



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 **2018**

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

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

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

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

香港聯合交易所有限公司(「聯交所」) GEM 的特色

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

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

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

本報告的英文本及中文本已登載於本公司網站 www.kml.com.hk。

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

Independent Non-executive Directors

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

Audit Committee

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

Remuneration Committee

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

Nomination Committee

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

Risk Management Committee

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

公司資料

董事會

執行董事

陸鑑明先生(*主席*)
陳澤麟先生(*行政總裁*)
陸季農先生
陸彥彰先生

獨立非執行董事

劉安國先生
羅永志先生
謝智剛博士

審核委員會

劉安國先生(*主席*)
羅永志先生
謝智剛博士

薪酬委員會

謝智剛博士(*主席*)
劉安國先生
陸鑑明先生

提名委員會

陸鑑明先生(*主席*)
羅永志先生
謝智剛博士

風險管理委員會

羅永志先生(*主席*)
陳澤麟先生
劉安國先生
陸季農先生
陸彥彰先生

AUTHORISED REPRESENTATIVES

Mr. Luk Kwai Lung
Ms. Woo Siu Wai

COMPANY SECRETARY

Ms. Woo Siu Wai

COMPLIANCE OFFICER

Mr. Luk Yin Cheung

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F, One Pacific Place
88 Queensway
Hong Kong

COMPLIANCE ADVISER

Kingsway Capital Limited
7th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

法定代表

陸季農先生
胡劭卉女士

公司秘書

胡劭卉女士

合規主任

陸彥彰先生

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場1期35樓

合規顧問

滙富融資有限公司
香港
金鐘道89號
力寶中心
第一座7樓

註冊辦事處

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

香港總部及主要營業地點

香港
新界沙田
小瀝源路
沙田工業中心
地下B12室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKER

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

COMPANY'S WEBSITE

www.kml.com.hk

STOCK CODE

8065

DATE OF LISTING

16 October 2017

開曼群島主要股份過戶登記處

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

香港股份登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中1號
滙豐總行大廈

公司網站

www.kml.com.hk

股份代號

8065

上市日期

二零一七年十月十六日

FINANCIAL HIGHLIGHTS

Revenue of the Group for the nine months ended 31 December 2018 amounted to approximately Hong Kong dollars (“**HK\$**”) 156.2 million, representing an increase of approximately HK\$9.5 million or approximately 6.5% as compared with approximately HK\$146.7 million for the nine months ended 31 December 2017.

Gross profit of the Group for the nine months ended 31 December 2018 amounted to approximately HK\$46.5 million (2017: approximately HK\$40.6 million).

The net profit of the Group for the nine months ended 31 December 2018 amounted to approximately HK\$12.5 million (2017: net loss approximately HK\$6.0 million).

The board of directors (the “**Board**”) does not recommend a payment of an interim dividend for the nine months ended 31 December 2018 (2017: Nil).

財務摘要

本集團截至二零一八年十二月三十一日止九個月的收益約為156.2百萬港元(「港元」)，較截至二零一七年十二月三十一日止九個月約146.7百萬港元增加約9.5百萬港元或約6.5%。

本集團截至二零一八年十二月三十一日止九個月毛利約為46.5百萬港元(二零一七年：約40.6百萬港元)。

本集團截至二零一八年十二月三十一日止九個月的純利約為12.5百萬港元(二零一七年：淨虧損約6.0百萬港元)。

董事會(「**董事會**」)不建議就截至二零一八年十二月三十一日止九個月派付中期股息(二零一七年：無)。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 31 December 2018

簡明綜合損益及其他全面收益表

截至二零一八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	
		2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)
Notes			
附註			
Revenue	收益	3	
Cost of sales	銷售成本		
		156,243	146,687
		(109,745)	(106,052)
Gross profit	毛利	46,498	40,635
Other income	其他收入	658	411
Other gains	其他收益	3	7
Administrative expenses	行政開支	(32,142)	(29,811)
Listing expenses	上市開支	–	(15,389)
Profit (loss) before taxation	除稅前溢利(虧損)	15,017	(4,147)
Income tax expense	所得稅開支	(2,561)	(1,820)
Profit (loss) and total comprehensive income (loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利(虧損)及全面收益(虧損)總額	12,456	(5,967)
Earnings (loss) per share – Basic (HK cents)	每股盈利(虧損) – 基本(港仙)	6	
		3.11	(1.49)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2018

簡明綜合權益變動表

截至二零一八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 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元 (Note) (附註)	Share option reserve 購股權儲備 HK\$'000 千港元 (Note 7) (附註7)	Accumulated profits 累積溢利 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
Nine months ended 31 December 2018						
At 1 April 2018 (audited)	4,000	47,552	14,339	-	57,912	123,803
Profit and total comprehensive income for the period	-	-	-	-	12,456	12,456
Recognition of equity-settled share-based expenses (Note 7)	-	-	-	745	-	745
At 31 December 2018 (unaudited)	4,000	47,552	14,339	745	70,368	137,004
Nine months ended 31 December 2017						
At 1 April 2017 (audited)	14,339	-	-	-	85,058	99,397
Effect of the Corporate Reorganisation (Note)	(14,339)	-	14,339	-	-	-
Loss and total comprehensive expenses for the period	-	-	-	-	(5,967)	(5,967)
Dividend	-	-	-	-	(25,000)	(25,000)
Issue of shares pursuant to the listing of the Company	1,000	59,000	-	-	-	60,000
Capitalisation issue of shares	3,000	(3,000)	-	-	-	-
Expenses incurred in connection with issue of new shares	-	(8,382)	-	-	-	(8,382)
At 31 December 2017 (unaudited)	4,000	47,618	14,339	-	54,091	120,048

Note: Other reserve represents the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation stated in the Company's prospectus dated 29 September 2017 (the "Prospectus") in preparation for the listing the Company became the holding company of the subsidiaries now comprising the Group on 6 September 2017, the details of which are set out under the section headed "History, Reorganisation and Corporate Structure" in the Prospectus.

附註：其他儲備指本公司已發行普通股之面值與透過根據本公司日期為二零一七年九月二十九日的招股章程（「招股章程」）所列為籌備上市而進行的重組交換股份所收購附屬公司股本之差額，於二零一七年九月六日本公司成為現時組成本集團附屬公司的控股公司，其詳情載於招股章程「歷史、重組及公司架構」一節。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2018

簡明綜合財務報表附註

截至二零一八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 (the "**Shares**") were listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 16 October 2017 (the "**Listing**"). The principal activity of the Company is investment holding and its subsidiaries are principally engaged in the provision of electrical and mechanical ("**E&M**") engineering solutions and services. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), which is the same as the functional currency of the Company and its principal subsidiaries.

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(「**股份**」)於二零一七年十月十六日在香港聯合交易所有限公司(「**聯交所**」)GEM上市(「**上市**」)。本公司的主要業務為投資控股及其附屬公司主要從事提供機電(「**機電**」)工程解決方案及服務。未經審核簡明綜合財務報表以港元(「**港元**」)呈列，港元亦為本公司及其主要附屬公司的功能貨幣。

2. BASIS OF PREPARATION

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

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2018 have been reviewed by the Company's audit committee.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2018.

3. REVENUE AND SEGMENTAL INFORMATION

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

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

2. 編製基準

未經審核簡明綜合財務報表已按歷史成本基準編製。歷史成本一般根據為交換貨品及服務而作出的代價的公允值。

截至二零一八年十二月三十一日止九個月未經審核簡明綜合財務報表已由本公司的審核委員會審閱。

除應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)導致會計政策變動外，未經審核簡明綜合財務報表所使用的會計政策及計算方法與編製本集團截至二零一八年三月三十一日止年度的年度財務報表所採用者一致。

3. 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	
2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
129,744	123,584
21,548	15,336
4,203	6,114
748	1,653
156,243	146,687

3. REVENUE AND SEGMENTAL INFORMATION (Continued)

Notes:

- (a) Amount represents revenue generated from design, supply, installation of systems and implementation of E&M engineering solutions and services, including revenue generated from design and fabrication services for the fabrication of made-to-order products for the customers, where applicable (“**E&M engineering solutions and services**”).
- (b) Amount represents revenue generated from design and fabrication services for the fabrication of made-to-order products for the customers, such as control room consoles, public access kiosks and terminals, relay racks, test rigs, control room technical furniture and industrial enclosures and instrument cabinets, and also the conducting of ergonomic and work place studies without supply, installation of systems and implementation of E&M engineering solutions and services (“**E&M engineering design and fabrication services**”).

Segment information

The Group's operations are solely derived from E&M engineering solutions and services, E&M engineering maintenance services with focus on (i) automatic fare collection system at railway stations; (ii) electronic payment and ticketing system; (iii) road and tunnel toll collection system; (iv) traffic control and surveillance system; and (v) railway signaling communication and control system, E&M engineering design and fabrication services and sales of parts and components during both periods. For the purposes of resources allocation and performance assessment, the chief operation decision maker (i.e. the executive directors of the Company) reviews the condensed consolidated financial position of the Group. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

3. 收益及分部資料(續)

附註：

- (a) 該款項指系統設計、供應、安裝及執行機電工程解決方案及服務所產生的收益，包括為客戶製造按訂單做成的產品設計及裝配服務所錄得的收益(如適用) (“**機電工程解決方案及服務**)”。
- (b) 該款項指從有關製造定制產品(例如控制室控制台、公用關卡及終端、繼電器機架、試驗台、控制室技術傢俬及工業外殼及儀器櫃，且亦進行人類工程學及工作場所研究)的設計及裝配服務(並無供應、安裝系統及執行機電工程解決方案及服務) (“**機電工程設計及裝配服務**”)所錄得的收益。

分部資料

本集團於該兩個期間的經營僅來自機電工程解決方案及服務、機電工程保養服務，專注於(i)鐵路車站的自動收費系統；(ii)電子支付及票務系統；(iii)公路及隧道車輛繳費系統；(iv)交通管制及監察系統；及(v)軌道信號通訊及控制系統，機電工程設計及裝配服務及銷售零件及部件。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)審閱本集團的簡明綜合財務狀況。因此，本集團僅有一個單一經營分部及並無進一步呈列該單一分部的分析。

4. INCOME TAX EXPENSE

Hong Kong:
Current tax
Deferred tax

香港：
即期稅項
遞延稅項

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

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

5. DIVIDEND

The Board does not recommend the payment of any interim dividend for the nine months ended 31 December 2018.

4. 所得稅開支

**Nine months ended
31 December**
截至十二月三十一日止九個月
2018 2017
二零一八年 二零一七年
HK\$'000 HK\$'000
千港元 千港元
(Unaudited) (Unaudited)
(未經審核) (未經審核)

2,219 1,692
342 128

2,561 1,820

於該兩個期間，香港利得稅按估計應課稅溢利的16.5%計算。

根據開曼群島及英屬處女群島的法律及法規，本集團毋須在該等司法權區繳納任何所得稅。

5. 股息

董事會不建議派付於截至二零一八年十二月三十一日止九個月的任何中期股息。

6. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to the owners of the Company is based on the following data:

Earnings (loss):	盈利(虧損):
Earnings (loss) for the purposes of basic earnings per share (profit (loss) for the period attributable to the owners of the Company)	用作計算每股基本盈利之盈利(虧損) (本公司擁有人應佔期內溢利(虧損))

Weighted average number of Shares:	股份加權平均數:
Number of ordinary shares for the purpose of calculating basic earnings (loss) per share	用作計算每股基本盈利(虧損)之普通股數目

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

6. 每股盈利

計算本公司擁有人應佔每股基本盈利乃基於以下數據:

Nine months ended 31 December	
截至十二月三十一日止九個月	
2018	2017
二零一八年	二零一七年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

12,456	(5,967)
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Nine months ended 31 December	
截至十二月三十一日止九個月	
2018	2017
二零一八年	二零一七年
'000	'000
千股	千股
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

400,000	400,000
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就計算每股基本盈利而言的普通股加權平均數已追溯調整並假設招股章程「歷史、重組及公司架構」所述集團重組及資本化發行於二零一六年四月一日已生效而作出釐定。

6. EARNINGS PER SHARE (Continued)

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

7. SHARE-BASED PAYMENTS TRANSACTIONS

The Company operates a share option scheme (the “**Share Option Scheme**”) for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group pursuant to a resolution passed on 20 September 2017.

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 approval of the Share Option Scheme.

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.

The total number of Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue at the date of approval of the Share Option Scheme.

An offer for the grant of options must be accepted within three business days from the date of offer. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK\$10.

6. 每股盈利(續)

由於該兩個期間內並無發行潛在普通股，故於相關期間內並無呈列每股攤薄盈利。

7. 以股份為基礎之付款交易

根據於二零一七年九月二十日通過的一項決議案，本公司設有購股權計劃（「**購股權計劃**」），旨在為提升本集團利益作出貢獻之合資格參與者提供獎勵及獎賞。

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，佔於購股權計劃獲通過當天已發行股份總數的10%。

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獲行使（包括已行使及尚未行使的購股權）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。

因行使根據購股權計劃及本集團任何其他購股權計劃將予授出之所有購股權（就此而言不包括根據購股權計劃及本集團任何其他購股權計劃條款已失效的購股權）而可能配發及發行之股份總數，不得超過購股權計劃獲通過當天已發行股份之10%。

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。

7. SHARE-BASED PAYMENTS TRANSACTIONS (Continued)

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.

On 3 September 2018, the Company has granted 9,200,000 share options ("Options") to the Company's employees at the exercise price of HK\$0.385 per option share. The Options are valid for a period of five years commencing from the date of Options granted. The closing price of the Shares immediately before 3 September 2018, the date before grant, was HK\$0.35.

During the nine months ended 31 December 2018, 9,200,000 Options were granted on 3 September 2018 and the estimated fair values of the Options granted was approximately HK\$1,706,000, which was calculated by using the binomial option pricing model based on following inputs. The values of the Options are 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 rate on debt securities as reference from Thomson Reuters.

Date of grant 3 September 2018

Share price at grant date	HK\$0.385
Exercise price	HK\$0.385
Expected volatility	61.93%
Expected life	5 years from the date of grant
Risk-free rate	2.112%
Expected dividend yield	0%
Exercise multiple	2.x

The Group recognised an expense of approximately HK\$745,000 in relation to Options granted by the Company for the nine months ended 31 December 2018.

7. 以股份為基礎之付款交易 (續)

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。

於二零一八年九月三日，本公司按行使價每股購股權股份0.385港元向本公司僱員授出9,200,000份購股權(「購股權」)。購股權自購股權授出日起計五年的有效期。本公司緊接二零一八年九月三日前(授出前的一天)的股份收市價為0.35港元。

截至二零一八年十二月三十一日止九個月，9,200,000份購股權已於二零一八年九月三日授出及已授出購股權的估計公允值約為1,706,000港元，乃根據以下數據採用二項式期權定價模式計算。購股權價值之準確性乃受制於若干因素，當中包括為預測未來表現而作的多項假設所涉及之主觀判斷及不肯定因素，以及計算模式的內在限制。預期波幅乃參考本公司股價以往之每日波幅釐定。無風險利率乃參考湯森路透社所示債務證券之現行利率釐定。

授出日期	二零一八年九月三日
於授出日期的股份價格	0.385港元
行使價	0.385港元
預期波幅	61.93%
預期年期	自授出日期起計五年
無風險利率	2.112%
預期股息率	0%
行使倍數	2.x

本集團就本公司於截至二零一八年十二月三十一日止九個月所授出的購股權確認開支約為745,000港元。

8. RELATED PARTY TRANSACTIONS

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

Purchase of materials from Logistic Industrial (Note a)	向洛士工業採購物料 (附註a)
Rental fee paid to KML Ltd (Note b)	支付租金費用予 圖遠有限公司(附註b)

Notes:

- (a) Logistic Industrial Supply Company Limited ("Logistic Industrial") is a company which Mr. Luk Kam Ming ("Mr. KM Luk") and Ms. Leung Kwok Yee ("Madam Leung") have significant influence over it.
- (b) KML Ltd. is controlled by Mr. KM Luk. The rental fee paid is regarded as continuing connected transactions.

9. SUBSEQUENT EVENT AFTER THE REPORTING PERIOD

As at the date of this report, there was no subsequent event after this reporting period.

8. 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	
2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
130	28
3,547	3,073

附註：

- (a) 洛士工業器材有限公司(「洛士工業」)為陸鑑明先生(「陸鑑明先生」)及梁楓儀女士(「梁女士」)對其有重大影響力的公司。
- (b) 圖遠有限公司由陸鑑明先生控制。已支付的租金被視為持續關連交易。

9. 報告期後事項

於本報告日期，概無報告期後事項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group has been providing electrical and mechanical (“E&M”) engineering solutions and services in Hong Kong for over 40 years. Our principal business is the provision of E&M engineering works, and comprises (i) E&M engineering solutions and services on Transportation Mission Critical Systems Solutions and other E&M engineering solutions and services; (ii) E&M engineering design and fabrication services; (iii) E&M engineering maintenance services; and (iv) sales of parts and components. Depending on our customers’ needs and requirements, we provide a full spectrum of solutions and services covering design, equipment assembly, supply, installation, fabrication, testing, and commissioning and maintenance support with a focus on Hong Kong Transportation Mission Critical System Solutions.

The following table sets forth the details of our Group’s revenue by type of projects and services we undertake for the nine months ended 31 December 2018 and 2017:

業務回顧

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

下表載列本集團按於截至二零一八年及二零一七年十二月三十一日止九個月所承接的項目及服務類別劃分的收益詳情：

Type of Projects

項目類別

For the nine months ended 31 December

截至十二月三十一日止九個月

		2018		2017	
		二零一八年		二零一七年	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
E&M Solutions and Services	機電工程解決方案及服務				
– Transportation Mission Critical System Solutions	—交通關鍵系統解決方案	61,887	39.6	60,124	41.0
– Other E&M Solutions and Services	—其他機電工程解決方案及服務	67,857	43.4	63,460	43.2
Subtotal	小計	129,744	83.0	123,584	84.2
E&M Design and Fabrication Services	機電工程設計及裝配服務	4,203	2.7	6,114	4.2
E&M Maintenance Services	機電工程保養服務	21,548	13.8	15,336	10.5
Sale of Parts and Components	銷售零件及部件	748	0.5	1,653	1.1
Total	總計	156,243	100.0	146,687	100.0

Our Group's revenue for the nine months ended 31 December 2018 amounted to approximately HK\$156.2 million, representing an increase of approximately HK\$9.5 million or approximately 6.5% as compared with approximately HK\$146.7 million for the nine months ended 31 December 2017.

E&M Solutions and Services segment accounts for the largest business segment of our Group's business. Approximately 83.0% of the revenue was attributable to this segment for the nine months ended 31 December 2018. During this reporting period, we have substantially completed the projects including (i) Supply and Installation of "Stop-and-go" e-Payment System at Government Tolerated Tunnels and Roads; (ii) Provision of over 400 units of Octopus-enabled kiosks to facilitate a public services project; (iii) Refurbishment of KTT Train; and (iv) mobile payment of Taoyuan Metro Phase I. For the next quarter, the Group will continue to undertake projects including (i) Optical Fibre Backbones for the Communication-based Train Control (CBTC) Signalling Systems in the Island Line (ISL), Kwun Tong Line (KTL), Tseung Kwan O Line (TKL), Airport Express Line (AEL), Tung Chung Line (TCL) and Disneyland Resort Line (DRL); and (ii) Replacement and Modification of Smoke Curtains at AEL and TCL.

OUTLOOK

Modernisation and Upgrading of Transportation System

While our Group continues to focus on deepening our penetration of the Hong Kong E&M engineering industry with special focus on the Transportation Mission Critical System Solutions market, in order to keep pace with the growing transport needs, modernization, upgrading and expansion projects, the Group has been devoting more resources to the development and application of different technologies such as quick response code ("QR Code") and different emerging payment methods. For the nine months ended 31 December 2018, the Group has been awarded over 140 projects including (i) Taoyuan Metro Mobile Payment Design and Implementation; and (ii) Partnering with Alipay HK to retrofit about 1,000 ticket gates to enable Alipay HK QR Code payment for travel on Hong Kong's MTR system. The award of these two projects signifies the success of the Group in deploying the latest technology particularly in relation to mobile payment to our projects in terms of system design and integration. In view of the expanding market for the modernization and upgrading of transportation system, the Group expects the revenue derived from this segment will continue to grow both in the short and long run.

本集團截至二零一八年十二月三十一日止九個月的收益約為156.2百萬港元，較截至二零一七年十二月三十一日止九個月的約146.7百萬港元增加約9.5百萬港元或約6.5%。

機電解決方案及服務分部為本集團的最大業務分部。截至二零一八年十二月三十一日止九個月，約83.0%的收益來自該分部。於本報告期內，我們已基本完成的項目包括(i)政府收費隧道及道路供應及安裝「停車拍卡」電子繳費系統；(ii)提供逾400台八達通服務站機促進一個公共服務項目；(iii)翻新九廣通列車；及(iv)桃園捷運行動支付第一期。就下個季度而言，本集團將繼續進行的項目包括(i)港島綫、觀塘綫、將軍澳綫、機場快綫、東涌綫及迪士尼綫的訊號系統光纖電纜樞樞鋪設工程；及(ii)更換及改動機場快綫及東涌綫的煙幕系統。

前景

交通系統現代化及升級

本集團持續拓寬於香港機電工程行業的佔有率，特別專注交通關鍵系統解決方案，以緊貼不斷增長的交通需求、現代化、升級及擴建項目，同時，本集團一直致力於開發及應用不同技術，如快速響應代碼（「二維碼」）及各類新興支付方式。截至二零一八年十二月三十一日止九個月，本集團獲授逾140個項目，包括(i)桃園捷運行動支付的設計及實施；及(ii)與支付寶香港合作改裝約1,000部收費閘機可使用支付寶香港二維碼支付香港地鐵系統的車票費用。獲得該兩個項目標誌著本集團於運用最新技術方面的成功，尤其是行動支付方面的系統設計及集成相關的項目。鑒於交通系統現代化及升級市場的不斷擴大，本集團預期該分部產生的收益於短至長期內均有增長。

FINANCIAL REVIEW

Revenue

Revenue of the Group for the nine months ended 31 December 2018 amounted to approximately HK\$156.2 million, representing an increase of approximately HK\$9.5 million or approximately 6.5% as compared with approximately HK\$146.7 million for the nine months ended 31 December 2017. Such increase was mainly contributed by (i) an increase of number of projects undertaken by the Group including a new maintenance contract in relation to the signalling equipment for the Express Rail Link (XRL) during the nine months ended 31 December 2018; and (ii) a variation order with substantial amount received during the period.

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 3.4% from approximately HK\$106.1 million for the nine months ended 31 December 2017 to approximately HK\$109.7 million for the nine months ended 31 December 2018. The increase in cost of sales is mainly due to the increase in the number of projects undertaken by the Group during the period. The gross profit of the Group increased by approximately 14.5% from approximately HK\$40.6 million for the nine months ended 31 December 2017 to approximately HK\$46.5 million for the nine months ended 31 December 2018. The increase in gross profit is mainly due to the increase in revenue as discussed above.

Administrative Expenses

The Group's administrative expenses increased by approximately 7.7% from approximately HK\$29.8 million for the nine months ended 31 December 2017 to approximately HK\$32.1 million for the nine months ended 31 December 2018. The increase is mainly due to (i) the increase of professional fee after listing; and (ii) the increase of staff costs including the addition of the estimated fair value of the options granted on 3 September 2018.

Profit attributable to owners of the Company

The Group recorded a profit attributable to the owners of the Company of approximately HK\$12.5 million for the nine months ended 31 December 2018 (2017: loss approximately HK\$6.0 million).

財務回顧

收益

本集團截至二零一八年十二月三十一日止九個月的收益約為156.2百萬港元，較截至二零一七年十二月三十一日止九個月的約146.7百萬港元增加約9.5百萬港元或約6.5%。有關增加主要由於(i)本集團於截至二零一八年十二月三十一日止九個月承接的項目(包括廣深港高速鐵路之軌道信號設備維修服務合約)數量增加；及(ii)於期內接獲數額較大的變更訂單。

銷售成本及毛利

本集團的主要銷售成本包括(i)物料及設備；(ii)直接勞工；及(iii)分包成本。銷售成本由截至二零一七年十二月三十一日止九個月約106.1百萬港元增加約3.4%至截至二零一八年十二月三十一日止九個月約109.7百萬港元。銷售成本增加乃主要由於本集團於期內承接的工程項目數量增加。本集團毛利由截至二零一七年十二月三十一日止九個月約40.6百萬港元增加約14.5%至截至二零一八年十二月三十一日止九個月約46.5百萬港元。毛利增加主要由於上文所討論收益增加。

行政開支

本集團行政開支由截至二零一七年十二月三十一日止九個月約29.8百萬港元增加約7.7%至截至二零一八年十二月三十一日止九個月約32.1百萬港元。該增加主要由於(i)上市後專業服務費用的增加；及(ii)員工成本的增加(包括計入於二零一八年九月三日授出購股權的估計公允值)。

本公司擁有人應佔溢利

截至二零一八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溢利約12.5百萬港元(二零一七年：虧損約6.0百萬港元)。

Dividend

The Board does not recommend a payment of an interim dividend for the nine months ended 31 December 2018 (2017: Nil).

SUBSEQUENT EVENT AFTER THE REPORTING PERIOD

As at the date of this report (i.e. 30 January 2019) (the “**Date of this Report**”), there was no subsequent event after this reporting period.

股息

董事會不建議就截至二零一八年十二月三十一日止九個月派付中期股息(二零一七年：無)。

報告期後事項

於本報告日期(即二零一九年一月三十日)(「**本報告日期**」)，概無報告期後事項。

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 “**Shareholders**”) and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the nine months ended 31 December 2018, the Company has complied with all applicable code provisions of the CG Code.

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

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors’ securities transactions in the securities of the Company. Having made specific enquiries of all the Directors, each of the Directors has confirmed that he has complied with the required standard of dealings during the nine months ended 31 December 2018 and up to the Date of this Report.

企業管治及其他資料

企業管治常規

本集團致力維持高水平的企業管治，以保障本公司股東（「**股東**」）權益以及提升企業價值及問責性。本公司已採納GEM上市規則附錄十五所載的企業管治守則（「**企業管治守則**」），作為其本身的企業管治守則。本公司於截至二零一八年十二月三十一日止九個月一直遵守企業管治守則項下的所有適用守則條文。

遵守董事進行證券交易的必守標準

本公司已採納GEM上市規則第5.48至5.67條所載交易必守標準作為其本身就董事進行本公司證券交易的操守準則。經向全體董事作出特定查詢後，各董事確認，截至二零一八年十二月三十一日止九個月至本報告日期已遵守交易必守標準。

AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The Audit Committee comprises three members, namely Mr. Lau On Kwok (chairman), Mr. Law Wing Chi Stephen and Dr. Tse Chi Kong, all of them are independent non-executive Directors. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2018 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 2018 comply with the applicable accounting standards and that adequate disclosures have been made.

CHANGES TO DIRECTORS’ INFORMATION

As at the Date of this Report, the Directors confirm that no information is required to be disclosed pursuant to 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 2018, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

審核委員會及賬目審閱

本公司已遵照GEM上市規則第5.28條至第5.33條及企業管治守則成立審核委員會(「**審核委員會**」)並以書面界定其職權範圍。審核委員會由三名成員(劉安國先生(主席)、羅永志先生及謝智剛博士)組成，彼等均為獨立非執行董事。審核委員會已連同管理層審閱本集團採納的會計政策及慣例，並討論本公司的財務申報事宜，包括審閱本集團截至二零一八年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，本集團截至二零一八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。

董事資料變動

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

購買、出售或贖回本公司的上市證券

截至二零一八年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。

INTERESTS OF THE COMPLIANCE ADVISER

As notified by the Company's compliance adviser, Kingsway Capital Limited ("Kingsway Capital"), neither Kingsway Capital nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules and all Directors and controlling Shareholders and their respective close associates as referred to in Rule 11.04 of the GEM Listing Rules (except for the compliance adviser service provided by Kingsway Capital as at the Date of this Report).

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

As at 31 December 2018, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which 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:

合規顧問的權益

誠如本公司合規顧問滙富融資有限公司(「滙富融資」)告知，滙富融資或其任何董事或僱員或緊密聯繫人概無於本公司或本集團任何成員公司的股本中擁有任何權益(包括認購該等證券的購股權或權利)或擁有根據GEM上市規則第6A.32條須知會本公司及全體董事及控股股東及彼等按GEM上市規則第11.04條所指的其各自緊密聯繫人與本公司有關的其他權益(滙富融資於本報告日期提供的合規顧問服務除外)。

董事及主要行政人員於本公司股份、相關股份及債權證的權益及淡倉

於二零一八年十二月三十一日，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根據《證券及期貨條例》第XV部第7和8分部須(i)知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》條文視為或當作擁有的權益及淡倉)，或(ii)須登記於根據《證券及期貨條例》第352條存置的登記冊，或(iii)根據GEM上市規則第5.46至5.67條須知會本公司和聯交所的權益及淡倉將如下：

Name	Capacity/ Nature of Interest	Number of Shares/ underlying Shares 股份數目/ 相關股份	Long/short position ⁽⁵⁾ 好倉/淡倉 ⁽⁵⁾	Approximate percentage of shareholding of the Company 於本公司的 持股概約百分比 (%)
姓名	身份/權益性質			
Mr. Luk Kam Ming ("Mr. KM Luk") ⁽¹⁾ 陸鑑明先生(「陸鑑明先生」) ⁽¹⁾	Beneficial owner; Interest of spouse 實益擁有人；配偶權益	162,000,000	L	40.5
Mr. Luk Kwai Lung ("Mr. KL Luk") ⁽²⁾ 陸季農先生(「陸季農先生」) ⁽²⁾	Interest in a controlled corporation 受控法團權益	138,000,000	L	34.5
Mr. Luk Yin Cheung ("Mr. YC Luk") ⁽²⁾⁽³⁾ 陸彥彰先生(「陸彥彰先生」) ⁽²⁾⁽³⁾	Interest in a controlled corporation; Interest of spouse 受控法團權益；配偶權益	138,600,000	L	34.7
Mr. Chan Chak Lun Philip ("Mr. CL Chan") ⁽⁴⁾ 陳澤麟先生(「陳澤麟先生」) ⁽⁴⁾	Beneficial owner 實益擁有人	4,000,000	L	1.0

Notes:

附註：

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|---|---|
| <p>(1) Mr. KM Luk directly holds 105,000,000 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.</p> | <p>(1) 陸鑑明先生直接擁有 105,000,000 股股份。由於陸鑑明先生為梁楓儀女士(「梁女士」)的配偶，故陸鑑明先生被視為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。</p> |
| <p>(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.</p> | <p>(2) 陸季農先生及陸彥彰先生各自擁有一股 KML Holdings Limited (「KML Holdings」) 普通股(佔 KML Holdings 附帶投票權之已發行股本的 50%)。陸季農先生及陸彥彰先生於 KML Holdings 擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份(即 138,000,000 股股份)中擁有權益。</p> |
| <p>(3) Since Mr. YC Luk is the spouse of Ms. Woo Siu Wai ("Ms. Woo"), Mr. YC Luk is deemed to be interest in all the Shares in which Ms. Woo is interested or deemed to be interested under the SFO, which is 600,000 Shares. Ms. Woo was interested as a grantee of options to subscribe for up to 600,000 Shares under the Share Option Scheme (announced on 3 September 2018).</p> | <p>(3) 由於陸彥彰先生為胡勁卉女士(「胡女士」)的配偶，根據《證券及期貨條例》，陸彥彰先生被視為於胡女士擁有權益或被視為擁有權益的所有股份(即 600,000 股股份)中擁有權益。胡女士以購股權承授人身份擁有股份權益，可根據購股權計劃(於二零一八年九月三日公佈)認購最多 600,000 股股份。</p> |

(4) Mr. CL Chan was interested as a grantee of options to subscribe for up to 4,000,000 Shares under the Share Option Scheme (announced on 3 September 2018).

(5) The Letter "L" denotes the entity/person's long position in the Shares.

(4) 陳澤麟先生以購股權承授人身份擁有股份權益，可根據購股權計劃（於二零一八年九月三日公佈）認購最多4,000,000股股份。

(5) 字母「L」表示該實體／個人於股份之好倉。

Save as disclosed above, as at 31 December 2018, 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，於二零一八年十二月三十一日，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及第8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文彼等被當作或視作擁有的權益及淡倉）、或須登記於根據《證券及期貨條例》第352條存置的登記冊內的權益及淡倉、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

主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

As at 31 December 2018, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares 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:

於二零一八年十二月三十一日，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本公司根據《證券及期貨條例》第336條須存置的登記冊所記載或根據《證券及期貨條例》第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉：

Name	Capacity/ Nature of Interest	Number of Shares/ 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 於本公司的 股權概約百分比 (%)
姓名／名稱	身份／權益性質		好倉／淡倉 ⁽⁵⁾	
KML Holdings ⁽¹⁾ KML Holdings ⁽¹⁾	Beneficial owner 實益擁有人	138,000,000	L	34.5
Madam Leung ⁽²⁾ 梁女士 ⁽²⁾	Beneficial owner; Interest of spouse 實益擁有人；配偶權益	162,000,000	L	40.5
Ms. Chan Patricia ⁽³⁾ 陳珮筠女士 ⁽³⁾	Interest of spouse 配偶權益	138,000,000	L	34.5
Ms. Woo ⁽⁴⁾ 胡女士 ⁽⁴⁾	Beneficial owner; Interest of spouse 實益擁有人；配偶權益	138,600,000	L	34.7

Notes:

附註：

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|-----|---|-----|--|
| (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. | (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) | 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. | (2) | 梁女士為陸鑑明先生的配偶。根據《證券及期貨條例》，梁女士於陸鑑明先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益，反之亦然。 |
| (3) | 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. | (3) | 陳珮筠女士為陸季農先生的配偶。根據《證券及期貨條例》，陳珮筠女士於陸季農先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益。 |
| (4) | Ms. Woo is the spouse of Mr. YC Luk. By virtue of the SFO, Ms. 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. Ms. Woo was interested as a grantee of options to subscribe for up to 600,000 Shares under the Share Option Scheme (announced on 3 September 2018). | (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（於二零一八年九月三日公佈）認購最多 600,000 股股份。 |
| (5) | The Letter “L” denotes the entity/person’s long position in the Shares. | (5) | 字母「L」表示該實體／個人於股份之好倉。 |

Save as disclosed above, as at 31 December 2018, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares 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 OPTION SCHEME

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

The Board may, at its absolute discretion and on such terms as it may think fit, grant an option to subscribe to 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.

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 approval of the Share Option Scheme.

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.

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.

除上文所披露者外，於二零一八年十二月三十一日，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分部的條文須向本公司及聯交所披露，或根據《證券及期貨條例》第336條須記入該條所述登記冊內的權益或淡倉。

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採納購股權計劃（「**購股權計劃**」）。

董事會可酌情及按照其可能認為合適的條款，基於其對本集團的發展及成長所作出之貢獻或潛在貢獻不時向本集團的任何董事或僱員授出購股權。

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，佔於購股權計劃獲通過當天已發行股份總數的10%。

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獲行使（包括已行使及尚未行使的購股權）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。

承授人可於董事會可能釐定的期間，隨時根據購股權計劃的條款行使購股權，惟有關期間不得超過由授出日期起計10年，並受有關提前終止條文所規限。

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.

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.

The Share Option Scheme will remain in force for a period of 10 years commencing on the Listing Date and shall expire at the close of business on the business day immediately preceding the 10th anniversary thereof unless terminated earlier by the Shareholders in a general meeting.

From the date of the adoption of the Share Option Scheme and up to 31 December 2018, 9,200,000 share options ("**Options**") had been granted on 3 September 2018 pursuant to the Share Option Scheme. Among the Options granted, 4,000,000 Options were granted to 1 Director, 1,400,000 Options were granted to 1 Director of a subsidiary of the Company and 600,000 Options were granted to an associate to a Director. No share option was granted under the Share Option Scheme for the period from 1 October 2018 to 31 December 2018. Among the 9,200,000 Options granted, approximately 48.9% and approximately 51.1% will be vested on 3 March 2019 and 3 March 2020 respectively, provided that the grantee has to remain an Eligible Participant (as defined in the Share Option Scheme) on such vesting date.

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。

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。

購股權計劃將於上市日期當日起計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。

於購股權採納日期及直至二零一八年十二月三十一日，根據購股權計劃已於二零一八年九月三日授出9,200,000份購股權（「**購股權**」）。於已授出的購股權中，4,000,000份購股權授予一名董事，1,400,000份購股權授予本公司一間附屬公司的一名董事以及600,000份購股權授予一名董事的聯繫人。於二零一八年十月一日至二零一八年十二月三十一日止期間，概無根據購股權計劃授出任何購股權。於已授出的9,200,000份購股權中，約48.9%及約51.1%將分別於二零一九年三月三日及二零二零年三月三日歸屬，惟承授人於該歸屬日期仍須為合資格參與者（定義見購股權計劃）。

Details regarding the number of Options, date of grant, vesting period, exercise period and exercise price of the Options granted under the Share Option Scheme are set out below:

有關根據購股權計劃授出購股權之購股權數目、授出日期、歸屬期、行使期及行使價之詳情載列如下：

Name of participants	Date of Options granted	Total number of Options granted 已授出購股權數目總數	Number of Options granted 已授出購股權數目	Vesting period	Exercise period	Exercise price of Options 購股權行使價 HK\$ per share 港元/每股	Closing price immediately before date of grant 緊接授出日期前之收市價 HK\$ per share 港元/每股
Mr. CL Chan (Director and Chief executive officer) 陳澤麟先生 (董事兼行政總裁)	3 September 2018 二零一八年九月三日	4,000,000	2,000,000	3 September 2018 to 2 March 2019 二零一八年九月三日 至 二零一九年三月二日	3 March 2019 to 3 September 2023 二零一九年三月三日 至 二零二三年九月三日	0.385	0.35
			2,000,000	3 September 2018 to 2 March 2020 二零一八年九月三日 至 二零二零年三月二日	3 March 2020 to 3 September 2023 二零二零年三月三日 至 二零二三年九月三日		
Ms. Wai Hang Ying Helen (Director of KML Engineering Limited) 衛杏英女士 (高明科技工程有限公司的董事)	3 September 2018 二零一八年九月三日	1,400,000	700,000	3 September 2018 to 2 March 2019 二零一八年九月三日 至 二零一九年三月二日	3 March 2019 to 3 September 2023 二零一九年三月三日 至 二零二三年九月三日	0.385	0.35
			700,000	3 September 2018 to 2 March 2020 二零一八年九月三日 至 二零二零年三月二日	3 March 2020 to 3 September 2023 二零二零年三月三日 至 二零二三年九月三日		

Name of participants	Date of Options granted	Total number of Options granted 已授出購股權 數目總數	Number of Options granted 已授出 購股權數目	Vesting period	Exercise period	Exercise price of Options 購股權行使價 HK\$ per share 港元／每股	Closing price immediately before date of grant 緊接授出日期 前之收市價 HK\$ per share 港元／每股
參與者姓名	授出購股權日期			歸屬期	行使期		
Ms. Woo (Company Secretary) 胡女士 (公司秘書)	3 September 2018 二零一八年九月三日	600,000	300,000	3 September 2018 to 2 March 2019 二零一八年九月三日 至 二零一九年三月二日	3 March 2019 to 3 September 2023 二零一九年三月三日 至 二零二三年九月三日	0.385	0.35
			300,000	3 September 2018 to 2 March 2020 二零一八年九月三日 至 二零二零年三月二日	3 March 2020 to 3 September 2023 二零二零年三月三日 至 二零二三年九月三日		
Employees 僱員	3 September 2018 二零一八年九月三日	3,200,000	1,500,000	3 September 2018 to 2 March 2019 二零一八年九月三日 至 二零一九年三月二日	3 March 2019 to 3 September 2023 二零一九年三月三日 至 二零二三年九月三日	0.385	0.35
			1,700,000	3 September 2018 to 2 March 2020 二零一八年九月三日 至 二零二零年三月二日	3 March 2020 to 3 September 2023 二零二零年三月三日 至 二零二三年九月三日		
Total 總計		9,200,000					

Details of the movements of Options granted, exercised or cancelled/lapsed during the nine months ended 31 December 2018 and still outstanding as at 31 December 2018 are as follows:

於截至二零一八年十二月三十一日止九個月內已授出、已行使或已注銷／已失效及於二零一八年十二月三十一日尚未行使之購股權變動詳情如下：

Name of participants	Outstanding as at 30 September 2018 於二零一八年 九月三十日 尚未行使	Number of Options granted 已授出 購股權數目	Number of Options exercised 已行使 購股權數目	Number of Options cancelled 已註銷 購股權數目	Number of Options lapsed 已失效 購股權數目	Outstanding as at 31 December 2018 於二零一八年 十二月三十一日 尚未行使
Mr. CL Chan (Director and Chief executive office) 陳澤麟先生 (董事兼行政總裁)	4,000,000	-	-	-	-	4,000,000
Ms. Wai Hang Ying Helen (Director of KML Engineering Limited) 衛杏英女士 (高明科技工程有限公司的董事)	1,400,000	-	-	-	-	1,400,000
Ms. Woo (Company Secretary) 胡女士 (公司秘書)	600,000	-	-	-	-	600,000
Employees 僱員	3,200,000	-	-	-	-	3,200,000
Total 總計	9,200,000	-	-	-	-	9,200,000

SHARE AWARD SCHEME

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

股份獎勵計劃

本公司於二零一八年十一月五日(「**採納日期**」)採納一項股份獎勵計劃(「**股份獎勵計劃**」)。股份獎勵計劃將自採納日期起生效，有效期為十五年，董事會可決定提前終止。有關詳情，請參閱二零一八年十一月五日的公告。

There were no awarded shares granted, vested, forfeited or outstanding during the nine months ended 31 December 2018.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this quarterly report, at no time during the nine months ended 31 December 2018 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTOR'S, CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

For the nine months ended 31 December 2018, none of the Directors, controlling Shareholders or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

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

Hong Kong, 30 January 2019

As at the Date of this Report, the executive Directors are Mr. LUK Kam Ming, Mr. CHAN Chak Lun Philip, Mr. LUK Kwai Lung and Mr. LUK Yin Cheung; and the independent non-executive Directors are Mr. LAU On Kwok, Mr. LAW Wing Chi Stephen and Dr. TSE Chi Kong.

於截至二零一八年十二月三十一日止九個月，概無已授出、已歸屬、已失效或未行使獎勵股份。

董事收購股份或債權證的權利

除本季度報告所披露者外，於截至二零一八年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。


董事及控股股東於競爭業務的權益

截至二零一八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權益。

承董事會命
高萌科技集團有限公司
陸鑑明
主席兼執行董事

香港，二零一九年一月三十日

於本報告日期，執行董事為陸鑑明先生、陳澤麟先生、陸季農先生及陸彥彰先生；及獨立非執行董事為劉安國先生、羅永志先生及謝智剛博士。



高萌·科技

KML Technology Group Limited

高萌科技集團有限公司