

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 **2023**

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	3
Financial Highlights 財務摘要	6
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表	7
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	8
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	10
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	11
Notes to Condensed Consolidated Financial Statements 簡明綜合財務報表附註	12
Management Discussion and Analysis 管理層討論及分析	26
Corporate Governance and Other Information 企業管治及其他資料	35

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Luk Kam Ming (*Chairman*)
Mr. Luk Kwai Lung (*appointed as chief executive officer on 7 August 2023*)
Mr. Luk Yin Cheung
Mr. Chan Chak Lun Philip (*retired as executive director and ceased to act as chief executive officer on 7 August 2023*)

Independent Non-executive Directors

Mr. Lau On Kwok
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong
Mr. Yu Wing Lok Garry (*retired on 7 August 2023*)

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 (*ceased to act on 7 August 2023*)

Risk Management Committee

Mr. Law Wing Chi Stephen (*Chairman*)
Mr. Lau On Kwok
Mr. Luk Kwai Lung
Mr. Luk Yin Cheung
Mr. Chan Chak Lun Philip (*ceased to act on 7 August 2023*)

Mr. Yu Wing Lok Garry (*ceased to act on 7 August 2023*)

公司資料

董事會

執行董事

陸鑑明先生 (*主席*)
陸季農先生 (*於二零二三年八月七日獲委任為行政總裁*)
陸彥彰先生
陳澤麟先生 (*於二零二三年八月七日退任執行董事及不再擔任行政總裁*)

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 (*於二零二三年八月七日退任*)

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 (*於二零二三年八月七日不再擔任*)

風險管理委員會

羅永志先生 (*主席*)
劉安國先生
陸季農先生
陸彥彰先生
陳澤麟先生 (*於二零二三年八月七日不再擔任*)
余永祿先生 (*於二零二三年八月七日不再擔任*)

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

Tricolor 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

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 six months ended 30 September 2023 (the “**Reporting Period**”) amounted to approximately Hong Kong dollars (“**HK\$**”) 93.4 million, representing an increase of approximately HK\$18.7 million or approximately 25.0% as compared with the revenue of approximately HK\$74.7 million for the six months ended 30 September 2022.

Gross profit of the Group for the Reporting Period amounted to approximately HK\$17.1 million (2022: approximately HK\$17.9 million).

The net loss of the Group for the Reporting Period amounted to approximately HK\$3.2 million (2022: net loss of approximately HK\$0.8 million).

The board of directors (the “**Board**”) does not recommend a payment of an interim dividend for the Reporting Period (2022: Nil).

財務摘要

本集團截至二零二三年九月三十日止六個月(「**報告期間**」)的收益約為93.4百萬港元(「**港元**」)，較截至二零二二年九月三十日止六個月的收益約74.7百萬港元增加約18.7百萬港元或約25.0%。

本集團於報告期間的毛利約為17.1百萬港元(二零二二年：約17.9百萬港元)。

本集團於報告期間的淨虧損約為3.2百萬港元(二零二二年：淨虧損約0.8百萬港元)。

董事會(「**董事會**」)不建議就報告期間派付中期股息(二零二二年：無)。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2023

簡明綜合損益及其他全面收益表

截至二零二三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	
		2023	2022
		二零二三年	二零二二年
		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	93,426	74,692
		(76,310)	(56,840)
Gross profit	毛利	17,116	17,852
Other income	其他收入	5	5,365
Other gains and losses, net	其他收益及虧損淨額	5	(1,694)
Reversal of impairment loss/ (impairment loss)	金融資產及合約資產 減值虧損撥回/ (減值虧損)淨額		
on financial assets and contract assets, net		28	(410)
Administrative expenses	行政開支	(21,427)	(21,714)
Finance costs	融資成本	6	(116)
		(3,135)	(717)
LOSS BEFORE TAX	除稅前虧損	7	
Income tax expense	所得稅開支	8	(50)
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔期內 虧損及全面虧損總額		(3,248)
			(767)
LOSS 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	10	
Basic	基本	HK(0.81) cents	HK(0.19) cents
		(0.81)港仙	(0.19)港仙
Diluted	攤薄	HK(0.81) cents	HK(0.19) cents
		(0.81)港仙	(0.19)港仙

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2023

簡明綜合財務狀況表

於二零二三年九月三十日

		As at 於	
		30 September 2023 二零二三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2023 二零二三年 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	11	4,688
Right-of-use assets	使用權資產		4,868
Deposits	按金		9,154
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產	12	948
			6,292
Total non-current assets	非流動資產總額		18,111
			21,184
CURRENT ASSETS	流動資產		
Inventories	存貨		236
Trade receivables	貿易應收款項	13	36,852
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		29,000
Contract assets	合約資產		5,585
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產	12	7,749
Tax recoverable	可收回稅項		63,728
Pledged bank deposits	有抵押銀行存款		2,986
Time deposits with original maturity over three months	原到期日超過三個月的定期存款		1,588
Bank balances and cash	銀行結餘及現金		1,998
			14,122
			9,560
			12,925
Total current assets	流動資產總額		51,364
			74,021
			186,378
			185,473

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 30 September 2023

簡明綜合財務狀況表(續)

於二零二三年九月三十日

		As at 於	
		30 September 2023	31 March 2023
		二零二三年 九月三十日	二零二三年 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)
CURRENT LIABILITIES	流動負債		
Trade and retention payables	貿易應付款項及應付保留金	14	11,896
Other payables and accruals	其他應付款項及應計費用		10,115
Lease liabilities	租賃負債	14	12,537
Contract liabilities	合約負債		5,837
Provision for contract works	合約工程撥備	15	8,891
Bank borrowing	銀行借貸	16	11,946
			16,169
			6,000
			-
Total current liabilities	流動負債總額		56,807
			53,596
NET CURRENT ASSETS	流動資產淨值		129,571
			131,877
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		147,682
			153,061
NON-CURRENT LIABILITIES	非流動負債		
Lease liabilities	租賃負債		770
Deferred tax liabilities	遞延稅項負債		3,322
			222
			95
Total non-current liabilities	非流動負債總額		992
			3,417
Net assets	資產淨值		146,690
			149,644
EQUITY	權益		
Share capital	股本		4,050
Reserves	儲備		142,640
			145,594
Total equity	總權益		146,690
			149,644

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2023

簡明綜合權益變動表

截至二零二三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	Accumulated profits	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	股份溢價計劃 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 (Note/ 附註)	累積溢利 HK\$'000 千港元	總權益 HK\$'000 千港元
Six months ended 30 September 2023	截至二零二三年九月三十日止 六個月							
At 31 March 2023 and 1 April 2023 (audited)	於二零二三年三月三十一日及 二零二三年四月一日(經審核)	4,050	21,587	(387)	1,267	14,791	108,336	149,644
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	-	-	-	-	-	(3,248)	(3,248)
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	122	-	-	122
Equity-settled share award arrangements	權益結算股份獎勵安排	-	-	-	172	-	-	172
Vesting of shares under share award scheme	根據股份獎勵計劃歸屬股份	-	-	519	(519)	-	-	-
Forfeiture of share options	沒收購股權	-	-	-	(44)	-	44	-
At 30 September 2023 (unaudited)	於二零二三年九月三十日 (未經審核)	4,050	21,587	132	998	14,791	105,132	146,630
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

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 2023

簡明綜合現金流量表

截至二零二三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	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
NET CASH (USED IN)/FROM OPERATING ACTIVITIES	經營活動(所用)/所產生的現金淨額	(29,559)	11,780
CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES	投資活動所產生/(所用)的現金流量		
Bank interest received	已收銀行利息	1,449	405
Purchase of property, plant and equipment	購置物業、廠房及設備	(736)	(1,255)
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	(106)	(1,127)
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	3,365	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)
Placement of pledged deposits	存入有抵押存款	(118)	(11)
Net cash flows from/(used in) investing activities	投資活動所產生/(所用)的現金流量淨額	3,854	(5,468)
CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES	融資活動所產生/(所用)的現金流量		
New bank loan raised	新增銀行貸款	6,000	-
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	(2,853)	(3,134)
Interest paid	已付利息	(99)	-
Dividend paid	已付股息	-	(8,012)
Net cash flows from/(used in) financing activities	融資活動所產生/(所用)的現金流量淨額	3,048	(11,190)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(22,657)	(4,878)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	74,021	75,397
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	期末現金及現金等價物	51,364	70,519

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2023

簡明綜合財務報表附註

截至二零二三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 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**").

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**」)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 2023.

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. PRINCIPAL 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.

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，並應與本集團截至二零二三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. 主要會計政策

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。

3. PRINCIPAL 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 2023, except for the adoption of the new and revised Hong Kong Financial Reporting Standards ("HKFRS(s)") (which include all HKFRSs, HKAS(s) and Interpretations) as below:

HKFRS 17	<i>Insurance Contracts</i>
Amendments to HKFRS 17	<i>Insurance Contracts</i>
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

These new and amendments to HKFRSs 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. 主要會計政策(續)

除採納新訂及經修訂香港財務報告準則(「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二零二三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17號	保險合約
香港財務報告準則第17號(修訂本)	保險合約
香港財務報告準則第17號(修訂本)	首次應用香港財務報告準則第17號及香港財務報告準則第9號—可資比較資料
香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)	披露會計政策
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債有關的遞延稅項
香港會計準則第12號(修訂本)	國際稅務改革—支柱二模型規則

該等新訂香港財務報告準則及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:

- (a) 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	
2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
5,331	16,585
25,881	7,615
12,351	11,619
49,488	34,986
375	3,887
93,426	74,692

分部資料

於兩個期間內，本集團的經營收入來自：

- (a) 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)

- (b) 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.

- (c) 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.

- (d) 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.

- (e) 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)

- (b) 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。

- (c) 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。

- (d) 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。

- (e) 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 OTHER 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. 其他收入以其他及收益及虧損淨額

其他收入

Six months ended 30 September 截至九月三十日止六個月	
2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
1,449	405
211	180
-	4,780
1,660	5,365

5. OTHER INCOME AND OTHER 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	外匯虧損淨額

5. 其他收入以及其他收益及虧損淨額(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	
2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
21	-
(216)	(1,694)
(195)	(1,694)

6. FINANCE COSTS

Interest on bank borrowing	銀行貸款利息
Interest on lease liabilities	租賃負債之利息

6. 融資成本

Six months ended	
30 September	
截至九月三十日止六個月	
2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
99	-
218	116
317	116

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

7. 除稅前虧損

本集團除稅前虧損乃經扣除／(計入)以下各項後達致：

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Auditor's remuneration	核數師薪酬	850	850
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,005	908
Depreciation on right-of-use assets	使用權資產折舊	2,976	3,123
Directors' remuneration	董事酬金	2,165	2,366
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	32,546	33,662
Retirement benefits scheme contributions	退休福利計劃供款	1,327	1,362
Equity-settled share-based payment expenses	權益結算以股份為基礎付款的開支	250	209
Total employee benefit expenses	僱員福利開支總額	34,123	35,233
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	68,850	47,352
– Others	– 其他	7,460	9,488
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	108	74
Net foreign exchange loss	外匯虧損淨額	216	1,694
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(21)	–

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	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Current – Hong Kong:	期期 – 香港：		
Charge for the period	期內開支	240	257
Deferred	遞延	(127)	(207)
Total tax expense for the period	期內稅項開支總額	113	50

Hong Kong profits tax has been provided at the rate of 16.5% (2022: 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 (2022: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2022: 8.25%) and the remaining assessable profits are taxed at 16.5% (2022: 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

The Board does not recommend the payment of any dividend for the Reporting Period (2022: Nil).

		Six months ended 30 September 截至九月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
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% (二零二二年：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(二零二二年：2,000,000港元)的應課稅溢利按8.25% (二零二二年：8.25%)的稅率徵稅，其餘應課稅溢利稅率為16.5% (二零二二年：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

董事會不建議就報告期間派付任何股息(二零二二年：無)。

10. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount for the Reporting Period is based on the loss for the period attributable to owners of the Company of HK\$3,248,000 (2022: loss of HK\$767,000), and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme during the period of 401,295,000 (2022: 399,625,000).

In respect of the period ended 30 September 2023, no adjustment has been made to the basic loss per share amount presented in respect of a dilution as the impact of the awarded shares and share options outstanding had an anti-dilutive effect on the basic loss per share amount presented.

11. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

For the Reporting Period, the Group acquired property, plant and equipment with aggregate cost of HK\$736,000 (2022: HK\$1,255,000).

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

As at 30 September 2023, the unlisted investments of approximately HK\$6,292,000 (unaudited) (31 March 2023: HK\$6,214,000 (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.

10. 本公司普通股權益持有人應佔每股虧損

報告期間的每股基本虧損金額乃根據本公司擁有人應佔期內虧損3,248,000港元(二零二二年：虧損767,000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401,295,000股(二零二二年：399,625,000股)計算。

截至二零二三年九月三十日止期間，由於未行使獎勵股份及購股權的影響對所呈列每股基本虧損金額具有反攤薄效應，因此未對就攤薄呈列的每股基本虧損金額作出調整。

11. 物業、廠房及設備的變動

於報告期間，本集團收購物業、廠房及設備的成本總額為736,000港元(二零二二年：1,255,000港元)。

12. 按公允值計入損益的金融資產

於二零二三年九月三十日，非上市投資約6,292,000港元(未經審核)(二零二三年三月三十一日：6,214,000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。

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS (Continued)

Other than the above mentioned life insurance products, the remaining balances as at 30 September 2023 were being Hong Kong listed equity investments of approximately HK\$992,000 (unaudited) (31 March 2023: HK\$1,588,000 (audited)) and debt securities of approximately HK\$1,994,000 (unaudited) (31 March 2023: nil (audited)) traded in Hong Kong.

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 (續)

除上述人壽保險產品外，於二零二三年九月三十日的餘額為香港上市股本投資約992,000港元(未經審核)(二零二三年三月三十一日：1,588,000港元(經審核))及在香港交易的債務證券約1,994,000港元(未經審核)(二零二三年三月三十一日：無(經審核))。

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 2023 二零二三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
16,553	11,316
11,175	14,240
3,914	2,715
7,342	4,897
38,984 (2,132)	33,168 (4,168)
36,852	29,000

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 2023 二零二三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		6,128	5,751
		389	132
		20	7
		717	459
		78	354
		7,332	6,703
		4,564	3,412
		11,896	10,115

15. PROVISION FOR CONTRACT WORKS

At beginning of period	期初
Additional provision	額外撥備
Amount utilised during the period	期內動用金額
At end of period	期末

15. 合約工程撥備

		As at 於	
		30 September 2023 二零二三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		16,169	–
		–	16,169
		(4,223)	–
		11,946	16,169

15. PROVISION FOR CONTRACT WORKS (Continued)

The Group recognises provision for contract works when the costs of meeting the performance obligations under the revenue contracts exceed the economic benefits expected to be received. The amount of provision is estimated based on contract costs to completion. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

16. BANK BORROWING

During the current period, the Group obtained new bank loan amounting to HK\$6,000,000 (six months ended 30 September 2022: Nil). The borrowing carry interest at Hong Kong Interbank Offered Rate plus 1.75% per annum and is repayable within 9 months. The proceeds were used to finance the general working capital of the Group.

In respect of above bank loan outstanding as at 30 September 2023, the Group has complied with the financial covenants set out under the borrowing agreements during the Reporting Period.

15. 合約工程撥備(續)

當達致工程合約履約責任的成本超過根據工程合約預期將取得的經濟收益時，本集團確認合約工程撥備。撥備金額根據完成合約成本估算。本集團持續檢討估計基礎，並在適當情況下作出修訂。

16. 銀行借貸

於本期間，本集團獲新增銀行貸款達6,000,000港元(截至二零二二年九月三十日止六個月：無)。該借貸利息按香港銀行同業拆息加1.75厘年息率計算，並於9個月內償還。所得款項用作本集團的一般營運資金。

於報告期間，就上述截至二零二三年九月三十日未償還銀行貸款而言，本集團已遵守借貸協議項下的財務契諾。

17. RELATED PARTY TRANSACTIONS

Except for the director's remuneration as disclosed in note 7 of these condensed consolidated financial statements, the Group entered into the following transactions with its related parties:

Purchase of materials from Logistic Industrial Supply Company Limited ("Logistic Industrial") (Note 1)	向洛士工業器材有限公司 (「洛士工業」) 採購物料 (附註1)		
Rental payments K M L Limited (Note 2)	繳付租金 圖遠有限公司 (附註2)		

Notes:

- (1) 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.
- (2) K M L Limited is controlled by Mr. KM Luk. Rental payments were on a mutually-agreed basis.

17. 關聯方交易

除簡明綜合財務報表附註7所披露的董事薪酬外，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	
2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
1	8
2,868	2,868

附註：

- (1) 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。
- (2) 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 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.

During the Reporting Period, the Group had outstanding contracts in hand value at approximately HK\$376.4 million (2022: approximately HK\$503.9 million).

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 system.

For the Reporting Period, revenue generated from this segment amounted to approximately HK\$5.3 million (2022: approximately HK\$16.6 million). As at 30 September 2023, the total value of outstanding contracts of this segment amounted to approximately HK\$16.6 million (2022: approximately HK\$26.8 million).

概覽

本集團於香港提供機電（「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。

於報告期間，本集團手頭未完成合約價值約為376.4百萬港元（二零二二年：約503.9百萬港元）。

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系統多方面擁有豐富經驗。

於報告期間，該分部產生的收益約為5.3百萬港元（二零二二年：約16.6百萬港元）。於二零二三年九月三十日，該分部的未完成合約總值約為16.6百萬港元（二零二二年：約26.8百萬港元）。

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.

The major projects in progress during the Reporting Period included (i) replacement and upgrading of Automatic Fare Collection ("AFC") gates and ticket issuing machines at various railway lines; and (ii) setup of ferry collection fare system.

For the Reporting Period, revenue generated from this segment amounted to approximately HK\$25.9 million (2022: approximately HK\$7.6 million). As at 30 September 2023, the total value of outstanding contracts of this segment amounted to approximately HK\$120.3 million (2022: approximately HK\$147.9 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 Reporting Period, revenue generated from this segment amounted to approximately HK\$12.4 million (2022: approximately HK\$11.6 million). As at 30 September 2023, the total value of outstanding contracts of this segment amounted to approximately HK\$29.1 million (2022: approximately HK\$48.1 million).

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。

於報告期間，進行中的主要項目包括(i)更換及更新多條鐵路線的自動收費(「自動收費」)設備(閘機及售票機);及(ii)設置渡輪收費系統。

於報告期間，該分部產生的收益約為25.9百萬港元(二零二二年：約7.6百萬港元)。於二零二三年九月三十日，該分部的未完成合約總值約為120.3百萬港元(二零二二年：約147.9百萬港元)。

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。

於報告期間，該分部產生的收益約為12.4百萬港元(二零二二年：約11.6百萬港元)。於二零二三年九月三十日，該分部的未完成合約總值約為29.1百萬港元(二零二二年：約48.1百萬港元)。

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; (ii) replacement of station lighting with light-emitting diode (“LED”) technology; and (iii) refurbishment and replacement of air handling unit (AHU) and primary air unit (PAU) at various railway lines.

For the Reporting Period, revenue generated from this segment amounted to approximately HK\$49.5 million (2022: approximately HK\$35.0 million). As at 30 September 2023, the total value of outstanding contracts of this segment amounted to approximately HK\$210.3 million (2022: approximately HK\$279.5 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 AFC related products, parts and components.

For the Reporting Period, revenue generated from this segment amounted to approximately HK\$0.4 million (2022: approximately HK\$3.9 million). As at 30 September 2023, the total value of outstanding contracts of this segment amounted to approximately HK\$0.1 million (2022: approximately HK\$1.6 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、軌道旁及車廂機電工程，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；(ii)發光二極體(「LED」)技術更換車站照明；及(iii)翻新及更換多條鐵路線的風櫃(AHU及PAU)。

於報告期間，該分部產生的收益約為49.5百萬港元(二零二二年：約35.0百萬港元)。於二零二三年九月三十日，該分部的未完成合約總值約為210.3百萬港元(二零二二年：約279.5百萬港元)。

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相關的產品、零件及部件。

於報告期間，該分部產生的收益約為0.4百萬港元(二零二二年：約3.9百萬港元)。於二零二三年九月三十日，該分部的未完成合約總值約為0.1百萬港元(二零二二年：約1.6百萬港元)。

OUTLOOK

As we look ahead, environmental, social and governance (“ESG”) awareness is on the rise in the market. In addition to our own ESG commitment e.g. consuming more green energy in daily operations, we actively support our customers in enhancing their ESG footprint. Recently, we partnered with various customers, among others, to commence the upgrade to or replacement of (i) lighting appliances to more energy efficient LED appliances; and (ii) ventilation systems.

Our commitment to supporting our customers in their ESG endeavours remains unwavering. We offer our service not only through the projects abovementioned, but also by assisting our clients in obtaining approval for works specifications from the Environmental Protection Department and/or installing chargers for electric vehicle under the Home Subsidy Scheme and other projects. We will proactively look for green loans to support our business development if capital needs arise.

We take pride in contributing to the society through providing our professional services to our customers, which are key participants in Hong Kong transportation system, such as railway and ferry piers. We believe innovation is essential for both our entity and society and we have a strong commitment to it. We actively seek partnering opportunities with different entities or institutions to integrate robotics technologies into our M&E solutions and services. This strategic initiative aims to enhance the quality of our offerings, ultimately benefiting our customers. We are also exploring opportunities to expand our presence beyond Hong Kong. Additionally, we will deploy cloud technology and artificial intelligence (AI) into programming and project execution in larger extent, which we believe can substantially enhance our operational efficiency.

展望

展望未來，環境、社會及管治(「ESG」)意識在市場上不斷提升。除了我們本身的ESG承諾(如在日常營運中使用更多綠色能源)外，我們積極支持客戶加強ESG足跡。近期，我們與多名客戶合作，其中包括開始(i)將照明設備升級或更換成能源效益更高的LED設備；及(ii)將通風系統升級或更換。

我們承諾將繼續堅定不移地支持客戶實踐ESG方面的工作。我們不僅通過上述項目提供服務，亦協助客戶取得環境保護署的工程規格批准及／或為屋苑充電易資助計劃及其他計劃的電動車安裝充電器。如有出現資金需求，我們將積極尋求綠色貸款，以支持我們的業務發展。

我們的客戶為香港運輸系統的主要參與者，如鐵路及渡輪碼頭，我們對於能向客戶提供專業服務，從而為社會作出貢獻而感到自豪。我們認為，創新對我們的實體及社會至關重要，因此我們致力於創新。我們積極物色與不同實體或機構的合作機會，以將機器人技術融入我們的機電解決方案及服務。該策略舉措旨在提升我們的服務質量，最終令客戶受惠。與此同時，我們尋求機會擴大我們在香港以外的市場佔有率。此外，我們將雲技術及人工智能(AI)更廣泛地應用至編程及項目執行中，並相信此舉有望大幅提高我們的營運效率。

Despite the steady recovery from the operational impacts experienced, we anticipate ongoing challenges and uncertainties in the Hong Kong business environment in the coming years. These challenges include a persistent talent shortage, a sharp increase in material and staff costs, inflationary pressure hikes, and stringent regulatory requirements. We acknowledge that these factors may influence project returns and potentially affect our financial performance. The increasingly tense political climate, exemplified by the conflicts in Ukraine and Israel, as well as the sanctions imposed by the United States on the People's Republic of China (the "PRC"), further heighten the instability of the global business environment. Looking forward, we will remain vigilant, be dedicated to monitoring the business landscape and prioritising strategic initiatives that align with our core objectives, to ensure the generation of sustainable value for our valuable shareholders and stakeholders.

FINANCIAL REVIEW

Revenue

Revenue of the Group for the Reporting Period amounted to approximately HK\$93.4 million, representing an increase of approximately HK\$18.7 million or approximately 25.0% as compared with approximately HK\$74.7 million for the six months ended 30 September 2022.

Cost of Sales and Gross Profit

The majority of the Group's cost of sales comprised (i) material and equipment; (ii) direct labour; and (iii) subcontracting cost. The cost of sales increased by approximately 34.3% from approximately HK\$56.8 million for the six months ended 30 September 2022 to approximately HK\$76.3 million for the Reporting Period. The gross profit of the Group decreased by approximately 4.5% from approximately HK\$17.9 million for the six months ended 30 September 2022 to approximately HK\$17.1 million for the Reporting Period. The decrease in gross profit was mainly due to (i) the surged material costs; and (ii) increase in subcontracting costs.

儘管營運已自影響中穩步恢復，但我們預期未來數年香港營商環境將繼續面臨挑戰及不確定性因素。該等挑戰包括人才持續短缺、物料及員工成本急劇上漲、通脹壓力上升及嚴格的監管規定。我們承認，該等因素可能影響項目回報，並可能拖累財務表現。烏克蘭及以色列衝突以及美國對中華人民共和國（「中國」）實施制裁等政治氛圍日益緊張，進一步加劇了全球營商環境的不穩定性。展望未來，我們將保持警惕，致力於監控商業環境，並優先考慮符合我們核心目標的戰略舉措，以確保為我們寶貴的股東及持份者創造可持續價值。

財務回顧

收益

本集團於報告期間的收益約為93.4百萬港元，較截至二零二二年九月三十日止六個月的約74.7百萬港元增加約18.7百萬港元或約25.0%。

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。銷售成本由截至二零二二年九月三十日止六個月約56.8百萬港元增加約34.3%至報告期間約76.3百萬港元。本集團毛利由截至二零二二年九月三十日止六個月約17.9百萬港元減少約4.5%至報告期間約17.1百萬港元。毛利減少主要由於(i)物料費激增；及(ii)分包成本增加所致。

Administrative Expenses

The Group's administrative expenses decreased from approximately HK\$21.7 million for the six months ended 30 September 2022 to approximately HK\$21.4 million for the Reporting Period.

Loss attributable to the owners of the Company

The Group recorded net loss attributable to the owners of the Company of approximately HK\$3.2 million for the Reporting Period (2022: net loss of approximately HK\$0.8 million). The difference is mainly due to (i) the increase of cost of sales as discussed above; and (ii) the absence of the subsidies under the Employment Support Scheme of the Government of the Hong Kong Special Administrative Region.

Dividend

The Board does not recommend a payment of an interim dividend for the Reporting Period (2022: Nil).

Liquidity, Financial Resources and Capital Structure

The Group has met the liquidity and capital requirement primarily through operating cash flows, bank borrowing and equity (2022: operating cash flows and equity). The Group requires cash primarily for working capital needs.

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Reporting Period. 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.

As at 30 September 2023, the Group has net current assets of approximately HK\$129.6 million (31 March 2023: approximately HK\$131.9 million).

行政開支

本集團行政開支由截至二零二二年九月三十日止六個月約21.7百萬港元減少至報告期間約21.4百萬港元。

本公司擁有人應佔虧損

於報告期間，本集團錄得本公司擁有人應佔淨虧損約3.2百萬港元(二零二二年：淨虧損約0.8百萬港元)。該差別主要由於(i)如上文所討論的銷售成本增加；及(ii)缺少香港特別行政區政府保就業計劃項下之補助所致。

股息

董事會不建議就報告期間派付中期股息(二零二二年：無)。

流動資金、財務資源及資本架構

本集團主要透過經營現金流量、銀行借貸及權益滿足其流動資金及資本需求(二零二二年：經營現金流量及權益)。本集團主要需要現金應付營運資金需要。

本集團的庫務政策採納審慎的財務管理方針，因此，於整個報告期間，流動資金狀況一直處於健康水平。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，以確保本集團資產、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。

於二零二三年九月三十日，本集團的流動資產淨值約為129.6百萬港元(二零二三年三月三十一日：約131.9百萬港元)。

Bank balances and cash

As at 30 September 2023, the Group had approximately HK\$75.1 million in (i) bank balances and cash (including pledged bank deposits); and (ii) time deposits with original maturity over three months (as at 31 March 2023: approximately HK\$101.0 million).

Borrowings and Gearing Ratio

As at 30 September 2023, the Group has HK\$6.0 million outstanding borrowing which are repayable within 9 months after draw down date (31 March 2023: Nil).

The gearing ratio, representing the proportion of total bank borrowings to total equity as at 30 September 2023 was 4.1% (31 March 2023: not applicable) which is primarily attributed to the Group's recent borrowings during the Reporting Period.

Capital Structure

Other than the bank borrowing raised, there has been no change on the capital structure of the Group for the Reporting Period and up to the date of this report (i.e. 7 November 2023) (the "**Date of this Report**"). The share capital of the Company only comprises of ordinary shares ("**Share(s)**").

Pledge of Assets

As at 30 September 2023, the Group has pledged (i) approximately HK\$14.1 million bank deposits (31 March 2023: approximately HK\$14.0 million); and (ii) approximately HK\$6.3 million investments in life insurance policies to secure general banking facilities granted to the Group (31 March 2023: approximately HK\$6.2 million).

銀行結餘及現金

於二零二三年九月三十日，本集團有(i)銀行結餘及現金(包括已抵押銀行存款)；及(ii)原到期日超過三個月的定期存款合共約75.1百萬港元(於二零二三年三月三十一日：約101.0百萬港元)。

借貸及資產負債比率

於二零二三年九月三十日，本集團有未償還借貸6.0百萬港元，須於提取日期後9個月內償還(二零二三年三月三十一日：無)。

於二零二三年九月三十日，資產負債比率(即銀行借貸總額佔總權益比例)為4.1%(二零二三年三月三十一日：不適用)，主要乃歸因於本集團於報告期間近期的借貸。

資本架構

除籌集的銀行借貸外，於報告期間及直至本報告日期(即二零二三年十一月七日)(「**本報告日期**」)，本集團資本架構並無任何變動。本公司股本僅包括普通股(「**股份**」)。

資產抵押

於二零二三年九月三十日，本集團已抵押(i)約14.1百萬港元的銀行存款(二零二三年三月三十一日：約14.0百萬港元)；及(ii)約6.3百萬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(二零二三年三月三十一日：約6.2百萬港元)。

Capital Expenditure

The Group purchased property, plant and equipment amounting to approximately HK\$0.7 million for the Reporting Period which comprised acquisition of furniture, fixtures and office equipment (2022: approximately HK\$1.2 million).

Capital Commitments

The Group did not have any capital commitment as at 30 September 2023 (31 March 2023: Nil).

Contingent Liabilities

As at 30 September 2023, the Group did not have any significant contingent liabilities (31 March 2023: 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.

Foreign Exchange Exposure

We conduct business with customers, suppliers and subcontractors located in Hong Kong, the PRC and overseas. The Group's exposure to currency risk mainly arise from the fluctuation of Renminbi, Pound Sterling, 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.

資本開支

於報告期間，本集團購買金額約0.7百萬港元的物業、廠房及設備，當中包括購買傢俱、裝置及辦公室設備(二零二二年：約1.2百萬港元)。

資本承擔

於二零二三年九月三十日，本集團並無任何資本承擔(二零二三年三月三十一日：無)。

或然負債

於二零二三年九月三十日，本集團並無任何重大或然負債(二零二三年三月三十一日：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。

外匯風險

我們與香港、中國及海外客戶、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、英鎊、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。

Employees and Remuneration Policies

As at 30 September 2023, the Group had a total of 191 employees (2022: 197). The total staff cost of the Group for the Reporting Period was approximately HK\$34.1 million (2022: approximately HK\$35.2 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.

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 2023.

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 Reporting Period.

SUBSEQUENT EVENT AFTER REPORTING PERIOD

There were no subsequent events after this Reporting Period as at the Date of this Report.

僱員及薪酬政策

於二零二三年九月三十日，本集團合共有191名僱員(二零二二年：197名)。於報告期間，本集團的員工成本總額約為34.1百萬港元(二零二二年：約35.2百萬港元)。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、資歷及經驗而釐定。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。

重大投資與重大投資及資本資產的未來計劃

於二零二三年九月三十日，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。

附屬公司、聯營公司或合營公司的重大收購及出售

於報告期間並無持有其他重大投資，亦無有關附屬公司、聯營公司或合營公司的重大收購或出售。

報告期後事項

於本報告日期，概無報告期間後事項。

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 Reporting Period, 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 Reporting Period.

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 Reporting Period and the interim report. The Audit Committee is of the opinion that the unaudited condensed consolidated results of the Group for the Reporting Period 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。於報告期間，本公司已遵守企業管治守則第2部分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，彼於報告期間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，包括審閱本集團於報告期間的未經審核簡明綜合業績及中期報告。審核委員會認為，本集團於報告期間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

Pursuant to Rules 17.50(2) and 17.50A(1) of the GEM Listing Rules, changes in the information of Directors required to be disclosed are shown as follows:

- (1) Mr. Chan Chak Lun Philip (“**Mr. CL Chan**”) has ceased to be an executive Director, the chief executive officer and a member of the risk management committee of the Company with effect from 7 August 2023.
- (2) Mr. Yu Wing Lok Garry has ceased to be an independent non-executive Director, a member of the nomination committee and risk management committee of the Company with effect from 7 August 2023.
- (3) Mr. Luk Kwai Lung (“**Mr. KL Luk**”), an executive Director, was appointed as the chief executive officer of the Company with effect from 7 August 2023.

Save as disclosed above, there is no other change in the Directors' information required to be disclosed pursuant to Rules 17.50(2) and 17.50A(1) of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

董事資料變動

根據GEM上市規則第17.50(2)及17.50A(1)條，須予披露的董事資料變更如下：

- (1) 陳澤麟先生(「**陳澤麟先生**」)不再擔任本公司執行董事、行政總裁及風險管理委員會成員，自二零二三年八月七日起生效。
- (2) 余永祿先生不再擔任本公司獨立非執行董事、提名委員會成員及風險管理委員會成員，自二零二三年八月七日起生效。
- (3) 執行董事陸季農先生(「**陸季農先生**」)已獲委任為本公司行政總裁，自二零二三年八月七日起生效。

除上文所披露者外，根據GEM上市規則第17.50(2)及17.50A(1)條須予披露的董事資料並無其他變動。

購買、出售或贖回本公司的上市證券

於報告期間，本公司或任何其附屬公司概無購買、出售或贖回任何本公司的上市證券。

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

As at 30 September 2023, 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

於二零二三年九月三十日，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）的股份、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	Long/short position ⁽⁴⁾	Approximate percentage of shareholding in the Company (%) ⁽⁵⁾
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 ⁽⁴⁾	於本公司的股權概約百分比(%) ⁽⁵⁾
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. KL Luk ⁽²⁾ 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	139,000,000	L	34.32

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 1,000,000 Shares.
- (4) The Letter “L” denotes the entity/person’s long position in the Shares.
- (5) As at 30 September 2023, the total number of issued Shares were 404,960,000.

附註：

- (1) 陸鑑明先生直接持有100,000,000股股份。由於陸鑑明先生為梁嫻儀女士(「**梁女士**」)的配偶，故陸鑑明先生被視為於梁女士擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份(即57,000,000股股份)中擁有權益。
- (2) 陸季農先生及陸彥彰先生各自擁有一股 KML Holdings Limited(「**KML Holdings**」)普通股(佔KML Holdings附帶投票權之已發行股本的50%)。陸季農先生及陸彥彰先生被視為於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。
- (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1,000,000股股份)中擁有權益。
- (4) 字母「L」表示該實體／個人於股份之好倉。
- (5) 於二零二三年九月三十日，已發行股份之總數為404,960,000股。

Save as disclosed above, as at 30 September 2023, 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.

除上文所披露者外，於二零二三年九月三十日，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 2023, 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:

於二零二三年九月三十日，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	139,000,000	L	34.32

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 700,000 Shares under the Share Option Scheme (announced on 2 January 2020 and 18 April 2023).
- (5) The Letter "L" denotes the entity/person's long position in the Shares.
- (6) As at 30 September 2023, the total number of issued Shares were 404,960,000.

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) 梁女士為陸鑾明先生的配偶。根據《證券及期貨條例》，梁女士被視為於陸鑾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及二零二二年四月十八日公佈）認購最多700,000股股份。
- (5) 字母「L」表示該實體／個人於股份之好倉。
- (6) 於二零二三年九月三十日，已發行股份之總數為404,960,000股。

Save as disclosed above, as at 30 September 2023, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

SHARE SCHEMES

The Company has adopted two share schemes, namely, (1) the Share Option Scheme and (2) the Share Award Scheme (as defined below).

The total number of Shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period divided by the weighted average number of Shares in issue for the Reporting Period was 11.32%.

除上文所披露者外，於二零二三年九月三十日，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。

股份計劃

本公司已採納兩個股份計劃，即(1)購股權計劃及(2)股份獎勵計劃（定義見下文）。

於報告期間根據本公司所有股份計劃可能授出的購股權及獎勵而可能發行的股份總數除以報告期間已發行股份的加權平均數為11.32%。

(1) 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:

- (a) 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;
- (b) 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;
- (c) 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;

(1) 購股權計劃

為嘉許及表揚已經或可能對本集團作出的貢獻的本集團董事及僱員，本公司已根據股東於二零一七年九月二十日通過的書面決議案批准及採納購股權計劃（「購股權計劃」）。購股權計劃的主要條款概述如下：

- (a) 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；
- (b) 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%；
- (c) 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；

- (d) 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;
- (e) 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;
- (f) 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
- (g) 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.
- (d) 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；
- (e) 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；
- (f) 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
- (g) 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 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 share options granted, 2,000,000 share options were granted to a Director, 700,000 share options were granted to a director of a subsidiary of the Company and 300,000 share 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，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。

During the Reporting Period, 9,000,000 share options have been granted. The fair value of the equity-settled share options granted under the Share Option Scheme during the Reporting Period is estimated at HK\$292,000 and is to be expensed through the Group's income statement over the two-year vesting period of the share options.

The estimated fair value of the share options was determined in accordance with the valuation performed by an independent valuer using the binomial option pricing model based on following inputs. The value of the share 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 Bloomberg L.P.

於報告期間，已授出9,000,000份購股權。於報告期間根據購股權計劃授予的權益結算購股權的公允值估計為292,000港元，並將於購股權的兩年歸屬期內於本集團的收益表支銷。

購股權的估計公允值按獨立評估機構的評估結果決定，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。無風險利率乃參考彭博有限合夥企業所示債務證券之現行利率釐定。

Date of grant 授出日期	18 April 2023 二零二三年四月十八日
Share price at grant date 於授出日期的股份價格	HK\$0.166 0.166港元
Exercise price 行使價	HK\$0.171 0.171港元
Expected volatility 預期波幅	50.35% 50.35%
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	3.00% 3.00%
Expected dividend yield 預期股息率	13.51% 13.51%
Exercise multiple 行使倍數	2.x to 3.x 2.x to 3.x

Details regarding the number of share options, date of grant, exercise period and exercise price of the share options granted on 2 January 2020 and 18 April 2023 are set out below:

有關於二零二零年一月二日及二零二三年四月十八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 share options granted	Number of share options granted	Vesting period	Exercise period	Exercise price of share options	Closing price immediately before date of grant
參與者姓名	授出購股權日期	已授出購股權數目	歸屬期	行使期	購股權行使價 HK\$ per share 每股港元	緊接授出日期前之收市價 HK\$ per share 每股港元
Mr. CL Chan ⁽¹⁾ (Former Director and former chief executive officer)	2 January 2020	2,000,000	2 January 2020 to 30 June 2021	1 July 2021 to 1 January 2025	0.259	0.250
陳澤麟先生 ⁽¹⁾ (前董事兼前行政總裁)	二零二零年一月二日		二零二零年一月二日至 二零二一年六月三十日	二零二一年七月一日至 二零二五年一月一日		
	18 April 2023	500,000	18 April 2023 to 17 April 2024	18 April 2024 to 17 April 2028	0.171	0.166
	二零二三年四月十八日		二零二三年四月十八日至 二零二四年四月十七日	二零二四年四月十八日至 二零二八年四月十七日		
	18 April 2023	500,000	18 April 2023 to 14 October 2024	15 October 2024 to 17 April 2028	0.171	0.166
	二零二三年四月十八日		二零二三年四月十八日至 二零二四年十月十四日	二零二四年十月十五日至 二零二八年四月十七日		
Ms. Wai Hang Ying Helen ⁽²⁾ (Former director of KML Engineering Limited ("KML Engineering"))	2 January 2020	700,000	2 January 2020 to 30 June 2021	1 July 2021 to 1 January 2025	0.259	0.250
衛杏英女士 ⁽²⁾ (高明科技工程有限公司 (「高明科技工程」)前任董事)	二零二零年一月二日		二零二零年一月二日至 二零二一年六月三十日	二零二一年七月一日至 二零二五年一月一日		
Madam Woo (Company Secretary)	2 January 2020	300,000	2 January 2020 to 30 June 2021	1 July 2021 to 1 January 2025	0.259	0.250
胡女士 (公司秘書)	二零二零年一月二日		二零二零年一月二日至 二零二一年六月三十日	二零二一年七月一日至 二零二五年一月一日		
	18 April 2023	200,000	18 April 2023 to 17 April 2024	18 April 2024 to 17 April 2028	0.171	0.166
	二零二三年四月十八日		二零二三年四月十八日至 二零二四年四月十七日	二零二四年四月十八日至 二零二八年四月十七日		
	18 April 2023	200,000	18 April 2023 to 14 October 2024	15 October 2024 to 17 April 2028	0.171	0.166
	二零二三年四月十八日		二零二三年四月十八日至 二零二四年十月十四日	二零二四年十月十五日至 二零二八年四月十七日		

Name of participants	Date of share options granted	Number of share options granted	Vesting period	Exercise period	Exercise price of share options	Closing price immediately before date of grant
參與者姓名	授出購股權日期	已授出購股權數目	歸屬期	行使期	購股權行使價 HK\$ per share 每股港元	緊接授出日期 前之收市價 HK\$ per share 每股港元
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	0.250
	2 January 2020 二零二零年一月二日	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	0.250
	18 April 2023 二零二三年四月十八日	3,800,000	18 April 2023 to 17 April 2024 二零二三年四月十八日至 二零二四年四月十七日	18 April 2024 to 17 April 2028 二零二四年四月十八日至 二零二八年四月十七日	0.171	0.166
	18 April 2023 二零二三年四月十八日	3,800,000	18 April 2023 to 14 October 2024 二零二三年四月十八日至 二零二四年十月十四日	15 October 2024 to 17 April 2028 二零二四年十月十五日至 二零二八年四月十七日	0.171	0.166
Total: 總計：		18,800,000				

Notes:

- (1) Mr. CL Chan retired as the Director and ceased to be the chief executive officer of the Company starting from 7 August 2023. He remains as a director of KML Engineering.
- (2) Ms. Wai Hang Ying Helen ("Ms. Wai") resigned as the director of KML Engineering on 29 November 2021. The share options granted to Ms. Wai were forfeited upon her departure during the year ended 31 March 2022.

附註：

- (1) 陳澤麟先生自二零二三年八月七日起退任董事及不再擔任本公司行政總裁。彼留任高明科技工程董事。
- (2) 衛杏英女士(「衛女士」)於二零二一年十一月二十九日辭任高明科技工程的董事。於截至二零二二年三月三十一日止年度授予衛女士的購股權於其離職後沒收。

The following table sets forth movements in the share options of the Company during the Reporting Period:

下表載列於報告期間本公司的購股權變動：

Name of participants	Outstanding as at 1 April 2023 於二零二三年 四月一日 尚未行使	Number of share options granted 已授出 購股權數目	Number of share options exercised 已行使 購股權數目	Number of share options cancelled 已註銷 購股權數目	Number of share options lapsed/forfeited 已失效/沒收 購股權數目	Outstanding as at 30 September 2023 於二零二三年 九月三十日 尚未行使
Mr. CL Chan 陳澤麟先生	2,000,000	1,000,000	-	-	-	3,000,000
Madam Woo 胡女士	300,000	400,000	-	-	-	700,000
Employees 僱員	3,700,000	7,600,000	-	-	(800,000)	10,500,000
Total 總計	6,000,000	9,000,000	-	-	(800,000)	14,200,000

The number of share options available for grant under the Share Option Scheme as at 1 April 2023 and 30 September 2023 was 21,000,000 options and 12,000,000 options respectively.

於二零二三年四月一日及二零二三年九月三十日，根據購股權計劃可供授出的購股權數目分別為21,000,000份購股權及12,000,000份購股權。

(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.

(2) 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 2023, 4,475,000 awarded Shares were vested to employee.

The number of share awards available for grant under the Share Award Scheme as at 1 April 2023 and 30 September 2023 was 33,415,000 Shares and 33,415,000 Shares respectively.

Details regarding the date of grant, the vesting period, the closing prices of Shares, the fair value of awarded Shares, the movements of awarded Shares granted, vested, cancelled, lapsed or forfeited during the Reporting Period, and the number of awarded Shares unvested as at 30 September 2023 are as follows:

Category of Participants	Date of grant	Closing Price of the Shares immediately before the date of grant	Fair value of awarded Shares on the date of grant	Number of awarded Shares unvested as at 1 April 2023 於二零二三年四月一日	Number of awarded Shares granted	Number of Shares awarded	Number of awarded Shares Cancelled/ Lapsed/ Forfeited	Number of awarded Shares unvested as at 30 September 2023 於二零二三年九月三十日	Vesting Period	Weighted average closing price of Shares immediately before the vesting date
Employees 僱員	6 July 2020 二零二零年七月六日	0.22	0.22	180,000	-	(180,000)	-	-	2-3 years ⁽¹⁾ 2至3年 ⁽¹⁾	0.22
	5 July 2021 二零二一年七月五日	0.38	0.39	1,210,000	-	(870,000)	-	340,000	2-3 years ⁽²⁾ 2至3年 ⁽²⁾	0.39
	26 August 2022 二零二二年八月二十六日	0.19	0.20	2,360,000	-	(780,000)	-	1,580,000	2-3 years ⁽³⁾ 2至3年 ⁽³⁾	0.19
Total 總計				3,750,000	-	(1,830,000)	-	1,920,000		

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%。於二零二三年九月三十日，其中4,475,000股獎勵股份已歸屬予僱員。

於二零二三年四月一日及二零二三年九月三十日，根據股份獎勵計劃可供授出的股份數目分別為33,415,000股股份及33,415,000股股份。

有關授出日期、歸屬期、股份收市價、獎勵股份公允值、於報告期間已授出、歸屬、註銷、失效或沒收獎勵股份變動以及於二零二三年九月三十日未歸屬獎勵股份數目載列如下：

Notes:

- (1) 1,750,000 Shares were granted on 6 July 2020. For 1,050,000 awarded Shares granted, the relevant vesting period is 2 years as from the date of grant. For 700,000 awarded Shares granted, the relevant vesting period is 3 years as from the date of grant.
- (2) 2,375,000 Shares were granted on 5 July 2021. For 1,525,000 awarded Shares granted, the relevant vesting period is 2 years as from the date of grant. For 850,000 awarded Shares granted, the relevant vesting period is 3 years as from the date of grant.
- (3) 2,460,000 Shares were granted on 26 August 2022. For 1,410,000 awarded Shares granted, the relevant vesting period is 2 years as from the date of grant. For 1,000,000 awarded Shares granted, the relevant vesting period is 3 years as from the date of grant. 50,000 awarded Shares have not been allotted.
- (4) Pursuant to the Share Award Scheme, share awards were granted to the grantees at nil consideration and were or will be transferred to the grantees upon vesting at nil consideration.

附註：

- (1) 於二零二零年七月六日授予 1,750,000 股股份。就已授予的 1,050,000 股獎勵股份而言，相關歸屬期為授出日期起計 2 年。就已授予的 700,000 股獎勵股份而言，相關歸屬期為授出日期起計 3 年。
- (2) 於二零二一年七月五日授予 2,375,000 股股份。就已授予的 1,525,000 股獎勵股份而言，相關歸屬期為授出日期起計 2 年。就已授予的 850,000 股獎勵股份而言，相關歸屬期為授出日期起計 3 年。
- (3) 於二零二二年八月二十六日授予 2,460,000 股股份。就已授予的 1,410,000 股獎勵股份而言，相關歸屬期為授出日期起計 2 年。就已授予的 1,000,000 股獎勵股份而言，相關歸屬期為授出日期起計 3 年。並無分配 50,000 股獎勵股份。
- (4) 根據股份獎勵計劃，股份獎勵已按零代價授予承授人並於歸屬後按零代價轉讓予承授人。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Reporting Period 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 Reporting Period, 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, 7 November 2023

董事收購股份或債權證的權利

於報告期間任何時間，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

於報告期間，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，二零二三年十一月七日



高萌·科技

KML Technology Group Limited

高萌科技集團有限公司