable profits up to HK\$2 million and 16.5% any part of the estimated assessable profit above HK\$2 million for the three months ended 30 June 2020.

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.

7. DIVIDEND

The Board does not recommend a payment of an interim dividend for the three months ended 30 June 2020 (2019: Nil).

6. 所得稅開支

Three months ended 30 June

截至六月三十日止三個月

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
508	220
356	477
864	697

香港利得稅乃以截至二零二零年六月三十日止三個月內估計應課稅溢利首二百萬港元按8.25%計算，而估計應課稅溢利中任何超過二百萬港元之任何部分則按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。

7. 股息

董事會不建議就截至二零二零年六月三十日止三個月派付中期股息（二零一九年：無）。

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

The calculation of the basic earnings per share amount for the three months ended 30 June 2020 is based on the profit for the year attributable to owners of the Company of HK\$4,957,000 (2019: HK\$5,141,000), and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme during the period of 395,837,000 (2019: 400,000,000).

No adjustment has been made to the basic earnings per share amount presented for the periods ended 30 June 2020 and 2019 in respect of a dilution as the impact of the share options outstanding had no dilutive effect on the basic earnings per share amount presented.

9. RELATED PARTY TRANSACTIONS

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

Purchase of materials from Logistic Industrial (<i>Note a</i>)	向洛士工業採購物料 (<i>附註a</i>)
Rental payments K M L Limited (<i>Note b</i>)	繳付租金 圖遠有限公司(<i>附註b</i>)

8. 本公司普通股權益持有人應佔每股盈利

截至二零二零年六月三十日止三個月每股基本盈利金額乃根據本公司擁有人應佔年內溢利4,957,000港元(二零一九年: 5,141,000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395,837,000股(二零一九年: 400,000,000股)計算。

由於尚未行使的購股權對所呈列每股基本盈利金額並無攤薄影響, 故概無就攤薄對截至二零二零年及二零一九年六月三十日止期間所呈列的每股基本盈利金額作出調整。

9. 關聯方交易

本集團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

2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

	7	2
	1,389	1,350

9. RELATED PARTY TRANSACTIONS (Continued)

Notes:

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

10. SUBSEQUENT EVENT AFTER THE REPORTING PERIOD

On 6 July 2020, 1,750,000 awarded shares were granted to certain eligible employees of KML Engineering Limited. The 1,750,000 awarded shares granted represent approximately 0.44% of the total number of shares in issue as at the date of this report. Based on the closing price of HK0.22 per share on the date of grant of the awarded shares, the market value of the 1,750,000 awarded shares is approximately HK\$385,000.

Save as disclosed above, up to the date of this report, there were no subsequent events after this reporting period.

9. 關聯方交易(續)

附註：

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

10. 報告期後事項

於二零二零年七月六日，1,750,000股獎勵股份授予高明科技工程有限公司若干合資格的僱員。授出的1,750,000股獎勵股份佔本報告日期已發行股份總數約0.44%。基於獎勵股份授出當日收市價每股股份0.22港元，1,750,000股獎勵股份的市值約為385,000港元。

除上文所披露者外，直至本報告日期，概無本報告期後事項。

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 three months ended 30 June 2020 and 2019:

Type of Projects
項目類別

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
– Other E&M Engineering Solutions and Services	– 其他機電工程解決方案及服務
Subtotal	小計
E&M Engineering Design and Fabrication Services	機電工程設計及裝配服務
E&M Engineering Maintenance Services	機電工程保養服務
Sale of Parts and Components	銷售零件及部件
Total	總計

業務回顧

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

下表載列本集團按於截至二零二零年及二零一九年六月三十日止三個月所承接的項目及服務類別劃分的收益詳情：

For the three months ended 30 June
截至六月三十日止三個月

2020 二零二零年		2019 二零一九年	
HK\$'000 千港元	%	HK\$'000 千港元	%
16,728	26.5	12,255	23.7
35,803	56.7	29,960	57.9
52,531	83.2	42,215	81.6
1,962	3.1	981	1.9
8,492	13.5	8,565	16.5
110	0.2	23	0.0
63,095	100.0	51,784	100.0

E&M engineering solutions and services and E&M engineering maintenance services segments account for the largest two business segments of our Group's business. Approximately 96.7% of the revenue was attributable to these two segments for the three months ended 30 June 2020. The Group foresees that revenue generated from these two segments will continue to grow especially in relation to the renovation and replacement of E&M, communication and automatic fare collection ("AFC") assets projects from our customers as well as new business opportunities the Group has identified.

During the three months ended 30 June 2020, the Group has submitted 81 tenders and quotations to our customers (2019: 73 tenders) with 39 contracts being awarded (2019: 35 contracts) including (i) Light Rail Ticket Machine Retrofit and Hardening Works; and (ii) various projects in relation to the replacement or improvement works for the toll equipment at various road tunnels in Hong Kong.

機電工程解決方案及服務及機電工程保養服務分部為本集團業務中兩大業務分部。截至二零二零年六月三十日止三個月，約96.7%的收益來自該兩大分部。本集團預計該等兩個分部產生的收益尤其來自客戶的機電、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將繼續增長，以及本集團識別出的新商機。

於截至二零二零年六月三十日止三個月，本集團已向客戶提交81項投標及報價（二零一九年：73項投標），獲授39份合約（二零一九年：35份合約），包括(i)輕軌售票機改造及加固工程；及(ii)有關香港公路隧道收費設備更換或改進工程的各項目。

OUTLOOK

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

Besides, to align with the recent initiative of early deployment of the fifth generation of wireless technologies (“**5G**”) by the Hong Kong Special Administrative Region (“**HKSAR**”) Government, the Group will expediate the research and development in this area particularly with the application of smart maintenance. We expect that by having less machine downtime, higher product quality, predictive maintenance and more informed decision making would benefit our customers both economically and operationally.

The unexpected significant influence from the outbreak of novel coronavirus across the world brings uncertainties and challenges to the Group. The Group will closely monitor the situation and will notify the stakeholders of the Company from time to time in relation to the situation affecting the Group.

展望

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

此外，為符合香港特別行政區（「**香港特區**」）政府近期有關第五代無線技術（「**5G**」）的早期部署的倡議，本集團將加快該領域的研發，尤其是智能維修的應用。我們預期，透過減少停機時間、提高產品質量、預測維護及作出更多知情決定將使客戶在經濟上及操作上都獲益。

全球爆發新型冠狀病毒產生的意料之外的重大影響對本集團帶來不確定因素及挑戰。本集團會將密切監察形勢，並將不時知會本公司持份者有關影響本集團的情況。

FINANCIAL REVIEW

Revenue

Revenue of the Group for the three months ended 30 June 2020 amounted to approximately HK\$63.1 million, representing an increase of approximately HK\$11.3 million or 21.8% as compared with approximately HK\$51.8 million for the three months ended 30 June 2019.

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 34.6% from approximately HK\$36.4 million for the three months ended 30 June 2019 to approximately HK\$49.0 million for the three months ended 30 June 2020. The gross profit of the Group decreased by approximately 8.4% from approximately HK\$15.4 million for the three months ended 30 June 2019 to approximately HK\$14.1 million for the three months ended 30 June 2020. The decrease in gross profit is mainly due to (i) an increasing competition of the market; and (ii) a decrease of efficiency when carrying out of our projects during the COVID-19 pandemic.

Administrative Expenses

The Group's administrative expenses decreased by approximately 12.1% from approximately HK\$9.9 million for the three months ended 30 June 2019 to approximately HK\$8.7 million for the three months ended 30 June 2020. The decrease of administrative expense was mainly due to the approved wage subsidy of "Employment Support Scheme" under the "Anti-epidemic Fund" granted by the HKSAR Government.

財務回顧

收益

本集團截至二零二零年六月三十日止三個月的收益約為63.1百萬港元，較截至二零一九年六月三十日止三個月的約51.8百萬港元增加約11.3百萬港元或約21.8%。

銷售成本及毛利

本集團的主要銷售成本包括(i)物料及設備；(ii)直接勞工；及(iii)分包成本。銷售成本由截至二零一九年六月三十日止三個月約36.4百萬港元增加約34.6%至截至二零二零年六月三十日止三個月約49.0百萬港元。本集團毛利由截至二零一九年六月三十日止三個月約15.4百萬港元減少約8.4%至截至二零二零年六月三十日止三個月約14.1百萬港元。毛利減少主要由於(i)市場競爭加劇；及(ii)於新型冠狀病毒疫情期間開展項目的效率降低。

行政開支

本集團行政開支由截至二零一九年六月三十日止三個月約9.9百萬港元減少約12.1%至截至二零二零年六月三十日止三個月約8.7百萬港元。行政開支減少主要由於香港特區政府「防疫抗疫基金」下之「保就業」計劃經批准工資補貼。

Profit attributable to owners of the Company

The Group recorded net profit attributable to the owners of the company of approximately HK\$5.3 million for the three months ended 30 June 2020 (2019: net profit approximately HK\$5.1 million).

Dividend

The Board does not recommend a payment of an interim dividend for the three months ended 30 June 2020 (2019: Nil).

SUBSEQUENT EVENT AFTER REPORTING PERIOD

On 6 July 2020, 1,750,000 shares (“**Shares**”) were awarded to certain eligible employees of KML Engineering. The 1,750,000 awarded Shares (“**Awarded Shares**”) granted represent approximately 0.44% of the total number of Shares in issue as at the date of this report (i.e. 6 August 2020) (the “**Date of this Report**”). Based on the closing price of HK0.22 per Share on the date of grant of the Awarded Shares, the market value of the 1,750,000 Awarded Shares is approximately HK\$385,000.

Save as disclosed above, up to the Date of this Report, there were no subsequent events after this reporting period.

本公司擁有人應佔溢利

截至二零二零年六月三十日止三個月，本集團錄得本公司擁有人應佔純利約5.3百萬港元(二零一九年：純利約5.1百萬港元)。

股息

董事會不建議就截至二零二零年六月三十日止三個月派付中期股息(二零一九年：無)。

報告期後事項

於二零二零年七月六日，1,750,000股股份(「**股份**」)授予高明科技工程若干合資格的僱員。授出的1,750,000股獎勵股份(「**獎勵股份**」)佔本報告日期(即二零二零年八月六日)(「**本報告日期**」)已發行股份總數約0.44%。基於獎勵股份授出當日收市價每股股份0.22港元，1,750,000股獎勵股份的市值約為385,000港元。

除上文所披露者外，直至本報告日期，概無本報告期後事項。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

CORPORATE GOVERNANCE

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 three months ended 30 June 2020, the Company has complied with all applicable code provisions of the CG Code.

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

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors’ securities transactions in the securities of the Company. Having made specific enquiries of all the Directors, each of the Director has confirmed that he has complied with the required standard of dealings during the three months ended 30 June 2020.

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。本公司於截至二零二零年六月三十日止三個月一直遵守企業管治守則項下的所有適用守則條文。

遵守董事進行證券交易的必守標準

本公司已採納GEM上市規則第5.48至5.67條所載交易必守標準作為其本身就董事進行本公司證券交易的操守準則。經向全體董事作出特定查詢後，各董事確認，於截至二零二零年六月三十日止三個月已遵守交易必守標準。

AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The Audit Committee comprises three members, namely Mr. Lau On Kwok (chairman), Mr. Law Wing Chi Stephen and Dr. Tse Chi Kong, all of them are independent non-executive Directors. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the three months ended 30 June 2020 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 2020 comply with the applicable accounting standards and that adequate disclosures have been made.

CHANGES TO DIRECTORS’ INFORMATION

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

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

During the three months ended 30 June 2020, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

審核委員會及賬目審閱

本公司已遵照GEM上市規則第5.28條至第5.33條及企業管治守則成立審核委員會(「**審核委員會**」)並以書面界定其職權範圍。審核委員會由三名成員(劉安國先生(主席)、羅永志先生及謝智剛博士)組成，彼等均為獨立非執行董事。審核委員會已連同管理層審閱本集團採納的會計政策及慣例，並討論本公司的財務申報事宜，包括審閱本集團截至二零二零年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，本集團截至二零二零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，並已作出足夠披露。

董事資料變動

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

購買、出售或贖回本公司的上市證券

於截至二零二零年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。

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

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

As at 30 June 2020, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (ii) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

於二零二零年六月三十日，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及8分須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(ii)須登記於根據《證券及期貨條例》第352條存置的登記冊；或(iii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉將如下：

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

Notes:

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

Save as disclosed above, as at 30 June 2020, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules.

附註：

- (1) 陸鑑明先生直接擁有100,000,000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) 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尹女士（「**胡女士**」）的配偶，根據《證券及期貨條例》，陸彥彰先生被視為於胡女士擁有權益或被視作擁有權益的所有股份（即600,000股股份）中擁有權益。
- (4) 陳澤麟先生直接持有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。
- (5) 字母「L」表示該實體／個人於股份之好倉。

除上文所披露者外，於二零二零年六月三十日，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條須知會本公司及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 30 June 2020, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares 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:

於二零二零年六月三十日，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	Long/short position ⁽⁵⁾	Approximate Percentage of Shareholding in the Company
姓名／名稱	身份／權益性質	所持／擁有 權益股份／ 相關股份數目	好倉／淡倉 ⁽⁵⁾	於本公司的 股權概約百分比 (%)
KML Holdings ⁽¹⁾	Beneficial owner 實益擁有人	138,000,000	L	34.50
Madam Leung ⁽²⁾ 梁女士 ⁽²⁾	Beneficial owner; interest of spouse 實益擁有人；配偶權益	157,000,000	L	39.25
Ms. Chan Patricia ⁽³⁾ 陳珮筠女士 ⁽³⁾	Interest of spouse 配偶權益	138,000,000	L	34.50
Madam Woo ⁽⁴⁾ 胡女士 ⁽⁴⁾	Beneficial owner; interest of spouse 實益擁有人；配偶權益	138,600,000	L	34.65

Notes:

附註：

- | | |
|---|--|
| <p>(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.</p> | <p>(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%。</p> |
| <p>(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.</p> | <p>(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。</p> |
| <p>(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.</p> | <p>(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。</p> |
| <p>(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).</p> | <p>(4) 胡女士為陸彥彰先生的配偶。根據《證券及期貨條例》，胡女士被視為於陸彥彰先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份(即138,000,000股股份)中擁有權益。胡女士直接持有300,000股股份並以購股權承授人身份擁有權益，可根據購股權計劃(於二零二零年一月二日公佈)認購最多300,000股股份。</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> |

Save as disclosed above, as at 30 June 2020, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

除上文所披露者外，於二零二零年六月三十日，董事並不知悉任何人士(並非董事或本公司主要行政人員)於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須披露，或根據《證券及期貨條例》第336條須記入該條所述登記冊內的權益或淡倉。

SHARE OPTION SCHEME

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

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

購股權計劃

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

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

- (v) An offer for the grant of options must be accepted within three business days from the date of offer. The amount payable by the eligible persons of an option to the Company on acceptance of the offer for the grant of an option is HK\$10.
- (vi) The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to an eligible person and shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.
- (vii) The Share Option Scheme will remain in force for a period of 10 years commencing on the Listing Date and shall expire at the close of business on the business day immediately preceding the 10th anniversary thereof unless terminated earlier by the Shareholders in a general meeting.
- (v) 授出購股權的要約須於要約日期起三個營業日內接納。購股權的合資格人士須於接納要約時就獲授的一份購股權向本公司支付10港元。
- (vi) 根據購股權計劃授出的任何一份特別購股權的股份認購價將為由董事會全權釐定並通知合資格人士的價格，且不得低於下列各項中的最高者：(i)聯交所每日報價表所報股份於授出購股權當日(須為營業日)的收市價；(ii)聯交所每日報價表所報股份於緊接授出購股權當日前五個營業日的平均收市價；及(iii)股份於授出購股權當日的面值。
- (vii) 購股權計劃將於上市日期起計10年內有效，除非在股東大會上遭股東提早終止，否則於緊接購股權計劃滿十週年前一個營業日的營業時間結束時屆滿。

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

於二零二零年一月二日，本公司根據購股權計劃向若干合資格參與者(「**承授人**」)授出9,800,000股購股權(「**購股權**」)，以認購本公司股本中每股面值0.01港元之股份，惟尚待承授人接納，方可作實。在授出的購股權當中，2,000,000股購股權授予本公司一名董事、700,000股購股權授予本公司附屬公司的一名董事及300,000股購股權授予本公司一名董事的聯繫人。

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) 陳澤麟先生 (董事兼行政總裁)	2 January 2020 二零二零年一月二日	2,000,000	2,000,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Ms. Wai Hang Ying Helen (Director of KML Engineering) 衛杏英女士 (高明科技工程的董事)	2 January 2020 二零二零年一月二日	700,000	700,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Madam Woo (Company Secretary) 胡女士 (公司秘書)	2 January 2020 二零二零年一月二日	300,000	300,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Employees 僱員	2 January 2020 二零二零年一月二日	6,800,000	3,500,000	2 January 2020 to 30 June 2020 二零二零年一月二日至 二零二零年六月三十日	1 July 2020 to 1 January 2025 二零二零年七月一日至 二零二五年一月一日	0.259	0.25
			3,300,000	2 January 2020 to 1 January 2021 二零二零年一月二日至 二零二一年一月一日	2 January 2021 to 1 January 2025 二零二一年一月二日至 二零二五年一月一日	0.259	0.25
Total: 總計：		9,800,000					

Details of the movements of Options granted, exercised or cancelled/lapsed during the three months ended 30 June 2020 and still outstanding as at 30 June 2020 are as follows:

於截至二零二零年六月三十日止三個月內已授出、已行使或已注銷／已失效及於二零二零年六月三十日尚未行使之購股權變動詳情如下：

Name of participants	Outstanding as at 1 April 2020 於二零二零年 四月一日 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 30 June 2020 二零二零年 六月三十日 尚未行使
Mr. CL Chan (Director and chief executive officer) 陳澤麟先生 (董事兼行政總裁)	2,000,000	-	-	-	-	2,000,000
Wai Hang Ying Helen (Director of KML Engineering) 衛杏英女士 (高明科技工程的董事)	700,000	-	-	-	-	700,000
Madam Woo (Company Secretary) 胡女士 (公司秘書)	300,000	-	-	-	-	300,000
Employees 僱員	6,800,000	-	-	-	-	6,800,000
Total 總計	9,800,000	-	-	-	-	9,800,000

SHARE AWARD SCHEME

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

On 29 June 2020, 800,000 Awarded Shares were granted to an employee of KML Engineering. The 800,000 Awarded Shares granted represent approximately 0.2% of the total number of Shares in issue as at the Date of this Report. Based on the closing price of HK0.22 per Share on the date of grant of the Awarded Shares, the market value of the 800,000 Awarded Shares is approximately HK\$176,000.

Set out below is a summary of all the grants of Awarded Shares since the Adoption Date and up to 30 June 2020:

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。

於二零二零年六月二十九日，800,000股獎勵股份授予高明科技工程的僱員。授出的800,000股獎勵股份佔本報告日期已發行股份總數約0.2%。基於獎勵股份授出當日收市價每股股份0.22港元，800,000股獎勵股份的市值約為176,000港元。

下文載列自採納日期起及直至二零二零年六月三十日止所有授出獎勵股份的概述：

Date of grant	Grantee	Number of Awarded Shares granted	Closing price per Share at the date of grant	Market value of the Awarded Shares granted
授出日期	承授人	授出的獎勵股份數目	於授出日期每股收市價 (HK\$) (港元)	授出的獎勵股份市值 (HK\$) (港元)
29 June 2020 二零二零年六月二十九日	Eligible employee 合資格僱員	800,000	0.22	176,000

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, at no time during the three months ended 30 June 2020 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS', CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

For the three months ended 30 June 2020, none of the Directors, controlling Shareholders or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

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

Hong Kong, 6 August 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，於截至二零二零年六月三十日止三個月內任何時間，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

於截至二零二零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