

高萌·科技

KML Technology Group Limited

高萌科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8065

Third Quarterly Report
第三季度報告 **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.

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

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

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

香港聯合交易所有限公司(「聯交所」) GEM的特色

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

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

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

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

CONTENTS

目錄

	Page 頁次
Corporate Information 公司資料	2
Financial Highlights 財務摘要	4
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表	5
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	6
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	7
Management Discussion and Analysis 管理層討論及分析	15
Corporate Governance and Other Information 企業管治及其他資料	22

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

Independent Non-executive Directors

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

AUTHORISED REPRESENTATIVES

Mr. Luk Kwai Lung
Ms. Woo Siu Wai

COMPANY SECRETARY

Ms. Woo Siu Wai

COMPLIANCE OFFICER

Mr. Luk Yin Cheung

公司資料

董事會

執行董事

陸鑑明先生 (*主席*)
陳澤麟先生 (*行政總裁*)
陸季農先生
陸彥彰先生

獨立非執行董事

劉安國先生
羅永志先生
謝智剛博士
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

法定代表

陸季農先生
胡劭卉女士

公司秘書

胡劭卉女士

合規主任

陸彥彰先生

AUDITOR

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

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

B12, G/F
Shatin Industrial Centre
Siu Lek Yuen Road
Shatin, New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
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

核數師

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

註冊辦事處

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

香港總部及主要營業地點

香港
新界沙田
小瀝源路
沙田工業中心
地下B12室

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O.Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港股份登記處

卓佳證券登記有限公司
香港
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 nine months ended 31 December 2022 amounted to approximately Hong Kong dollars (“**HK\$**”) 110.6 million, representing a decrease of approximately HK\$19.2 million or approximately 14.8% as compared with the revenue of approximately HK\$129.8 million for the nine months ended 31 December 2021.

Gross profit of the Group for the nine months ended 31 December 2022 amounted to approximately HK\$22.4 million (2021: approximately HK\$36.9 million).

The net loss of the Group for the nine months ended 31 December 2022 amounted to approximately HK\$9.4 million (2021: net profit of approximately HK\$4.7 million).

The board of directors (the “**Board**”) does not recommend a payment of an interim dividend for the nine months ended 31 December 2022 (2021: Nil).

財務摘要

本集團截至二零二二年十二月三十一日止九個月的收益約為110.6百萬港元（「**港元**」），較截至二零二一年十二月三十一日止九個月的收益約129.8百萬港元減少約19.2百萬港元或約14.8%。

本集團截至二零二二年十二月三十一日止九個月的毛利約為22.4百萬港元（二零二一年：約36.9百萬港元）。

本集團截至二零二二年十二月三十一日止九個月的淨虧損約為9.4百萬港元（二零二一年：純利約4.7百萬港元）。

董事會（「**董事會**」）不建議就截至二零二二年十二月三十一日止九個月派付中期股息（二零二一年：無）。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 31 December 2022

簡明綜合損益及其他全面收益表

截至二零二二年十二月三十一日止九個月

		Nine months ended 31 December	
		截至十二月三十一日止九個月	
		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	110,601	129,775
Cost of sales	銷售成本	(88,229)	(92,881)
		<hr/>	
Gross profit	毛利	22,372	36,894
Other income	其他收入	6,424	490
Other (loss) and gains, net	其他(虧損)及收益淨額	(1,125)	338
Impairment loss on financial assets and contract assets, net	金融資產及合約資產減值虧損淨額	(4,457)	(65)
Administrative expenses	行政開支	(32,438)	(31,706)
Finance costs	融資成本	(152)	(148)
		<hr/>	
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	(9,376)	5,803
Income tax expense	所得稅開支	-	(1,127)
		<hr/>	
(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	(9,376)	4,676
		<hr/>	
(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		
		<hr/>	
Basic	基本	HK(2.35) cents (2.35)港仙	HK1.18 cents 1.18港仙
		<hr/>	
Diluted	攤薄	HK(2.34) cents (2.34)港仙	HK1.17 cents 1.17港仙
		<hr/>	

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2022

簡明綜合權益變動表

截至二零二二年十二月三十一日止九個月

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Shares held under the share award scheme	Share-based payment reserve	Other Reserves	Accumulated profits	Total equity
		股本	股份溢價	股份獎勵計劃下持有的股份	以股份為基礎付款儲備	其他儲備	累積溢利	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
						(Note) (附註)		
Nine months ended 31 December 2022	截至二零二二年十二月三十一日止九個月							
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 income for the period	期內虧損及全面虧損總額	-	-	-	-	-	(9,376)	(9,376)
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	權益結算股份獎勵安排	-	-	-	331	-	-	331
Vesting of shares under share award scheme	根據股份獎勵計劃歸屬股份	-	-	391	(391)	-	-	-
Forfeiture of share options	喪失購股權	-	-	-	(41)	-	-	(41)
Dividend paid	已付股息	-	(8,012)	-	-	-	-	(8,012)
At 31 December 2022 (unaudited)	於二零二二年十二月三十一日(未經審核)	4,050	21,586	(387)	1,104	14,791	131,141	172,285
Nine months ended 31 December 2021	截至二零二一年十二月三十一日止九個月							
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	-	-	-	-	-	4,676	4,676
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	57	-	-	57
Equity-settled share award arrangements	權益結算股份獎勵安排	-	-	-	415	-	-	415
Vesting of shares under share award scheme	根據股份獎勵計劃歸屬股份	-	-	125	(125)	-	-	-
Forfeiture of share options	喪失購股權	-	-	-	(143)	-	143	-
Dividend paid	已付股息	-	(10,909)	-	-	-	-	(10,909)
At 31 December 2021 (unaudited)	於二零二一年十二月三十一日(未經審核)	4,025	29,598	(700)	1,124	14,791	137,212	186,050

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

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2022

簡明綜合財務報表附註

截至二零二二年十二月三十一日止九個月

1. GENERAL INFORMATION

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

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

2. BASIS OF PREPARATION

The condensed consolidated financial statements for the nine months ended 31 December 2022 prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

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

截至二零二二年十二月三十一日止九個月的簡明綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)及聯交所GEM證券上市規則第18章的適用披露規定編製。

2. BASIS OF PREPARATION (CONTINUED)

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

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, Hong Kong Accounting Standards ("HKASs") and Interpretations) as disclosed in note 3 below.

3. CHANGES IN ACCOUNTING POLICIES

The Group has adopted the following revised HKFRSs for the current period's financial statements:

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

2. 編製基準(續)

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

除採納按下文附註3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(「香港會計準則」)及詮釋)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。

3. 會計政策的變更

本集團已於本期間之財務報表採納以下經修訂香港財務報告準則：

香港財務報告準則第3號(修訂本)	對概念框架的述
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)

3. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

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.

4. REVENUE AND SEGMENTAL INFORMATION

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

3. 會計政策的變更(續)

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. 收益及分部資料

本集團於兩個期間的收益分析如下：

		Nine months ended	
		31 December	
		截至十二月三十一日止九個月	
		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 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	20,104	24,219
Mobile Ticketing and Digital Payment Solutions and Services	流動票務及電子支付解決方案及服務	11,163	21,338
Digital Fabrication and Maintenance Services	數碼裝配及保養服務	17,344	26,417
M&E Technology Solutions and Engineering Services	機電技術解決方案及工程服務	57,175	54,095
Sales of Products, Parts and Components	銷售產品、零件及部件	4,815	3,706
		110,601	129,775

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

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.

(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.

4. 收益及分部資料(續)

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。

(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。

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

Segment information (Continued)

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

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

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

5. FINANCE COSTS

Interest on lease liabilities

租賃負債之利息

4. 收益及分部資料(續)

分部資料(續)

(v) *銷售產品、零件及部件：*

提供零件及部件，以及根據客戶要求客製化若干產品。

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

5. 融資成本

Nine months ended 31 December	
截至十二月三十一日止九個月	
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)
152	148

6. INCOME TAX EXPENSE

6. 所得稅開支

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 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.

Nine months ended 31 December	
截至十二月三十一日止九個月	
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)
-	808
-	319
-	1,127

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。

7. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2022.

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

The calculation of the basic (loss)/earnings per share amount for the nine months ended 31 December 2022 is based on the loss for the period attributable to owners of the Company of HK\$9,376,000 (2021: profit of HK\$4,676,000), and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme during the period of 399,148,000 (2021: 396,872,000).

The calculation of the diluted loss per share amounts for the nine months ended 31 December 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 703,000 ordinary shares assumed to have been issued at no consideration on the deemed exercise of the shares held under share award scheme into ordinary shares.

7. 股息

董事會不建議就截至二零二二年十二月三十一日止九個月派付任何股息。

8. 本公司普通股權益持有人應佔每股(虧損)/盈利

截至二零二二年十二月三十一日止九個月每股基本(虧損)/盈利金額乃根據本公司擁有人應佔期內虧損9,376,000港元(二零二一年：溢利4,676,000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399,148,000股(二零二一年：396,872,000股)計算。

截至二零二二年十二月三十一日止九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703,000股普通股加權平均股數計算。

9 RELATED PARTY TRANSACTIONS

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

Purchase of materials from Logistic Industrial Supply Company Limited (“ 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.

9 關聯方交易

本集團與其關聯方訂立下列交易：

Nine months ended	
31 December	
截至十二月三十一日止九個月	
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)
9	8
4,301	4,212

附註：

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

業務回顧

Overview

概覽

The Group has been providing mechanical and electrical (“**M&E**”) engineering solutions and services in Hong Kong for over 45 years. We are diversifying our businesses and comprise mainly the provision of (i) transportation mission critical system solutions; (ii) mobile ticketing and digital payment solutions and services; (iii) digital fabrication and maintenance services; (iv) M&E technology solutions and engineering services; and (v) sales of products, parts and components. Depending on our customers’ needs and requirements, we provide a full spectrum of solutions and services covering design, equipment assembly, supply, installation, fabrication, testing, and commissioning and 7 x 24 maintenance support.

本集團於香港提供機械與電氣(「機電」)工程解決方案和服務逾四十五年。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。

Being the third year of the coronavirus disease 2019 (“**COVID-19**”) pandemic, the impact had been severe for the construction industry globally, especially in terms of operational efficiencies and material delivery progress between Hong Kong and Mainland China. In November 2022, Hong Kong downgraded its full-year forecast to a 3.2% economic contraction after gross domestic product (GDP) fell for three straight quarters, prolonging the recession. During this difficult era, the Group has changed its operation strategy by streamlining its internal resources and focus on clearing its outstanding contracts on hand. As at 31 December 2022, the Group had outstanding contracts in hand value at approximately HK\$478.2 million (2021: approximately HK\$542.2 million).

在2019冠狀病毒(「**COVID-19**」)疫情爆發以來的第三年，疫情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。在本地生產總值連續三個季度下滑，經濟衰退期延長後，香港於二零二二年十一月調低其全年經濟增長預測至負3.2%。在該困難時刻，本集團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。於二零二二年十二月三十一日，本集團手頭未完成合約價值約為478.2百萬港元(二零二一年：約542.2百萬港元)。

On 8 January 2023, mainland China has reopened the border with Hong Kong for the first time in three years. The Hong Kong General Chamber of Commerce predicts this will be the most effective catalyst for the economy to recover quickly and that Hong Kong’s economy will grow by 3.8% in coming year. By escalating the pace of outstanding contracts completion, the Group should have spare capacity and well prepared for rapid reaction as the economy turns around.

於二零二三年一月八日，中國內地在疫情爆發三年來首次重開與香港的邊境。香港總商會預測，這將成為經濟快速復甦最有效的催化劑，且香港經濟將於來年增長3.8%。透過加快步伐完成未完成合約，本集團將騰出產能，並作好充分準備，在經濟好轉時迅速反應。

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. For the nine months ended 31 December 2022, revenue generated from this segment amounted to approximately HK\$20.1 million (2021: approximately HK\$24.2 million). As at 31 December 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$21.5 million (2021: approximately HK\$50.7 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 nine months ended 31 December 2022, revenue generated from this segment amounted to approximately HK\$11.2 million (2021: approximately HK\$21.3 million). As at 31 December 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$149.3 million (2021: approximately HK\$158.8 million).

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並且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以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。截至二零二二年十二月三十一日止九個月，該分部產生的收益約為20.1百萬港元(二零二一年：約24.2百萬港元)。於二零二二年十二月三十一日，該分部的未完成合約總值約為21.5百萬港元(二零二一年：約50.7百萬港元)。

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。截至二零二二年十二月三十一日止九個月，該分部產生的收益約為11.2百萬港元(二零二一年：約21.3百萬港元)。於二零二二年十二月三十一日，該分部的未完成合約總值約為149.3百萬港元(二零二一年：約158.8百萬港元)。

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 nine months ended 31 December 2022, revenue generated from this segment amounted to approximately HK\$17.3 million (2021: approximately HK\$26.4 million). As at 31 December 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$42.7 million (2021: approximately HK\$44.9 million)

M&E Technology Solutions and Engineering Services

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

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 nine months ended 31 December 2022, revenue generated from this segment amounted to approximately HK\$57.2 million (2021: approximately HK\$54.1 million). As at 31 December 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$263.9 million (2021: approximately HK\$283.4 million).

數碼裝配及保養服務

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

截至二零二二年十二月三十一日止九個月，該分部產生的收益約為17.3百萬港元(二零二一年：約26.4百萬港元)。於二零二二年十二月三十一日，該分部的未完成合約總值約為42.7百萬港元(二零二一年：約44.9百萬港元)。

機電技術解決方案及工程服務

就收益而言，於報告期間，機電技術解決方案及工程服務繼續為本集團的最大業務分部。其業務範圍涵蓋設計、安裝、測試及調試以及保養各種機電工程系統，例如鐵路車站機電工程服務及建築工程、車牆系統設施、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，進行中的主要項目包括(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的風櫃。

截至二零二二年十二月三十一日止九個月，該分部產生的收益約為57.2百萬港元(二零二一年：約54.1百萬港元)。於二零二二年十二月三十一日，該分部的未完成合約總值約為263.9百萬港元(二零二一年：約283.4百萬港元)。

Sales of Products, Parts and Components

The Group sources certain parts and components and sometime customizes 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 nine months ended 31 December 2022, revenue generated from this segment amounted to approximately HK\$4.8 million (2021: approximately HK\$3.7 million). As at 31 December 2022, the total value of outstanding contracts of this segment amounted to approximately HK\$0.8 million (2021: approximately HK\$4.4 million).

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。

截至二零二二年十二月三十一日止九個月，該分部產生的收益約為4.8百萬港元（二零二一年：約3.7百萬港元）。於二零二二年十二月三十一日，該分部的未完成合約總值約為0.8百萬港元（二零二一年：約4.4百萬港元）。

OUTLOOK

Looking forward, the Group will target to participate in the upcoming MTR network extension projects. These major expansion projects include the Tung Chung line extension; the Tuen Mun South extension; the Northern Link (includes the construction of Kwu Tung station between Lok Ma Chau and Sheung Shui stations on the East Rail Line); and the construction of Hung Shui Kiu station. All these projects expected to commence between 2023 to 2025 and complete by 2029 to 2034.

The Group is renowned for provision of reliable AFC system solution in Hong Kong. Recently, the Group has won a bid in relation to design and deployment of ferry fare collection system for a local customer who operates licensed outlying islands ferry services in Hong Kong. Stepping outside Hong Kong, following the completion of Taiwan Taoyuan Airport Metro A22 Laojie River Station, the Group is looking forward to expanding other Taiwan railway projects.

Other than the traditional railway projects, the Group also engages in projects regarding electric vehicle (“EV”) charging under Home Subsidy Scheme (“EHSS”). During the current period, the Group has successfully completed the Tai O Medium EV Charging Station Installation Project which offered the Tai O residents and visitors a brand-new, design flexible and socially inclusive medium EV charging station. As more EHSS project tenders are expected to release in the coming year, the Group will pursue more on these projects, contributing to the long-term sustainability of Hong Kong.

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 few stations.

In order to grasp future opportunities upon economic recovery, the Group will continue to concise its internal resources. At the same time, the Group will seek appropriate opportunities to expand its business scope and to diversify its existing business, both in terms of products and customer base.

展望

展望未來，本集團將致力於參與即將進行的港鐵網絡擴建項目。該等主要擴建項目包括東涌線延線；屯門南延線；北環線（包括東鐵線落馬洲與上水站之間的古洞站建造）；及興建洪水橋站。所有該等項目預計於二零二三年至二零二五年展開，並於二零二九年至二零三四年竣工。

本集團以在香港提供可靠的自動收費系統解決方案而聞名。近期，本集團已獲得為一名本地客戶設計及部署渡輪收費系統的項目，該客戶在香港經營持牌離島渡輪服務。海外方面，隨著台灣桃園機場捷運A22老街溪站完工後，本集團期望拓展其他台灣鐵路項目。

除傳統鐵路項目外，本集團亦從事有關電動車（「**電動車**」）屋苑充電易資助計劃（「**EV屋苑充電易資助計劃**」）的項目。於本期間，本集團成功完成大澳中型電動車充電站安裝項目，為大澳居民及遊客提供全新、設計靈活和傷健共融的中型電動車充電站。由於預計來年會有更多EV屋苑充電易資助計劃項目投標，為香港的長期可持續發展作出貢獻。

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部分站點應用。

為把握未來經濟復甦的機遇，本集團將繼續精簡內部資源。同時，本集團將繼續尋求合適的機會拓展其業務範圍，並於產品及客戶群方面使現有業務多元化。

FINANCIAL REVIEW

Revenue

Revenue of the Group for the nine months ended 31 December 2022 amounted to approximately HK\$110.6 million, representing a decrease of approximately HK\$19.2 million or approximately 14.8% as compared with approximately HK\$129.8 million for the nine months ended 31 December 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 5.1% from approximately HK\$92.9 million for the nine months ended 31 December 2021 to approximately HK\$88.2 million for the nine months ended 31 December 2022. The gross profit of the Group decreased by approximately 39.3% from approximately HK\$36.9 million for the nine months ended 31 December 2021 to approximately HK\$22.4 million for the nine months ended 31 December 2022. The decrease in gross profit is mainly due to (i) cost increment upon resuming projects back to normal capacity; (ii) reversal of projects related to a long outstanding balances trade receivables customer upon impairment assessment and (iii) certain projects awarded in the second half of 2022 as they are still at their early stage.

Impairment loss on financial assets and contract assets

On 9 November 2022, a wholly owned subsidiary of the Group has issued a writ of summons ("Writ") to a long outstanding trade receivables customer. A Statement of Claim and a Statement of Truth was filed by the Company engaged lawyer on 6 December 2022.

The Group performed impairment tests with the expected credit losses model on trade receivables and contract assets. It recognised an impairment loss of approximately HK\$4.5 million (2021: HK\$0.1 million), mainly due to the long outstanding trade receivable customer of approximately HK\$4.1 million as disclosed above.

財務回顧

收益

本集團截至二零二二年十二月三十一日止九個月的收益約為110.6百萬港元，較截至二零二一年十二月三十一日止九個月的約129.8百萬港元減少約19.2百萬港元或約14.8%。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十二月三十一日止九個月約92.9百萬港元減少約5.1%至截至二零二二年十二月三十一日止九個月約88.2百萬港元。本集團毛利由截至二零二一年十二月三十一日止九個月約36.9百萬港元減少約39.3%至截至二零二二年十二月三十一日止九個月約22.4百萬港元。毛利減少主要由於(i)項目回復到正常產能後的成本增加；(ii)就一名長期未償還貿易應收款項的客戶的相關項目經減值評估後的回撥，以及(iii)在二零二二年下半年獲授予的項目仍處於早期階段。

金融資產及合約資產減值虧損

於二零二二年十一月九日，本集團的一家全資附屬公司已向一名長期未償還貿易應收賬款客戶發出傳票（「傳票」）。公司授聘律師已於二零二二年十二月六日提交了索賠聲明和事實聲明。

本集團採用預期信用損失模型對貿易應收款項及合同資產進行減值測試。已確認減值虧損約4.5百萬港元（二零二一年：0.1百萬港元），主要由於上文所披露長期未償還貿易應收款項客戶的約4.1百萬港元所致。

Administrative Expenses

The Group's administrative expenses increased from approximately HK\$31.7 million for the nine months ended 31 December 2021 to approximately HK\$32.4 million for the nine months ended 31 December 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.

Loss attributable to owners of the Company

The Group recorded net loss attributable to the owners of the Company of approximately HK\$9.4 million for the nine months ended 31 December 2022 (2021: net profit of approximately HK\$4.7 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; (iii) major projects in hand at the current period are at their early stage that revenue recognised is not substantial; and (iv) upon impairment assessment performed to measure expected credit losses, the Group has recognised a loss allowance for expected credit losses on the long outstanding balances trade receivables against one of our customers.

Dividend

The Board does not recommend a payment of an interim dividend for the nine months ended 31 December 2022 (2021: Nil).

SUBSEQUENT EVENT AFTER REPORTING PERIOD

A wholly owned subsidiary of the Group has initiated legal proceedings against a customer in an attempt to recover a long outstanding balance trade receivables. As at the date of this report (i.e. 8 February 2023) (the "**Date of this Report**"), the Company is still waiting for the Defence and Counterclaim (if any) from the defendant and no judgment has been obtained on the case.

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

行政開支

本集團行政開支由截至二零二一年十二月三十一日止九個月約31.7百萬港元增加至截至二零二二年十二月三十一日止九個月約32.4百萬港元。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

截至二零二二年十二月三十一日止九個月，本集團錄得本公司擁有人應佔淨虧損約9.4百萬港元(二零二一年：純利約4.7百萬港元)。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；(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；及(iv)經為計量預期信貸虧損而進行的減值評估後，就一位客戶長期未償還的貿易應收款項的預期信貸虧損確認虧損撥備所致。

股息

董事會不建議就截至二零二二年十二月三十一日止九個月派付中期股息(二零二一年：無)。

報告期後事項

本集團的一家全資附屬公司已對一名客戶提起法律訴訟，試圖收回長期未償還的貿易應收款項。截至本報告披露日(即二零二三年二月八日)(「**本報告日期**」)，公司仍在等待被告的抗辯書(和反申索書)(如有)及本案尚未取得判決。

除上文所披露外，截至本報告日期，概無本報告期後事項。

CORPORATE GOVERNANCE AND OTHER INFORMATION

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders of the Company (the “**Shareholder(s)**”) and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the nine months ended 31 December 2022, the Company has complied with all applicable code provisions in Part 2 of the CG Code.

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

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors’ securities transactions in the securities of the Company. Having made specific enquiries of all the Directors, each of the Director has confirmed that he has complied with the required standard of dealings during the nine months ended 31 December 2022.

AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The Audit Committee comprises three members, namely Mr. Lau On Kwok (chairman), Mr. Law Wing Chi Stephen and Dr. Tse Chi Kong, all of them are independent non-executive Directors. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2022 and this quarterly report. The Audit Committee is of the opinion that the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2022 comply with the applicable accounting standards and that adequate disclosures have been made.

企業管治及其他資料

企業管治常規

本公司致力維持高水平的企業管治，以保障本公司股東（「股東」）權益以及提升企業價值及問責性。本公司已採納GEM上市規則附錄十五所載的企業管治守則（「企業管治守則」），作為其本身的企業管治守則。截至二零二二年十二月三十一日止九個月，本公司已遵守企業管治守則第二部分所載的所有適用守則條文。

遵守董事進行證券交易的必守標準

本公司已採納GEM上市規則第5.48至5.67條所規定的交易必守標準作為其自身於本公司證券交易中董事證券交易行為守則。經向全體董事作出特定查詢後，各董事確認，截至二零二二年十二月三十一日止九個月已遵守交易必守標準。

審核委員會及賬目審閱

本公司已遵照GEM上市規則第5.28條至第5.33條及企業管治守則成立審核委員會（「審核委員會」）並以書面界定其職權範圍。審核委員會由三名成員（劉安國先生（主席）、羅永志先生及謝智剛博士）組成，彼等均為獨立非執行董事。審核委員會已連同管理層審閱本集團採納的會計政策及慣例，並討論本公司的財務申報事宜，包括審閱本集團截至二零二二年十二月三十一日止九個月的未經審核簡明綜合業績及本季度報告。審核委員會認為，本集團截至二零二二年十二月三十一日止九個月的未經審核簡明綜合業績符合適用會計準則，並已作出足夠披露。

CHANGES TO DIRECTORS' INFORMATION

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

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

During the nine months ended 31 December 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 OF THE COMPANY

As at 31 December 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 (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (ii) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

董事資料變動

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

購買、出售或贖回本公司的上市證券

於截至二零二二年十二月三十一日止九個月，本公司或任何其附屬公司概無購買、出售或贖回任何本公司的上市證券。

董事及主要行政人員於本公司股份、相關股份及債權證的權益及淡倉

於二零二二年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團(定義見《證券及期貨條例》(「《證券及期貨條例》」)第 XV 部)股份、相關股份及債權證中擁有(i)根據《證券及期貨條例》第 XV 部第 7 及 8 分部須知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》有關條文彼等被當作或視作擁有的權益及淡倉)；或(ii)須登記於根據《證券及期貨條例》第 352 條存置的登記冊內的權益及淡倉；或(iii)根據 GEM 上市規則第 5.46 至 5.67 條須知會本公司及聯交所的權益及淡倉如下：

Name	Capacity/Nature of Interest	Number of Shares/underlying Shares held/interested 所持／擁有權益股份／相關股份數目	Long/short position ⁽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:

附註：

- (1) Mr. KM Luk directly holds 100,000,000 shares ("Shares"). Since Mr. KM Luk is the spouse of Ms. Leung Kwok Yee ("Madam Leung"), Mr. KM Luk is deemed to be interested in all the Shares in which Madam Leung is interested or deemed to be interested under the SFO, which is 57,000,000 Shares.
- (1) 陸鑑明先生直接持有100,000,000股股份(「股份」)。由於陸鑑明先生為梁愷儀女士(「梁女士」)的配偶，故陸鑑明先生被視為於梁女士擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份(即57,000,000股股份)中擁有權益。
- (2) Each of Mr. KL Luk and Mr. YC Luk owns one common share in KML Holdings Limited ("KML Holdings"), representing 50% of the issued share capital of KML Holdings carrying voting rights. Mr. KL Luk and Mr. YC Luk are deemed to be interested in all Shares in which KML Holdings is interested or deemed to be interested under the SFO, which is 138,000,000 Shares.
- (2) 陸季農先生及陸彥彰先生各自擁有一股 KML Holdings Limited (「KML Holdings」) 普通股(佔KML Holdings附帶投票權之已發行股本的50%)。陸季農先生及陸彥彰先生被視為於KML Holdings 擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份(即138,000,000股股份)中擁有權益。

- | | |
|--|---|
| <p>(3) Since Mr. YC Luk is the spouse of Ms. Woo Siu Wai (“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.</p> | <p>(3) 由於陸彥彰先生為胡劭卉女士（「胡女士」）的配偶，陸彥彰先生被視為於胡女士擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份（即600,000股股份）中擁有權益。</p> |
| <p>(4) Mr. CL Chan directly holds 2,000,000 Shares and was interested as a grantee of options to subscribe for up to 2,000,000 Shares under the Share Option Scheme (announced on 2 January 2020).</p> | <p>(4) 陳澤麟先生直接持有2,000,000股股份並以購股權承授人身份擁有權益，可根據購股權計劃（於二零二零年一月二日公佈）認購最多2,000,000股股份。</p> |
| <p>(5) The Letter “L” denotes the entity/person’s long position in the Shares.</p> | <p>(5) 字母「L」表示該實體／個人於股份之好倉。</p> |
| <p>(6) As at 31 December 2022, the total number of issued Shares were 404,960,000.</p> | <p>(6) 於二零二二年十二月三十一日，已發行股份之總數為404,960,000股。</p> |

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

除上文所披露者外，於二零二二年十二月三十一日，概無董事或本公司主要行政人員於本公司或其相關法團（定義見《證券及期貨條例》第XV部）的股份、相關股份或債權證中擁有或被視作擁有任何根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》有關條文彼等被當作或視作擁有的權益及淡倉）、或須登記於根據《證券及期貨條例》第352條存置的登記冊內的權益或淡倉、或根據GEM上市規則第5.46至5.67條須知會本公司和聯交所的權益或淡倉。

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

As at 31 December 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:

主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

於二零二二年十二月三十一日，就董事所深知，以下人士（並非董事或本公司主要行政人員）於本公司股份或相關股份擁有根據《證券及期貨條例》第336條須存置的登記冊所記載根據《證券及期貨條例》第XV部第2及3分部條文須向本公司披露的權益或淡倉：

Name	Capacity/Nature of Interest	Number of Shares/underlying Shares held/interested	Long/short position ⁽⁵⁾	Approximate percentage of Shareholding in the Company ⁽⁶⁾
姓名	身份／權益性質	所持／擁有權益股份／相關股份數目	好倉／淡倉 ⁽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 31 December 2022, the total number of issued Shares were 404,960,000.

Save as disclosed above, as at 31 December 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) 於二零二二年十二月三十一日，已發行股份之總數為404,960,000股。

除上文所披露者外，於二零二二年十二月三十一日，董事並不知悉任何人士（並非董事或本公司主要行政人員）於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須予披露，或根據《證券及期貨條例》第336條須記入該條所述登記冊內的權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

For the nine months ended 31 December 2022, 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, 8 February 2023

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, Dr. TSE Chi Kong and Mr. YU Wing Lok Garry.

董事收購股份或債權證的權利

於截至二零二二年十二月三十一日止九個月內任何時間，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法團的股份或債權證而獲得利益，且董事或其任何配偶或未滿18歲子女概無獲授予任何認購本公司或任何其他法團的權益或債務證券的權利或已經行使任何該權利。


董事、控股股東於競爭業務的權益

於截至二零二二年十二月三十一日止九個月，概無董事、控股股東或彼等各自的聯繫人從事與本集團業務直接或間接競爭或可能競爭的任何業務或於該等業務中擁有任何權益。

代表董事會
高萌科技集團有限公司
陸鑑明
主席兼執行董事

香港，二零二三年二月八日

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、謝智剛博士及余永祿先生。



高萌·科技

KML Technology Group Limited

高萌科技集團有限公司