

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

Interim Report
中期報告 **2022**

CHARACTERISTIC OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

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This report, for which the directors (the “Director(s)”) of KML Technology Group Limited (the “Company”, together with its subsidiaries, the “Group” or “We”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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。董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏其他事項，足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
Mr. Yu Wing Lok Garry

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
Mr. Yu Wing Lok Garry

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
Mr. Yu Wing Lok Garry

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
余永祿先生

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
余永祿先生

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
余永祿先生

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

核數師

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

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
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

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

COMPANY'S WEBSITE

www.kml.com.hk

STOCK CODE

8065

關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
夏慤道16號
遠東金融中心17樓

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

公司網站

www.kml.com.hk

股份代號

8065

FINANCIAL HIGHLIGHTS

Revenue of the Group for the six months ended 30 September 2022 amounted to approximately Hong Kong dollars (“**HK\$**”) 74.7 million, representing a decrease of approximately HK\$20.5 million or approximately 21.5% as compared with the revenue of approximately HK\$95.2 million for the six months ended 30 September 2021.

Gross profit of the Group for the six months ended 30 September 2022 amounted to approximately HK\$17.9 million (2021: approximately HK\$29.0 million).

The net loss of the Group for the six months ended 30 September 2022 amounted to approximately HK\$0.8 million (2021: net profit of approximately HK\$7.5 million).

The board of directors (the “**Board**”) does not recommend a payment of an interim dividend for the six months ended 30 September 2022 (2021: Nil).

財務摘要

本集團截至二零二二年九月三十日止六個月的收益約為74.7百萬港元(「港元」)，較截至二零二一年九月三十日止六個月的收益約95.2百萬港元減少約20.5百萬港元或約21.5%。

本集團截至二零二二年九月三十日止六個月的毛利約為17.9百萬港元(二零二一年：約29.0百萬港元)。

本集團截至二零二二年九月三十日止六個月的淨虧損約為0.8百萬港元(二零二一年：純利約7.5百萬港元)。

董事會(「**董事會**」)不建議就截至二零二二年九月三十日止六個月派付中期股息(二零二一年：無)。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2022

簡明綜合損益及其他全面收益表

截至二零二二年九月三十日止六個月

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
REVENUE	收益	4	
Cost of sales	銷售成本	74,692	95,206
		(56,840)	(66,192)
Gross profit	毛利	17,852	29,014
Other income	其他收入	5	288
Other gains and loss, net (Impairment loss)/reversal of impairment loss on financial assets and contract assets, net	其他收益及虧損淨額 金融資產及合約資產減值 (虧損)/撥回淨額	5	211
Administrative expenses	行政開支	(410)	8
Finance costs	融資成本	(21,714)	(20,519)
		(116)	(40)
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	(717)	8,962
Income tax expense	所得稅開支	8	(1,446)
(LOSS)/PROFIT AND TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔期內(虧損)/溢利及全面(虧損)/收益總額	(767)	7,516
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權益持有人應佔每股(虧損)/盈利	10	
Basic	基本	HK(0.19) cents	HK1.89 cents
		(0.19)港仙	1.89港仙
Diluted	攤薄	HK(0.19) cents	HK1.89 cents
		(0.19)港仙	1.89港仙

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022

簡明綜合財務狀況表

於二零二二年九月三十日

		As at 於	
		30 September 2022 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註	
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備		4,705
Right-of-use assets	使用權資產		6,224
Deposits	按金		1,011
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產	12	5,913
			15,461
Total non-current assets	非流動資產總額		17,853
CURRENT ASSETS	流動資產		
Inventories	存貨		237
Trade receivables	貿易應收款項	13	50,974
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		6,225
Contract assets	合約資產		47,930
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產		1,323
Tax recoverable	可收回稅項		2,841
Pledged bank deposits	有抵押銀行存款		13,837
Time deposits with original maturity over three months	原到期日超過三個月的定期存款		16,629
Bank balances and cash	銀行結餘及現金		75,397
			202,563
Total current assets	流動資產總額		215,393

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 30 September 2022

簡明綜合財務狀況表(續)

於二零二二年九月三十日

		As at 於	
		30 September 2022 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
CURRENT LIABILITIES	流動負債		
Trade and retention payables	貿易應付款項及應付保留金	14	8,643
Other payables and accruals	其他應付款項及應計費用		11,536
Lease liabilities	租賃負債		6,190
Contract liabilities	合約負債		17,053
Tax payable	應付稅項		246
Total current liabilities	流動負債總額		43,668
NET CURRENT ASSETS	流動資產淨值		171,725
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		189,578
NON-CURRENT LIABILITIES	非流動負債		
Lease liabilities	租賃負債		130
Deferred tax liabilities	遞延稅項負債		21
Total non-current liabilities	非流動負債總額		151
Net assets	資產淨值		189,427
EQUITY	權益		
Share capital	股本		4,025
Reserves	儲備		185,402
Total equity	總權益		189,427

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022

簡明綜合權益變動表

截至二零二二年九月三十日止六個月

		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 股份獎勵計劃下持有的股份	Share-based payment reserve 以股份為基礎付款儲備	Other reserves 其他儲備	Accumulated profits 累積溢利	Total equity 總權益
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	股份獎勵計劃 下持有的股份 HK\$'000 千港元	以股份為基礎 付款儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元 <i>(Note/ 附註)</i>	累積溢利 HK\$'000 千港元	總權益 HK\$'000 千港元
Six months ended 30 September 2022	截至二零二二年九月三十日止 六個月							
At 31 March 2022 and 1 April 2022 (audited)	於二零二二年三月三十一日及 二零二二年四月一日(經審核)	4,025	29,598	(709)	1,205	14,791	140,517	189,427
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	-	-	(767)	(767)
Issued new shares for share award scheme	為股份獎勵計劃發行的新股份	25	-	(25)	-	-	-	-
Purchases of shares for the share award scheme	為股份獎勵計劃購買的股份	-	-	(44)	-	-	-	(44)
Equity-settled share award arrangements	權益結算股份獎勵計劃安排	-	-	-	209	-	-	209
Vesting of shares under share award scheme	根據股份獎勵計劃歸屬股份	-	-	391	(391)	-	-	-
Forfeiture of share awards	沒收股份獎勵	-	-	-	(41)	-	41	-
Dividend paid	已付股息	-	(8,012)	-	-	-	-	(8,012)
At 30 September 2022 (unaudited)	於二零二二年九月三十日 (未經審核)	4,050	21,586	(387)	982	14,791	139,791	180,813
Six months ended 30 September 2021	截至二零二一年九月三十日止 六個月							
At 31 March 2021 and 1 April 2021 (audited)	於二零二一年三月三十一日及 二零二一年四月一日(經審核)	4,025	40,507	(825)	920	14,791	132,393	191,811
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	7,516	7,516
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	57	-	-	57
Equity-settled share award arrangements	權益結算股份獎勵安排	-	-	-	237	-	-	237
Vesting of shares under share award scheme	根據股份獎勵計劃歸屬股份	-	-	125	(125)	-	-	-
Cancellation of share options	註銷購股權	-	-	-	(63)	-	63	-
Dividend paid	已付股息	-	(10,909)	-	-	-	-	(10,909)
At 30 September 2021 (unaudited)	於二零二一年九月三十日 (未經審核)	4,025	29,598	(700)	1,026	14,791	139,972	188,712

Note:

The Group's other reserves mainly represent the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Group during the year ended 31 March 2018.

附註：

本集團之其他儲備主要指本公司截至二零一八年三月三十一日止年度之已發行普通股之面值與透過根據本集團重組交換股份所收購附屬公司股本之差額。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2022

簡明綜合現金流量表

截至二零二二年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
NET CASH FROM OPERATING ACTIVITIES	經營活動所產生的現金淨額	11,780	4,356
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所產生的現金流量		
Bank interest received	已收銀行利息	405	140
Purchase of property, plant and equipment	購置物業、廠房及設備	(1,255)	(785)
Addition of financial assets at fair value through profit or loss	添置按公允值計入損益的金融資產	(1,127)	(106)
Withdrawn of time deposits with original maturity date over three months	提取原到期日超過三個月的定期存款	11,603	-
Placement of time deposits with original maturity date over three months	存入原到期日超過三個月的定期存款	(15,083)	(7,952)
Placement of pledged deposits	存入有抵押存款	(11)	(7)
Net cash flows used in investing activities	投資活動所用的現金流量淨額	(5,468)	(8,710)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所產生的現金流量		
Purchase of shares for the share award scheme	就股份獎勵計劃購買股份	(44)	-
Principal portion of lease payments	租賃付款的本金部分	(3,134)	(2,981)
Dividend paid	已付股息	(8,012)	(10,909)
Net cash flows used in financing activities	融資活動所用的現金流量淨額	(11,190)	(13,890)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(4,878)	(18,244)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	75,397	108,801
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	期末現金及現金等價物	70,519	90,557

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2022

簡明綜合財務報表附註

截至二零二二年九月三十日止六個月

1. GENERAL INFORMATION

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

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

2. BASIS OF PREPARATION

The condensed consolidated interim financial statements for the Group (the "**Interim Financial Statements**") have been prepared in accordance with Hong Kong Accounting Standard ("**HKAS**") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (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。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. 編製基準

本集團的簡明綜合中期財務報表(「**中期財務報表**」)乃根據由香港會計師公會(「**香港會計師公會**」)所頒佈的香港會計準則(「**香港會計準則**」)第34號中期財務報告以及香港聯合交易所有限公司GEM證券上市規則(「**GEM上市規則**」)及香港公司條例的適用披露規定編製。

2. BASIS OF PREPARATION (Continued)

The condensed consolidated interim financial information does not include all the information and disclosures required in the annual financial statements and should read in conjunction with the Group's annual financial statements for the year ended 31 March 2022.

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

3. CHANGES IN ACCOUNTING POLICIES

The condensed consolidated interim financial information has been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation in the Interim Financial Statements are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2022.

2. 編製基準(續)

簡明綜合中期財務資料並無包括年度財務報表所需的全部資料及披露，並應與本集團截至二零二二年三月三十一日止年度的年度財務報表一併閱讀。

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

3. 會計政策的變更

簡明綜合中期財務資料乃根據歷史成本慣例而編製，惟按公允值計入損益的金融資產已按公允值計量除外。

除應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)導致的會計政策變動外，中期財務報表中的會計政策及計算方法與編製本集團於截至二零二二年三月三十一日止年度的年度財務報表所遵循者相同。

3. CHANGES IN ACCOUNTING POLICIES (Continued)

The condensed consolidated financial information of the Group has been prepared in accordance with the same accounting policies adopted in the Group's annual financial statements for the year ended 31 March 2022, except for the adoption of the revised HKFRSs (which include all HKFRSs, HKASs and Interpretations) as below:

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

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

3. 會計政策的變更(續)

除採納按下文所披露經修訂香港財務報告準則(包括所有香港財務報告準則、香港會計準則詮釋)外，本集團的簡明綜合財務資料根據本集團截至二零二二年三月三十一日止年度的年度財務報表中所採納的相同會計政策編製：

香港財務報告準則第3號(修訂本)	對概念框架的提述
香港會計準則第16號(修訂本)	物業、廠房及設備：擬定用途前之所得款項
香港會計準則第37號(修訂本)	虧損性合約－履行合約之成本
香港財務報告準則二零一八年至二零二零年週期之年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號相應闡釋範例及香港會計準則第41號(修訂本)

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

4. REVENUE AND SEGMENTAL INFORMATION

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

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

Segment information

The Group's operating income during both periods was derived from:

(i) *Transportation Mission Critical System Solutions:*

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

4. 收益及分部資料

本集團於兩個期間的收益分析如下：

Six months ended	
30 September	
截至九月三十日止六個月	
2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
16,585	16,847
7,615	16,380
11,619	20,030
34,986	39,856
3,887	2,093
74,692	95,206

分部資料

於兩個期間內，本集團的經營收入來自：

(i) *交通關鍵系統解決方案：*

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

4. REVENUE AND SEGMENTAL INFORMATION (Continued)

Segment information (Continued)

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

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

(iii) *Digital Fabrication and Maintenance Services:*

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

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

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

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

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

4. 收益及分部資料(續)

分部資料(續)

(ii) *流動票務及數碼支付解決方案及服務：*

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

(iii) *數碼裝配及保養服務：*

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

(iv) *機電技術解決方案及工程服務：*

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

(v) *銷售產品、零件及部件：*

提供零件及部件，以及根據客戶要求客制化若干產品。

4. REVENUE AND SEGMENTAL INFORMATION (Continued)

Segment information (Continued)

For the purposes of resource allocation and performance assessment, the chief operation decision maker (i.e. the executive directors of the Company) reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no separate analysis of this single segment is presented other than entity-wide disclosure.

5. OTHER INCOME AND GAINS AND LOSSES, NET

Other income

Bank Interest Income	銀行利息收入
Sundry income	雜項收入
Government subsidies – Employment Support Scheme	政府補助－「保就業」計劃

4. 收益及分部資料(續)

分部資料(續)

就資源分配及表現評估而言，主要經營決策者（即本公司執行董事）審閱本集團的整體業績及財務狀況。因此，本集團僅有一個單一經營分部及除實體範圍內的披露外，並無呈列該單一分部的單獨分析。

5. 其他收入及收益以及虧損淨額

其他收入

Six months ended 30 September 截至九月三十日止六個月	
2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
405	140
180	148
4,780	–
5,365	288

5. OTHER INCOME AND GAINS AND LOSSES, NET (Continued)

Other gains and losses, net

Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益
Net foreign exchange (loss)/gain	外匯(虧損)/收益淨額

5. 其他收入及收益以及虧損淨額(續)

其他收益及虧損淨額

Six months ended	
30 September	
截至九月三十日止六個月	
2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
-	40
(1,694)	171
(1,694)	211

6. FINANCE COSTS

Interest on lease liabilities	租賃負債之利息
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6. 融資成本

Six months ended	
30 September	
截至九月三十日止六個月	
2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
116	40

7. (LOSS)/PROFIT BEFORE TAX

7. 除稅前(虧損)/溢利

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
The Group's (loss)/profit before tax is arrived at after charging/(crediting):	本集團除稅前(虧損)/溢利乃經扣除/(計入)以下各項後達致：		
Auditor's remuneration	核數師薪酬	850	860
Depreciation of property, plant and equipment	物業、廠房及設備折舊	908	991
Depreciation on right-of-use assets	使用權資產折舊	3,123	2,915
Directors' remuneration	董事酬金	2,366	2,257
Employee benefit expenses (excluding directors' and chief executive's remuneration)	僱員福利開支(不包括董事及主要行政人員的薪酬)		
Salaries and other benefits	薪金及其他福利	33,662	35,770
Retirement benefits scheme contributions	退休福利計劃供款	1,362	1,253
Equity-settled share-based payment expenses	權益結算以股份為基礎付款的開支	209	295
Total employee benefit expenses	僱員福利開支總額	35,233	37,318
Cost of sales	銷售成本		
– Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services	– 交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務	47,352	53,191
– Others	– 其他	9,488	13,001
Lease payments not included in the measurement of lease liabilities	並不計入租賃負債計量之租賃付款	74	76
Net foreign exchange loss/(gain)	外匯虧損/(收益)淨額	1,694	(171)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	–	(40)

8. INCOME TAX EXPENSE

8. 所得稅開支

		Six months ended 30 September 截至九月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Current – Hong Kong:	即期 – 香港：		
Charge for the period	期內開支	257	1,317
Deferred	遞延	(207)	129
Total tax expense for the period	期內稅項開支總額	50	1,446

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2021: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2021: 8.25%) and the remaining assessable profits are taxed at 16.5% (2021: 16.5%).

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

9. DIVIDEND

On 5 August 2022, the Board declared a final dividend of year ended 31 March 2022 of HK2.0 cents per ordinary share (2021: HK2.73 cents). The total amount of final dividend distributed was HK\$8,050,000 and was paid on 26 August 2022 including dividend of HK\$38,300 for share held under the share award scheme. The Board does not recommend the payment of any dividend for the six months ended 30 September 2022.

香港利得稅已按期內於香港產生的估計應課稅溢利按16.5% (二零二一年：16.5%)的稅率計提撥備，惟本集團旗下一間附屬公司符合兩級利得稅稅率制度除外。該附屬公司首2,000,000港元 (二零二一年：2,000,000港元)的應課稅溢利按8.25% (二零二一年：8.25%)的稅率徵稅，其餘應課稅溢利稅率為16.5% (二零二一年：16.5%)。

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

9. 股息

於二零二二年八月五日，董事會宣佈派發截至二零二二年三月三十一日止年度的末期股息每股普通股2.0港仙 (二零二一年：2.73港仙)。分派的末期股息總額為8,050,000港元，已於二零二二年八月二十六日派付，包括股份獎勵計劃下所持股份的股息38,300港元。董事會不建議就截至二零二二年九月三十日止六個月派付任何股息。

10. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic (loss)/earnings per share amount for the six months ended 30 September 2022 is based on the loss for the period attributable to owners of the Company of HK\$767,000 (2021: profit of HK\$7,516,000), and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme during the six months ended of 399,625,000 (2021: 395,837,000).

The calculation of the diluted loss per share amounts for the six months ended 30 September 2022 is based on the loss for the period attributable to owners of the Company and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme as used in the basic loss per share calculation, and the weighted average number of 492,000 ordinary shares assumed to have been issued at no consideration on the deemed exercise of the shares held under share award scheme into ordinary shares.

11. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

For the six months ended 30 September 2022, the Group acquired property, plant and equipment with aggregate cost of HK\$1,230,000 (30 September 2021: HK\$785,000).

10. 本公司普通股權益持有人應佔每股(虧損)/盈利

截至二零二二年九月三十日止六個月每股基本(虧損)/盈利金額乃根據本公司擁有人應佔期內虧損767,000港元(二零二一年：溢利7,516,000港元)，以及止個六月內已發行普通股加權平均數減根據股份獎勵計劃持有的庫存股份399,625,000股(二零二一年：395,837,000股)計算。

截至二零二二年九月三十日止六個月每股攤薄虧損金額乃根據本公司擁有人應佔期內虧損及已發行普通股加權平均數減計算每股基本虧損所用根據股份獎勵計劃持有的庫存股份，以及假設被視作行使根據股份獎勵計劃持有的股份以轉換為普通股時無償發行之492,000股普通股加權平均股數計算。

11. 物業、廠房及設備的變動

截至二零二二年九月三十日止六個月，本集團收購物業、廠房及設備的成本總額為1,230,000港元(二零二一年九月三十日：785,000港元)。

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

As at 30 September 2022, the unlisted investments of approximately HK\$6,092,000 (unaudited) (31 March 2022: HK\$5,913,000 (audited)) were the deposits paid for life insurance products issued by financial institutions in Hong Kong. They were classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

The entire balance of the life insurance products is denominated in United States dollars.

13. TRADE RECEIVABLES

The Group grants credit terms of 30 to 60 days to its customers from the date of invoices on progress billings of contract and maintenance works and sales of products. The following is an ageing analysis of the trade receivables is presented based on the invoice date.

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
Over 90 days	超過90日
Less: Accumulated loss allowance	減：累計虧損撥備
Total	總計

12. 按公允值計入損益的金融資產

於二零二二年九月三十日，非上市投資約6,092,000港元(未經審核)(二零二二年三月三十一日：5,913,000港元(經審核))為就香港金融機構發行人壽保險產品已支付的按金。該等產品被分類為按公允值計入損益的金融資產，原因為彼等的合約現金流量並非僅為支付本金及利息。

人壽保險產品的全部結餘以美元列值。

13. 貿易應收款項

本集團自合約及維修工程進度款項發票日期以及銷售產品起向其客戶授出30至60日的信貸期。以下為基於發票日期呈列的貿易應收款項的賬齡分析。

As at 於	
30 September 2022 二零二二年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
15,267	20,195
6,924	14,691
8,919	11,485
7,987	5,160
39,097 (548)	51,531 (557)
38,549	50,974

14. TRADE AND RETENTION PAYABLES

The credit period on purchases and subcontracting of contract work services ranges from 30 to 60 days. The following is an ageing analysis of trade payables presented based on the invoice date.

Trade payables:	貿易應付款項：
Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 365 days	91至365日
Over 365 days	超過365日
Retention payables	應付保留金
Total	總計

14. 貿易應付款項及應付保留金

購買及分包合約工程服務的信貸期介乎30至60日。以下為基於發票日期呈列的貿易應付款項賬齡分析。

As at	
於	
30 September	31 March
2022	2022
二零二二年	二零二二年
九月三十日	三月三十一日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
3,543	3,685
194	210
88	455
315	99
925	782
5,065	5,231
3,458	3,412
8,523	8,643

15. RELATED PARTY TRANSACTIONS

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

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

Notes:

- (a) Logistic Industrial is a company over which Mr. Luk Kam Ming (“Mr. KM Luk”) and Ms. Leung Kwok Yee have significant influence. The purchase prices of goods were mutually agreed between the parties.
- (b) K M L Limited is controlled by Mr. KM Luk. Rental payments were on a mutually-agreed basis.

15. 關聯方交易

本集團與其關聯方訂立下列交易：

Six months ended 30 September	
截至九月三十日止六個月	
2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
8	6
2,868	2,779

附註：

- (a) 洛士工業為陸鑑明先生(「陸鑑明先生」)及梁嫻儀女士對其有重大影響力的公司。貨品之採購價由雙方相互協定。
- (b) 圖遠有限公司由陸鑑明先生控制。繳付租金按相互協定基準釐定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

業務回顧

Overview

The Group has been providing mechanical and electrical (“M&E”) engineering solutions and services in Hong Kong for over 40 years. We are diversifying our businesses and comprise mainly the provision of (i) transportation mission critical system solutions; (ii) mobile ticketing and digital payment solutions and services; (iii) digital fabrication and maintenance services; (iv) M&E technology solutions and engineering services; and (v) sales of products, parts and components. Depending on our customers’ needs and requirements, we provide a full spectrum of solutions and services covering design, equipment assembly, supply, installation, fabrication, testing, and commissioning and 7 x 24 maintenance support.

概覽

本集團於香港提供機械與電氣(「機電」)工程解決方案和服務逾四十年。我們的業務多元化，主要包括提供(i)交通關鍵系統解決方案；(ii)流動票務及數碼支付解決方案及服務；(iii)數碼裝配及保養服務；(iv)機電技術解決方案及工程服務；及(v)銷售產品、零件及部件。視乎客戶的需求，我們提供涵蓋設計、設備裝置、供應、安裝、裝配、測試及調試以及全天候維護支援的全面解決方案及服務。

The impact of the coronavirus disease (“COVID-19”) had been severe for the construction industry globally, especially in terms of operational efficiencies and material delivery progress between Hong Kong and Mainland China, especially in the first half of 2022. According to the Government’s half-yearly economic report, despite general improvement in the local pandemic situation, weakened global demand and cross-boundary disruptions had been hindering the pace of local economic recovery. During this slow economic recovery phase, the Group has changed its operation strategy by streamlining its internal resources and focus on clearing its outstanding contracts on hand. This will give the Group spare capacity and well prepared for rapid reaction as the economy picks up. As at 30 September 2022, the Group had outstanding contracts in hand value at approximately HK\$503.9 million (2021: approximately HK\$493.0 million).

新型冠狀病毒(「COVID-19」)對全球建造業造成嚴重影響，特別是在營運效率及香港與中國內地之間的物料運送進度方面，尤其是在二零二二年上半年。根據政府的半年經濟報告，雖然本地疫情普遍改善，環球需求轉弱及跨境運輸受干擾正阻礙本地經濟復甦的步伐。於此緩慢經濟復甦的情況下，本集團已透過精簡內部資源而改變經營策略，並專注於結清手頭未完成合約。這將為本集團騰出產能，並隨著經濟復甦，採取快速反應作好充分準備。於二零二二年九月三十日，本集團手頭未完成合約價值約為503.9百萬港元(二零二一年：約493.0百萬港元)。

Transportation Mission Critical System Solutions

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

交通關鍵系統解決方案

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

For the six months ended 30 September 2022, revenue generated from this segment amounted to approximately HK\$16.6 million (2021: approximately HK\$16.8 million). As at 30 September 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$26.8 million (2021: approximately HK\$36.7 million).

Mobile Ticketing and Digital Payment Solutions and Services

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

For the six months ended 30 September 2022, revenue generated from this segment amounted to approximately HK\$7.6 million (2021: approximately HK\$16.4 million). As at 30 September 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$147.9 million (2021: approximately HK\$129.2 million).

Digital Fabrication and Maintenance Services

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

For the six months ended 30 September 2022, revenue generated from this segment amounted to approximately HK\$11.6 million (2021: approximately HK\$20.0 million). As at 30 September 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$48.1 million (2021: approximately HK\$48.9 million).

截至二零二二年九月三十日止六個月，該分部產生的收益約為16.6百萬港元（二零二一年：約16.8百萬港元）。於二零二二年九月三十日，該分部的未完成合約總值約為26.8百萬港元（二零二一年：約36.7百萬港元）。

流動票務及數碼支付解決方案及服務

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

截至二零二二年九月三十日止六個月，該分部產生的收益約為7.6百萬港元（二零二一年：約16.4百萬港元）。於二零二二年九月三十日，該分部的未完成合約總值約為147.9百萬港元（二零二一年：約129.2百萬港元）。

數碼裝配及保養服務

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

截至二零二二年九月三十日止六個月，該分部產生的收益約為11.6百萬港元（二零二一年：約20.0百萬港元）。於二零二二年九月三十日，該分部的未完成合約總值約為48.1百萬港元（二零二一年：約48.9百萬港元）。

M&E Technology Solutions and Engineering Services

M&E Technology Solutions and Engineering Services continued to be the largest business segment of the Group in the reporting period in terms of revenue. Its capabilities encompass design, installation, testing and commissioning and maintenance of miscellaneous M&E engineering systems such as railway station M&E engineering services and architectural works, train-borne systems provisions, trackside and depot M&E works and different kinds of renovation works.

The major projects in progress during the reporting period included (i) replacement and modification of smoke curtains at two railway lines; and (ii) refurbishment and replacement of air handling unit (AHU) and primary air unit (PAU) at various railway lines.

For the six months ended 30 September 2022, revenue generated from this segment amounted to approximately HK\$35.0 million (2021: approximately HK\$39.9 million). As at 30 September 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$279.5 million (2021: approximately HK\$277.6 million).

Sales of Products, Parts and Components

The Group sources certain parts and components and sometime customises certain products to our customers according to their requirements. We primarily supply railway signaling and automatic fare collection (“**AFC**”) related products, parts and components.

For the six months ended 30 September 2022, revenue generated from this segment amounted to approximately HK\$3.9 million (2021: approximately HK\$2.1 million). As at 30 September 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$1.6 million (2021: approximately HK\$0.6 million).

機電技術解決方案及工程服務

就收益而言，於報告期間，機電技術解決方案及工程服務繼續為本集團的最大業務分部。其業務範圍涵蓋設計、安裝、測試及調試以及保養各種機電工程系統，例如鐵路車站機電工程服務及建築工程、車攜系統設施、軌道旁及車廠機電工程，以及不同種類的翻新工程。

於報告期間，進行之主要項目包括(i)更換及改動兩條鐵路線的隔煙幕系統；及(ii)翻新及更換多條鐵路線風櫃。

截至二零二二年九月三十日止六個月，該分部產生的收益約為35.0百萬港元(二零二一年：約39.9百萬港元)。於二零二二年九月三十日，該分部的未完成合約總值約為279.5百萬港元(二零二一年：約277.6百萬港元)。

銷售產品、零件及部件

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

截至二零二二年九月三十日止六個月，該分部產生的收益約為3.9百萬港元(二零二一年：約2.1百萬港元)。於二零二二年九月三十日，該分部的未完成合約總值約為1.6百萬港元(二零二一年：約0.6百萬港元)。

OUTLOOK

The on-going COVID-19 pandemic and global economic instability continues to impact the recovery of local economy. Although there is an additional injection of HK\$1.5 billion to the electric vehicle (EV) charging under Home Subsidy Scheme (“**EHSS**”) to year 2028, the number of Government tenders provided during 2022 are still very limited. Since the first half of the financial year, there are only around 40 Government tenders issued, covering around 11,000 chargers. More tenders are expected to release in the second half of the financial year and the Group will pursue more EHSS projects, contributing to the long-term sustainability of Hong Kong.

The Group has lined up with various business partners including bank and digital payment providers with a plan to take up broader roles in the ePayment business arena. Apart from the AFC market which the Group has been focusing, it is expected that the Group to further diversify the customer base by expanding the technology-led business in the retailing market in the second half of 2022.

The Group has been making significant progress in the application of robotic technology to transport coins and banknote vault through the all-times crowded railway station concourse securely, safely and no disturbance to the pedestrian public, and to perform repetitive and tedious human interfacing tests which were usually very manpower consuming. The project is now at its testing phase and the robotic technology has been applied in 5 stations. It is expected to enter into production stage in 2023.

Although the supply chain issue may not be resolved within a short period due to COVID-19 pandemic and economic downturn, the Group will continue to concise its internal resources and monitor closely its development in order to grasp future opportunities upon economic recovery.

展望

持續的COVID-19疫情及全球經濟不穩定繼續影響本地經濟復甦。雖然政府已對EV屋苑充電易資助計劃(「**EV屋苑充電易資助計劃**」)額外注資15億港元並將計劃延長至二零二八年，但於二零二二年提供的政府投標數目仍然非常有限。自本財政年度上半年以來，政府僅發出約40份招標書，涵蓋約11,000個充電設施。預計在本財政年度下半年會有更多投標公佈，本集團亦將推行更多EV屋苑充電易資助計劃項目，以為香港的長遠持續發展作出貢獻。

本集團與各類業務夥伴(包括銀行及數碼支付供應商)合作，計劃在電子支付業務範疇承擔更廣泛的角色。除本集團一直關注的自動收費市場外，預期本集團將透過擴大零售市場的科技引領業務進一步多元化客戶基礎。

本集團已在應用機械人技術運送硬幣和鈔票庫方面取得重大進展，可在人潮擁擠的火車站大堂安穩地運送硬幣及鈔票庫，而不會對行人造成滋擾以及用機器人取代真人進行重複而繁瑣的人機互動測試，有關測試通常須耗用大量人力。該項目現正處在測試階段及機器人技術已在五個站點應用。預期將於二零二三年進入生產階段。

雖然供應鏈問題可能因COVID-19疫情及經濟下滑而未能於短期內解決，但本集團將繼續精簡內部資源及密切監察其發展，以把握未來經濟復甦的機遇。

FINANCIAL REVIEW

Revenue

Revenue of the Group for the six months ended 30 September 2022 amounted to approximately HK\$74.7 million, representing a decrease of approximately HK\$20.5 million or approximately 21.5% as compared with approximately HK\$95.2 million for the six months ended 30 September 2021. The supply chain disruptions cause operational efficiencies and certain projects work progress slow down.

Cost of Sales and Gross Profit

The majority of the Group's cost of sales comprised (i) material and equipment; (ii) direct labour; and (iii) subcontracting cost. The cost of sales decreased by approximately 14.2% from approximately HK\$66.2 million for the six months ended 30 September 2021 to approximately HK\$56.8 million for the six months ended 30 September 2022. The gross profit of the Group decreased by approximately 38.3% from approximately HK\$29.0 million for the six months ended 30 September 2021 to approximately HK\$17.9 million for the six months ended 30 September 2022. The decrease in gross profit was mainly due to (i) the decrease in revenue contribution; (ii) the decrease of overall gross profit margin of projects awarded; and (iii) the increase in subcontracting cost.

Administrative Expenses

The Group's administrative expenses increased from approximately HK\$20.5 million for the six months ended 30 September 2021 to approximately HK\$21.7 million for the six months ended 30 September 2022. The increase was mainly due to (i) an increase of professional fee; and (ii) an increase of costs in relation to the staff welfare improvement and rent.

Loss attributable to the owners of the Company

The Group recorded net loss attributable to the owners of the Company of approximately HK\$0.8 million for the six months ended 30 September 2022 (2021: net profit of approximately HK\$7.5 million). The difference is mainly due to (i) the impact of the fifth wave of COVID-19, especially in terms of operational efficiencies and project delivery progress in the first half of the year; (ii) major work progress of significant projects were completed during the last period; and (iii) major projects in hand at the current period are at their early stage that revenue recognised is not substantial.

財務回顧

收益

本集團截至二零二二年九月三十日止六個月的收益約為74.7百萬港元，較截至二零二一年九月三十日止六個月的約95.2百萬港元減少約20.5百萬港元或約21.5%。供應鏈中斷導致運營效率和若干項目工作進度放緩。

銷售成本及毛利

本集團的主要銷售成本包括(i)物料及設備；(ii)直接勞工；及(iii)分包成本。銷售成本由截至二零二一年九月三十日止六個月約66.2百萬港元減少約14.2%至截至二零二二年九月三十日止六個月約56.8百萬港元。本集團毛利由截至二零二一年九月三十日止六個月約29.0百萬港元減少約38.3%至截至二零二二年九月三十日止六個月約17.9百萬港元。毛利減少主要由於(i)收益貢獻減少；(ii)獲授項目整體毛利率減少；及(iii)分包成本增加所致。

行政開支

本集團行政開支由截至二零二一年九月三十日止六個月約20.5百萬港元增加至截至二零二二年九月三十日止六個月約21.7百萬港元。該增加主要由於(i)專業費用增加；及(ii)員工福利的改善和租金的相關開支增加所致。

本公司擁有人應佔虧損

截至二零二二年九月三十日止六個月，本集團錄得本公司擁有人應佔淨虧損約0.8百萬港元(二零二一年：純利約7.5百萬港元)。該差別主要由於(i)在上半年的營運效率和項目交付進度方面受到第五波COVID-19疫情影響；(ii)於上個期間的重大項目的主要工程進度已完成；及(iii)於本期間的手頭主要項目處於初步階段，確認的收益並不重大所致。

Liquidity, Financial Resources and Capital Structure

Historically, the Group has met the liquidity and capital requirement primarily through operating cash flows and capital contribution from its shareholders. The Group requires cash primarily for working capital needs. As at 30 September 2022, the Group had approximately HK\$90.6 million in (i) bank balances and cash; and (ii) time deposits with original maturity over three months (as at 30 September 2021: approximately HK\$103.6 million), representing a decrease of approximately HK\$13.0 million as compared to that as at 30 September 2021.

There are 2,460,000 shares (“**Share(s)**”) allotted and issued on 7 September 2022 pursuant to the share award scheme adopted on 5 November 2018, details of which are disclosed in the announcement of the Company dated 29 August 2022. The reasons of the issue are to recognise the contributions made by the employees and to attract and retain talent for the continuous operations and development of the Group. Save as disclosed above, there has been no change on the capital structure of the Group for the six months ended 30 September 2022 and up to the date of this report (i.e. 4 November 2022) (the “**Date of this Report**”). The capital of the Company only comprises of ordinary shares.

Capital Expenditure

The Group purchased property, plant and equipment amounting to approximately HK\$1.2 million for the six months ended 30 September 2022 which comprised acquisition of furniture, fixtures and office equipment (2021: approximately HK\$0.8 million).

Dividend

The Board does not recommend a payment of an interim dividend for the six months ended 30 September 2022 (2021: Nil).

流動資金、財務資源及資本架構

過往，本集團主要透過經營現金流量及股東注資滿足其流動資金及資本需求。本集團主要需要現金應付營運資金需要。於二零二二年九月三十日，本集團有(i)銀行結餘及現金；及(ii)原到期日超過三個月的定期存款合共約90.6百萬港元(於二零二一年九月三十日：約103.6百萬港元)，較於二零二一年九月三十日減少約13.0百萬港元。

於二零二二年九月七日，2,460,000股股份(「**股份**」)根據於二零一八年十一月五日採納的股份獎勵計劃配發及發行，有關詳情於本公司日期為二零二二年八月二十九日的公告中披露。發行的理由旨在表彰員工的貢獻，並為集團的持續經營和發展吸引和留住人才。除上文所披露者外，於截至二零二二年九月三十日止六個月及直至本報告日期(即二零二二年十一月四日)(「**本報告日期**」)，本集團資本架構並無任何變動。本公司資本僅包括普通股。

資本開支

於截至二零二二年九月三十日止六個月，本集團購買金額約1.2百萬港元的物業、廠房及設備，當中包括購買傢俱、裝置及辦公室設備(二零二一年：約0.8百萬港元)。

股息

董事會不建議就截至二零二二年九月三十日止六個月派付中期股息(二零二一年：無)。

Employees and Remuneration Policies

As at 30 September 2022, the Group had a total of 197 employees (2021: 205). The total staff cost of the Group for the six months ended 30 September 2022 was approximately HK\$35.2 million (2021: approximately HK\$37.3 million). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of a good relationship with its employees. The remuneration payable to its employees includes salaries and allowances. Other benefits include provident fund scheme, medical and life insurance, discretionary bonus, share options and share awards.

Gearing Ratio

The ratio was not applicable for the six months ended 30 September 2022 as no borrowing was incurred (2021: not applicable).

Foreign Exchange Exposure

We conduct business with customers, suppliers and subcontractors located in Hong Kong, the People's Republic of China and overseas. The Group's exposure to currency risk mainly arise from the fluctuation of Renminbi, Euro or United States dollars. The Group currently does not have any hedging policy in place for its foreign exchange exposure. However, the Board will remain alert to any relevant risk and, if necessary, consider hedging any potential material foreign exchange risk.

Treasury Policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the six months ended 30 September 2022. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time. The Group would invest surplus funds via this private bank account aiming to earn a better yield than that generally offered by the commercial banks.

僱員及薪酬政策

於二零二二年九月三十日，本集團合共有197名僱員(二零二一年：205名)。截至二零二二年九月三十日止六個月，本集團的員工成本總額約35.2百萬港元(二零二一年：約37.3百萬港元)。本集團的薪酬政策與當前市場慣例一致，並根據個別僱員的表現、資格及經驗而釐定。本集團明白與僱員維持良好關係的重要性。應付僱員的薪酬包括薪金及津貼。其他福利包括強積金計劃、醫療及人壽保險、酌情花紅、購股權及股份獎勵。

資產負債比率

截至二零二二年九月三十日止六個月並不適用該比率，因並無產生借貸(二零二一年：不適用)。

外匯風險

我們與香港、中華人民共和國及海外客戶、供應商及分包商均有業務往來。本集團所面臨的貨幣風險主要來自人民幣、歐元或美元的波動。目前本集團並無任何對沖政策以應對外匯風險。然而，董事會將對任何相關風險保持警覺，如有需要將考慮對任何可能產生的重大外匯風險予以對沖。

庫務政策

本集團的庫務政策採納審慎的財務管理方針，因此，於截至二零二二年九月三十日止六個月，流動資金狀況均處於健康水平。本集團致力透過持續進行信貸評估及評估客戶的財務狀況，減低所承受的信貸風險。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔組成的流動資金架構能應付不時的資金需要。本集團將透過該私人銀行賬戶投資盈餘資金，以期賺取較商業銀行通常提供的更高收益率。

Significant Investments and Future Plans for Material Investments and Capital Assets

The Group did not hold any significant investments in equity interest in any other companies as at 30 September 2022. Except for those included in the section headed “Future Plans and Use of Proceeds” for inclusion in the prospectus of the Company dated 29 September 2017, the Group had no definite future plans for material investments and capital assets.

Material Acquisitions and Disposals of Subsidiaries, Associates or Joint Ventures

There were no other significant investments held, material acquisitions or disposals of subsidiaries, associates or joint ventures during the six months ended 30 September 2022.

Pledge of Assets

As at 30 September 2022, the Group has pledged (i) approximately HK\$13.8 million bank deposits; and (ii) approximately HK\$5.7 million investments in life insurance policies to secure general banking facilities granted to the Group.

Capital Commitments

The Group did not have any capital commitment as at 30 September 2022 (2021: Nil).

Contingent Liabilities

As at 30 September 2022, the Group did not have any significant contingent liabilities (2021: Nil).

Financial Risk Management

Financial risk management is carried out by the Group's finance department under policies approved by the Board. The finance department identifies, evaluates and hedges financial risks in close co-operation with operating units. The Board provides guidance for overall risk management and specific areas, such as market risk, interest rate risk, credit risk and liquidity risk.

SUBSEQUENT EVENT AFTER REPORTING PERIOD

The Board has appointed Mr. Yu Wing Lok Garry as an independent non-executive Director, and a member of each of the nomination committee and the risk management committee of the Company with effect from 1 November 2022. Please refer to the announcement dated 28 October 2022 for details.

Saved as disclosed above, there were no subsequent events after this reporting period as at the Date of this Report.

重大投資與重大投資及資本資產的未來計劃

於二零二二年九月三十日，本集團並無於任何其他公司的股本權益持有任何重大投資。除本公司日期為二零一七年九月二十九日的招股章程內「未來計劃及所得款項用途」一節所載者外，本集團並無有關重大投資及資本資產的實質未來計劃。

附屬公司、聯營公司或合營公司的重大收購及出售

於截至二零二二年九月三十日止六個月並無持有其他重大投資，亦並無有關附屬公司、聯營公司或合營公司的重大收購或出售。

資產抵押

於二零二二年九月三十日，本集團已抵押(i)約13.8百萬港元的銀行存款；及(ii)約5.7百萬港元的人壽保單中的投資以獲得授予本集團的一般銀行融資。

資本承擔

於二零二二年九月三十日，本集團並無任何資本承擔(二零二一年：無)。

或然負債

於二零二二年九月三十日，本集團並無任何重大或然負債(二零二一年：無)。

財務風險管理

財務風險管理由本集團財務部根據經董事會批准的政策執行。財務部與營運單位緊密合作，共同識別、評估及對沖財務風險。董事會就整體風險管理及多個特定範圍(如市場風險、利率風險、信貸風險及流動資金風險)提供指引。

報告期後事項

董事會已委任余永祿先生為本公司獨立非執行董事、提名委員會及風險管理委員會成員，自二零二二年十一月一日起生效。有關詳情，請參閱日期為二零二二年十月二十八日的公告。

除上文所披露者外，於本報告日期，概無本報告期後事項。

CORPORATE GOVERNANCE AND OTHER INFORMATION

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders of the Company (the “**Shareholder(s)**”) and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the six months ended 30 September 2022, 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 six months ended 30 September 2022.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

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 with the management internal control and financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the six months ended 30 September 2022 and the interim report. The Audit Committee is of the opinion that the unaudited condensed consolidated results of the Group for the six months ended 30 September 2022 comply with the applicable accounting standards and that adequate disclosure has been made.

企業管治及其他資料

企業管治常規

本公司致力維持高水平的企業管治，以保障本公司股東（「**股東**」）權益以及提升企業價值及問責性。本公司已採納GEM上市規則附錄十五所載的企業管治守則（「**企業管治守則**」），作為其本身的企業管治守則。截至二零二二年九月三十日止六個月，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，彼於截至二零二二年九月三十日止六個月已遵守交易必守標準。

審核委員會及中期業績審閱

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，並与管理層討論本公司的內部監控及財務申報事宜，包括審閱本集團截至二零二二年九月三十日止六個月的未經審核簡明綜合業績及中期報告。審核委員會認為，本集團截至二零二二年九月三十日止六個月的未經審核簡明綜合業績符合適用會計準則，並已作出足夠披露。

CHANGES TO DIRECTORS' INFORMATION

As at the Date of this Report, the Directors confirm that no information is required to be disclosed pursuant to Rules 17.50(2) and 17.50A(1) of the GEM Listing Rules during the six months ended 30 September 2022.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the six months ended 30 September 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

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

As at 30 September 2022, 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 the Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

董事資料變動

於本報告日期，董事確認，於截至二零二二年九月三十日止六個月內，概無資料須根據GEM上市規則第17.50(2)及17.50A(1)條予以披露。

購買、出售或贖回本公司的上市證券

於截至二零二二年九月三十日止六個月，本公司或任何其附屬公司概無購買、出售或贖回任何本公司的上市證券。

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

於二零二二年九月三十日，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》有關條文被當作或視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 in the Company (%) ⁽⁶⁾ 於本公司的股權 概約百分比(%) ⁽⁶⁾
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	38.77
Mr. Luk Kwai Lung (“Mr. KL Luk”) ⁽²⁾ 陸季農先生 (「陸季農先生」) ⁽²⁾	Interest in controlled corporation 受控法團權益	138,000,000	L	34.08
Mr. Luk Yin Cheung (“Mr. YC Luk”) ⁽²⁾⁽³⁾ 陸彥彰先生 (「陸彥彰先生」) ⁽²⁾⁽³⁾	Interest in controlled corporation; interest of spouse 受控法團權益；配偶權益	138,600,000	L	34.23
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	0.99

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 interested 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.
- (6) As at 30 September 2022, the total number of issued Shares were 404,960,000.

Save as disclosed above, as at 30 September 2022, 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100,000,000股股份。由於陸鑑明先生為梁楓儀女士(「**梁女士**」)的配偶，故陸鑑明先生被視為為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 Limite d(「**KML Holdings**」)普通股(佔KML Holdings附帶投票權之已發行股本的50%)。陸季農先生及陸彥彰先生被視為為於KML Holdings 擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份(即138,000,000股股份)中擁有權益。
- (3) 由於陸彥彰先生為胡勁卉女士(「**胡女士**」)的配偶，陸彥彰先生被視為為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。
- (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。
- (6) 於二零二二年九月三十日，已發行股份之總數為404,960,000股。

除上文所披露者外，於二零二二年九月三十日，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或淡倉(包括根據《證券及期貨條例》有關條文彼等被當作或視作擁有的權益及淡倉)、或須登記於根據《證券及期貨條例》第352條存置的登記冊內的權益或淡倉、或根據GEM上市規則第5.46至5.67條須知會本公司和聯交所的權益或淡倉。

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

主要股東於股份、相關股份及債權證的權益及淡倉

As at 30 September 2022, 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:

於二零二二年九月三十日，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 ⁽⁵⁾	Approximate percentage of Shareholding in the Company (%) ⁽⁶⁾
姓名	身份／權益性質		好倉／淡倉 ⁽⁵⁾	於本公司的股權概約百分比(%) ⁽⁶⁾
KML Holdings ⁽¹⁾	Beneficial owner 實益擁有人	138,000,000	L	34.08
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	38.77
Ms. Chan Patricia ⁽³⁾ 陳珮筠女士 ⁽³⁾	Interest of spouse 配偶權益	138,000,000	L	34.08
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	34.23

Notes:

- (1) Each of Mr. KL Luk and Mr. YC Luk owns one common share in KML Holdings, representing 50% of the issued share capital of KML Holdings carrying voting rights. Mr. KL Luk and Mr. YC Luk also own approximately 50% and approximately 50%, respectively, of the issued preferred shares in KML Holdings which do not carry voting rights but only rights to dividends.
- (2) Madam Leung is the spouse of Mr. KM Luk. By virtue of the SFO, Madam Leung is deemed to be interested in all the Shares in which Mr. KM Luk is interested or deemed to be interested under the SFO, and vice versa.
- (3) Ms. Chan Patricia is the spouse of Mr. KL Luk. By virtue of the SFO, Ms. Chan Patricia is deemed to be interested in all the Shares in which Mr. KL Luk is interested or deemed to be interested under the SFO.
- (4) Madam Woo is the spouse of Mr. YC Luk. By virtue of the SFO, Madam Woo is deemed to be interested in all the Shares in which Mr. YC Luk is interested or deemed to be interested under the SFO, which is 138,000,000 Shares. Madam Woo directly holds 300,000 Shares and was interested as a grantee of options to subscribe for up to 300,000 Shares under the Share Option Scheme (announced on 2 January 2020).
- (5) The Letter "L" denotes the entity/person's long position in the Shares.
- (6) As at 30 September 2022, the total number of issued Shares were 404,960,000.

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

附註：

- (1) 陸季農先生及陸彥彰先生各自擁有KML Holdings一股普通股，佔KML Holdings附帶投票權的已發行股本50%。陸季農先生及陸彥彰先生亦分別擁有KML Holdings已發行優先股（並無附帶投票權但僅有收取股息的權利）約50%及約50%。
- (2) 梁女士為陸鑑明先生的配偶。根據《證券及期貨條例》，梁女士被視為於陸鑑明先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益，反之亦然。
- (3) 陳珮筠女士為陸季農先生的配偶。根據《證券及期貨條例》，陳珮筠女士被視為於陸季農先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益。
- (4) 胡女士為陸彥彰先生的配偶。根據《證券及期貨條例》，胡女士被視為於陸彥彰先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份（即138,000,000股股份）中擁有權益。胡女士直接持有300,000股股份並以購股權承授人身份擁有股份權益，可根據購股權計劃（於二零二零年一月二日公佈）認購最多300,000股股份。
- (5) 字母「L」表示該實體／個人於股份之好倉。
- (6) 於二零二二年九月三十日，已發行股份之總數為404,960,000股。

除上文所披露者外，於二零二二年九月三十日，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分部須予披露，或根據《證券及期貨條例》第336條須記入該條所述登記冊內的權益或淡倉。

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 principal terms of the Share Option Scheme are summarised below:

- (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 the adoption of the Share Option Scheme and approximately 9.9% of the total number of shares in issued 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;

購股權計劃

為嘉許及表揚已經或可能對本集團作出之貢獻之本集團董事及僱員，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**」）。購股權計劃的主要條款概述如下：

- (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，佔於採納購股權計劃日期已發行股份總數的10%及於本報告日期已發行股份總數約9.9%；
- (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) An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof;
 - (v) An offer for the grant of options must be accepted within three business days from the date of offer. The amount payable by the eligible persons of an option to the Company on acceptance of the offer for the grant of an option is HK\$10;
 - (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; and
 - (vii) The Share Option Scheme will remain in force for a period of 10 years commencing on 16 October 2017 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.
- (iv) 承授人可於董事會可能釐定的期間，隨時根據購股權計劃的條款行使購股權，惟有關期間不得超過由授出日期起計10年，並受有關提前終止條文所規限；
 - (v) 授出購股權的要約須於要約日期起三個營業日內接納。購股權的合資格人士須於接納要約時就獲授的一份購股權向本公司支付10港元；
 - (vi) 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；及
 - (vii) 購股權計劃將於二零一七年十月十六日起計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, 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.

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份購股權（「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份購股權授予一名董事、700,000份購股權授予本公司附屬公司的一名董事及300,000份購股權授予一名董事的聯繫人。

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

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

Date of grant

授出日期

2 January 2020

二零二零年一月二日

Share price at grant date 於授出日期的股份價格	HK\$0.250 0.250港元
Exercise price 行使價	HK\$0.259 0.259港元
Expected volatility 預期波幅	54.96% 54.96%
Expected life 預期年期	5 years from the date of grant 自授出日期起計五年
Risk-free rate 無風險利率	2.056% 2.056%
Expected dividend yield 預期股息率	0% 0%
Exercise multiple 行使倍數	2.x 2.x

Details regarding the number of Options, date of grant, exercise period and exercise price of the Options granted on 2 January 2020 are set out below:

有關於二零二零年一月二日授出購股權之購股權數目、授出日期、行使期及行使價之詳情載列如下：

Name of participants	Date of Options granted	Number of Options granted 已授出 購股權數目	Vesting period	Exercise period	Exercise price of Options 購股權行使價 HK\$ per share 每股港元	Closing price immediately before date of grant 緊接授出日期 前之收市價 HK\$ per share 每股港元
參與者姓名	授出購股權日期	購股權數目	歸屬期	行使期	購股權行使價 HK\$ per share 每股港元	前之收市價 HK\$ per share 每股港元
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 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 ^(Note) (Former director of KML Engineering Limited ("KML Engineering")) 衛杏英女士 ^(附註) (高明科技工程有限公司 (「高明科技工程」)前任董事)	2 January 2020 二零二零年一月二日	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	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	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				

Note: Ms. Wai Hang Ying Helen resigned as the director of KML Engineering on 29 November 2021.

附註：衛杏英女士於二零二一年十一月二十九日辭任高明科技工程的董事。

For the six months ended 30 September 2022, no options were granted, cancelled, exercised or lapsed/forfeited. Details of the outstanding Options as at 30 September 2022 are as follows:

截至二零二二年九月三十日止六個月，概無授出、注銷、行使或失效／沒收購股權。於二零二二年九月三十日尚未行使之購股權詳情如下：

Name of participants	Outstanding as at 1 April 2022 於二零二二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/forfeited 已失效／沒收購股權數目	Outstanding as at 30 September 2022 於二零二二年九月三十日尚未行使
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
Madam Woo (Company Secretary) 胡女士 (公司秘書)	300,000	-	-	-	-	300,000
Employees 僱員	3,700,000	-	-	-	-	3,700,000
Total 總計	6,000,000	-	-	-	-	6,000,000

As at the Date of this Report, taking into account 19,000,000 share options had been granted, the maximum number of Shares in respect of which options may be granted is 21,000,000, representing approximately 5.2% of the total number of Shares in issue as at the Date of this Report.

於本報告日期，經計及已授出19,000,000股購股權，可授出購股權的最高股份數目為21,000,000股，佔於本報告日期已發行股份總數約5.2%。

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.

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，惟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。

On 26 August 2022, the Board has resolved to grant and issue 2,460,000 new awarded Shares to the selected employees pursuant to the general mandate granted by the Shareholders at the annual general meeting of the Company held on 5 August 2022. Please refer to the announcement dated 29 August 2022 for details. The awarded Shares granted represent approximately 0.6% of the total number of Shares in issue as at the Date of this Report. As at 30 September 2022, 1,275,000 awarded Shares were vested to employee.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the six months ended 30 September 2022 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

For the six months ended 30 September 2022, none of the Directors 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, 4 November 2022

於二零二二年八月二十六日，董事會已議決根據股東於本公司於二零二二年八月五日舉行的股東週年大會上授予的一般授權而授出及發行2,460,000股新獎勵股份予選定僱員。有關詳情，請參閱日期為二零二二年八月二十九日的公告。授出的獎勵股份，佔於本報告日期已發行股份總數約0.6%。於二零二二年九月三十日，其中1,275,000股獎勵股份已歸屬予僱員。

董事收購股份或債權證的權利


於截至二零二二年九月三十日止六個月內任何時間，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

於截至二零二二年九月三十日止六個月，概無董事或彼等各自的聯繫人從事與本集團業務直接或間接競爭或可能競爭的任何業務或於該等業務中擁有任何權益。

代表董事會
高萌科技集團有限公司
陸鑑明
主席兼執行董事

香港，二零二二年十一月四日



高萌·科技

KML Technology Group Limited

高萌科技集團有限公司