



E Lighting Group Holdings Limited
壹照明集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8222

INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018

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(THE “STOCK EXCHANGE”)

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This announcement, for which the directors (the “Directors”) of E Lighting Group Holdings Limited (the “Company” or “E Lighting”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

FINANCIAL HIGHLIGHTS

For the six months ended 30 September 2018:

- Revenue was approximately HK\$41,571,000 for the six months ended 30 September 2018, representing an increase of approximately 1.0% as compared with that of the corresponding period in last year, which was mainly due to improvement of Hong Kong retail environment.
- The Group recorded a loss of approximately HK\$17,822,000 during the six months ended 30 September 2018. Excluding the non-recurring impairment loss on the goodwill of approximately HK\$18,112,000, the Group recorded a profit of approximately HK\$290,000.
- Loss per share was approximately HK3.95 cents for the six months ended 30 September 2018.
- The board of Directors does not recommend the payment of any dividend for the six months ended 30 September 2018.

INTERIM RESULTS

The board of Directors (the “Board”) of the Company announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2018 (the “Reporting Period”), together with the comparative unaudited figures for the previous corresponding period in 2017 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2018

	Notes	Three months ended 30 September		Six months ended 30 September	
		2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Revenue	4	21,530	22,763	41,571	41,159
Cost of sales		<u>(9,642)</u>	<u>(11,679)</u>	<u>(18,516)</u>	<u>(19,668)</u>
Gross Profit		11,888	11,084	23,055	21,491
Other income, gains and losses	5	(18,110)	2	(18,107)	5
Selling and distribution expenses		(7,583)	(9,131)	(14,717)	(17,688)
Administrative and other expenses		<u>(4,092)</u>	<u>(4,077)</u>	<u>(7,983)</u>	<u>(8,172)</u>
Loss before tax	6	(17,897)	(2,122)	(17,752)	(4,364)
Income tax credit/(expenses)	8	<u>(46)</u>	<u>350</u>	<u>(70)</u>	<u>721</u>
Loss and total comprehensive income for the period attributable to the owners of the Company		<u>(17,943)</u>	<u>(1,772)</u>	<u>(17,822)</u>	<u>(3,643)</u>
Loss per share	10				
- Basic and diluted (HK cents)		<u>(3.98)</u>	<u>(0.39)</u>	<u>(3.95)</u>	<u>(0.81)</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2018

		As at 30 September 2018 HK\$'000 (Unaudited)	As at 31 March 2018 HK\$'000 (Audited)
	Notes		
Non-current assets			
Property, plant and equipment	11	961	1,255
Intangible assets		2,681	3,485
Goodwill		1,705	19,817
Rental deposits	12	3,165	3,769
Deferred tax assets		346	346
Total non-current assets		8,858	28,672
Current assets			
Inventories		12,080	12,433
Trade and other receivables	12	7,275	7,153
Tax recoverable		367	367
Cash and bank balances		8,768	4,936
Total current assets		28,490	24,889
Current liabilities			
Trade and other payables	13	8,608	7,069
Current tax liabilities		327	124
Total current liabilities		8,935	7,193
Net current assets		19,555	17,696
Total assets less current liabilities		28,413	46,368
Non-current liabilities			
Deferred tax liabilities		452	585
NET ASSETS		27,961	45,783
EQUITY			
Share capital	14	4,510	4,510
Reserves		23,451	41,273
TOTAL EQUITY		27,961	45,783

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2018

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Retained earnings/ (Accumulated losses) HK\$'000	Total equity HK\$'000
As at 1 April 2017 (audited)	4,510	67,066	2	1,618	73,196
Loss and total comprehensive income for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>(3,643)</u>	<u>(3,643)</u>
As at 30 September 2017 (unaudited)	<u>4,510</u>	<u>67,066</u>	<u>2</u>	<u>(2,025)</u>	<u>69,553</u>
As at 1 April 2018 (audited)	4,510	67,066	2	(25,795)	45,783
Loss and total comprehensive income for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>(17,822)</u>	<u>(17,822)</u>
As at 30 September 2018 (unaudited)	<u>4,510</u>	<u>67,066</u>	<u>2</u>	<u>(43,617)</u>	<u>27,961</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 29 November 2013 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is 4th Floor, Harbour Place, 103 South Church Street, George Town, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands and its principal place of business in Hong Kong is 26/F, Tiffan Tower, 199 Wanchai Road, Wanchai, Hong Kong. The Company's issued shares have been listed on GEM of Stock Exchange since 29 September 2014.

The Company's principal activity is investment holding while the Group is principally engaged in retail chain business in lighting, designer label furniture and household products in Hong Kong and wholesale of tableware and giftware worldwide.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the Reporting Period have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention. The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the annual financial statements of the Group for the year ended 31 March 2018 as set out in the 2018 Annual Report of the Company, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"). The unaudited condensed consolidated financial statements should be read in conjunction with the annual financial statements of the Group for the year ended 31 March 2018.

In the current period, the HKICPA has issued a number of new and revised HKFRSs and interpretations that are first effective for the current accounting period of the Group. The Group has adopted all these new and revised HKFRSs and interpretations that are relevant to its operation. The adoption of these new and revised HKFRSs had no significant effects on the results of the Group for the current and prior periods.

The Group has not early adopted the new and revised HKFRSs that have been issued, but are not yet effective for the current period. The Group's current intention is to apply these changes on the date they become effective.

The preparation of the unaudited condensed consolidated financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires the management to exercise their judgments in the process of applying the Group's accounting policies.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

The unaudited condensed consolidated financial statements have been reviewed by the Company's audit committee.

3. SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting, in accordance with the Group's internal organisation and reporting structure, provided to the chief operating decision-maker to make strategic decisions.

The Group has two reportable segments. The segments are managed separately as each business offers different products and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Lighting and furniture business – retail of lighting products and household furniture in Hong Kong
Tableware, giftware and other business – retail and wholesale of tableware and giftware and other trading worldwide

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit that is used by the chief operating decision-maker for assessment of segment performance.

(a) Business segment

For the six months ended 30 September 2018

	Lighting and furniture business HK\$'000	Tableware, giftware and other business HK\$'000	Total HK\$'000
Revenue to external customers	<u>37,966</u>	<u>3,605</u>	<u>41,571</u>
Reportable segment result	<u>8,124</u>	<u>219</u>	8,343
Other gains or losses - impairment loss on goodwill			(18,112)
Unallocated corporate expenses (note)			<u>(7,983)</u>
Consolidated loss before tax			<u>(17,752)</u>

Note : The unallocated corporate expenses mainly consist of rentals for office premises and warehousing facilities, employee costs (including salaries to administrative staff and emoluments to directors) and professional expenses.

3. SEGMENT INFORMATION (Continued)

(a) Business segment (Continued)

For the six months ended 30 September 2017

	Lighting and furniture business HK\$'000	Tableware, giftware and other business HK\$'000	Total HK\$'000
Revenue to external customers	<u>36,676</u>	<u>4,483</u>	<u>41,159</u>
Reportable segment result	<u>3,407</u>	<u>401</u>	3,808
Unallocated corporate expenses (note)			<u>(8,172)</u>
Consolidated loss before tax			<u>(4,364)</u>

Note : The unallocated corporate expenses mainly consist of rentals for office premises and warehousing facilities, employee costs (including salaries to administrative staff and emoluments to directors) and professional expenses.

(b) Segment assets and liabilities

	As at 30 September 2018 HK\$'000 (Unaudited)	As at 31 March 2018 HK\$'000 (Audited)
Assets		
Lighting and furniture business	29,311	26,362
Tableware, giftware and other business	<u>3,651</u>	<u>3,897</u>
Segment assets	32,962	30,259
Intangible assets	2,681	3,485
Goodwill	<u>1,705</u>	<u>19,817</u>
Consolidated total assets	<u>37,348</u>	<u>53,561</u>
Liabilities		
Lighting and furniture business	8,791	6,876
Tableware, giftware and other business	<u>144</u>	<u>327</u>
Segment liabilities	8,935	7,203
Unallocated deferred tax liabilities	<u>452</u>	<u>575</u>
Consolidated total liabilities	<u>9,387</u>	<u>7,778</u>

4. REVENUE

	Three months ended 30 September		Six months ended 30 September	
	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Sales of goods	<u>21,530</u>	<u>22,763</u>	<u>41,571</u>	<u>41,159</u>

5. OTHER INCOME, GAINS AND LOSSES

	Three months ended 30 September		Six months ended 30 September	
	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Bank interest income	2	2	5	5
Impairment loss on goodwill	<u>(18,112)</u>	<u>-</u>	<u>(18,112)</u>	<u>-</u>
	<u>(18,110)</u>	<u>2</u>	<u>(18,107)</u>	<u>5</u>

6. LOSS BEFORE TAX

Loss before tax is arrived at after charging:

	Three months ended 30 September		Six months ended 30 September	
	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Auditor's remuneration	180	200	360	400
Costs of inventories recognised as expenses	8,598	10,799	16,530	17,846
Depreciation of property, plant and equipment	141	319	297	674
Amortisation of intangible assets	402	402	402	804
Lease payments under operating leases:				
Minimum lease payments	4,231	5,241	8,607	10,700
Contingent rent	8	36	20	57
	<u>4,239</u>	<u>5,277</u>	<u>8,627</u>	<u>10,757</u>
Employee costs (note 7)	<u>4,211</u>	<u>4,338</u>	<u>8,437</u>	<u>8,443</u>

7. EMPLOYEE COSTS

	Three months ended 30 September		Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Employee costs (including directors) comprise:				
Salaries and other benefits	4,055	4,172	8,123	8,115
Contributions to defined contribution retirement plans	156	166	314	328
	<u>4,211</u>	<u>4,338</u>	<u>8,437</u>	<u>8,443</u>

8. INCOME TAX CREDIT/(EXPENSES)

	Three months ended 30 September		Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Hong Kong Profits Tax	<u>(46)</u>	<u>350</u>	<u>(70)</u>	<u>721</u>

Hong Kong Profits Tax has been provided at the rate of 16.5% based on the estimated assessable profits for each reporting period.

9. DIVIDEND

The Board does not recommend payment of any dividend for the six months ended 30 September 2018 (for the six months ended 30 September 2017: Nil).

10. LOSS PER SHARE

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

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Loss:				
Loss for the period for the purpose of calculating basic and diluted loss per share	<u>(17,943)</u>	<u>(1,772)</u>	<u>(17,822)</u>	<u>(3,643)</u>
	'000	'000	'000	'000
Number of shares:				
Weighted average number of shares for the purpose of calculating basic and diluted loss per share	<u>451,036</u>	<u>451,036</u>	<u>451,036</u>	<u>451,036</u>

Basic loss per share was calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the period.

For the six months ended 30 September 2018 and 2017, diluted loss per share was the same as basic loss per share as there were no dilutive potential ordinary shares outstanding during the six months ended 30 September 2018 and 2017.

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2018, the Group acquired property, plant and equipment of approximately HK\$3,000 (six months ended 30 September 2017: approximately HK\$655,000).

12. TRADE AND OTHER RECEIVABLES

	As at 30 September 2018 HK\$'000 (Unaudited)	As at 31 March 2018 HK\$'000 (Audited)
Trade receivables	1,009	770
Deposits and other receivables	5,537	6,347
Prepayments	3,894	3,805
Total	10,440	10,922
Less: non-current – rental deposits	(3,165)	(3,769)
	<u>7,275</u>	<u>7,153</u>

The average credit period on sales of goods is 30 days from invoice date. Aging analysis of the trade receivables at the respective reporting date are as follows:

	As at 30 September 2018 HK\$'000 (Unaudited)	As at 31 March 2018 HK\$'000 (Audited)
Within 30 days	385	323
31 to 90 days	201	173
91 to 180 days	216	144
Over 180 days	207	130
	<u>1,009</u>	<u>770</u>

13. TRADE AND OTHER PAYABLES

	As at 30 September 2018 HK\$'000 (Unaudited)	As at 31 March 2018 HK\$'000 (Audited)
Trade payables	5,049	4,029
Receipt in advance	1,256	768
Accruals and other payables	2,303	2,272
	<u>8,608</u>	<u>7,069</u>

13. TRADE AND OTHER PAYABLES (Continued)

Trade payables are non-interest bearing. The Group is normally granted credit terms ranging from 30 to 180 days. Aging analysis of the trade payables at the respective reporting date are as follows:

	As at 30 September 2018 HK\$'000 (Unaudited)	As at 31 March 2018 HK\$'000 (Audited)
Within 30 days	2,075	1,693
31 to 60 days	1,631	334
61 to 90 days	802	467
Over 90 days	541	1,535
	<u>5,049</u>	<u>4,029</u>

14. SHARE CAPITAL

	Notes	Number of ordinary shares	Nominal value of ordinary shares HK\$'000
Authorised:			
Ordinary shares of HK\$0.01 each			
as at 31 March 2018 and 30 September 2018		1,000,000,000	10,000
Issued and fully paid:			
As at 31 March 2018 and 30 September 2018		<u>451,035,713</u>	<u>4,510</u>

All new shares issued rank pari passu in all respects with the then existing shares.

15. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases various offices, retail shops and warehouses under non-cancellable lease agreements. The lease agreements are between one and three years, and majority of lease arrangements are renewable at the end of the lease period with either pre-set increment rate or market rate to be agreed with landlords.

The operating leases of certain retail shops also call for additional rentals, which will be based on a certain percentage of revenue of the operation being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreements. As the future revenue of these retail shops could not be accurately determined as at the end of each reporting period, the relevant contingent rentals have not been included.

The future aggregate minimum lease payments under non-cancellable operating leases in respect of offices, retail shops and warehouses are as follows:

	As at 30 September 2018 HK\$'000 (Unaudited)	As at 31 March 2018 HK\$'000 (Audited)
Not later than one year	14,989	13,023
Later than one year and not later than five years	6,993	9,466
	<u>21,982</u>	<u>22,489</u>

16. CONTINGENT LIABILITIES

As at 30 September 2018 and 31 March 2018, the Group did not have any contingent liabilities.

17. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with its related parties during the Reporting Period.

Compensation of key management personnel

Key management includes directors and senior managements. The compensation paid or payable to key management personnel for employee services is shown below:

	Three months ended 30 September		Six months ended 30 September	
	2018	2017	2018	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Salaries and other benefits	1,457	1,280	2,914	2,569
Contributions to defined contribution retirement plans	32	35	63	71
	<u>1,489</u>	<u>1,315</u>	<u>2,977</u>	<u>2,640</u>

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Future Outlook

Business Review

Retail chain business in lighting and designer label furniture

Retail chain business in lighting and designer label furniture is the core business of the Group. Being one of the most established retail chain group of lighting products in Hong Kong, E Lighting possesses rich experience in the sale of quality lighting and designer label furniture products from all over the world. During the Reporting Period, E Lighting was cautious in its retail network development due to the sluggish retail environment of Hong Kong and has concentrated on the consolidation of its retail network and optimisation of the product mix.

During the Reporting Period, revenue of the retail chain business in lighting and designer label furniture was approximately HK\$37,966,000, accounted for approximately 91.3% of the Group's revenue.

Tableware, giftware and other business

Tableware, giftware and other business is mainly for wholesale of tableware, giftware and other trading worldwide, which has expanded the Group's business portfolio, and broadened its source of income and generated additional cash flows. During the Reporting Period, revenue of the tableware, giftware and other business was approximately HK\$3,605,000, accounted for approximately 8.7% of the Group's revenue.

Future Outlook

With reference to the monthly figures released by the Census and Statistics Department of the Government of the Hong Kong Special Administrative Region (the "Government"), the value of total retail sales stopped decreasing in March 2017, after decreasing for 24 consecutive months. It continued to grow for 19 consecutive months from March 2017 to September 2018 over the previous year, reflecting the local consumption demand stayed firm.

The underlying demand for residential properties is strong and measures have been announced in the 2018 Policy Address of the Government to expedite and increase housing supply to meet with demands. However, the trade conflicts between the P.R.C. and the United States heightened the external uncertainties in macro business environment, which might affect consumption sentiment going forward. Therefore, the Directors foresee that the Hong Kong retail market remains challenging, the Group will closely monitor the trend of the global environment and maintain pragmatic approach for its business. The Group will continue to concentrate on the consolidation of its retail network, optimisation of product-mix and intensification of cost control, and will also continue to seize opportunities to stabilise growth through cautious strategic planning.

Looking forward, the Group expects the Government's effort to step up supply of residential units in Hong Kong will drive demand for lighting and household products. Therefore, E Lighting is afforded with new opportunities in its various lines of business. The Group will strive to maintain a streamlined business operation, while catering for consumers' specific needs and being responsive to market changes. Leveraging the support of the capital market, its own strengths, and the global trends of saving energy, protecting the environment and pursuing a higher quality of life, the Group is cautiously confident of its development in the future. The Group will strive to maintain steady growth and to maximise returns for the investors.

Financial Review

Revenue

During the Reporting Period, the Group's revenue was approximately HK\$41,571,000, representing an increase of approximately 1.0% from approximately HK\$41,159,000 as compared with that of the corresponding period in last year, which was mainly due to improvement of Hong Kong retail environment.

During the Reporting Period, revenue of the retail chain business in lighting and designer label furniture was approximately HK\$37,966,000, representing an increase of approximately 3.5% from approximately HK\$36,676,000 as compared with that of the corresponding period in last year.

During the Reporting Period, revenue of the tableware, giftware and other business was approximately HK\$3,605,000, representing a decrease of approximately 19.6% from approximately HK\$4,483,000 as compared with that of the corresponding period in last year.

Gross Profit and Gross Profit Margin

During the Reporting Period, the Group's gross profit was approximately HK\$23,055,000, representing an increase of approximately 7.3% from approximately HK\$21,491,000 as compared with that of the corresponding period in last year. The increase was primarily due to increase in sales and gross profit margin. During the Reporting Period, the Group's overall gross profit margin was approximately 55.5%.

Selling and Distribution Expenses

During the Reporting Period, the Group's selling and distribution expenses was approximately HK\$14,717,000, representing a decrease of approximately 16.8% from approximately HK\$17,688,000 as compared with that of the corresponding period in last year. Selling and distribution expenses primarily consists of rentals for retail outlets and related expenses, staff costs (including salaries and sales commission to salespersons), electronic payment charges and depreciation. The decrease was primarily due to decrease in rental expenses for retail outlets and staff costs arising from reduction of headcount.

Administrative and Other Expenses

During the Reporting Period, the Group's administrative and other expenses was approximately HK\$7,983,000, representing a decrease of approximately 2.3% from approximately HK\$8,172,000 as compared with that of the corresponding period in last year. Administrative and other expenses primarily consists of rentals for office premises and warehousing facilities, staff costs (including salaries to administrative staff and emoluments to Directors) and professional expenses. The decrease was primarily due to decrease in professional expenses.

Loss for the Period

The Group recorded a loss of approximately HK\$17,822,000 during the Reporting Period (six months ended 30 September 2017: loss of approximately HK\$3,643,000). Excluding the non-recurring impairment loss on the goodwill of approximately HK\$18,112,000, the Group recorded a profit of approximately HK\$290,000 during the Reporting Period.

Dividend

The Board does not recommend the payment of any dividend for the six months ended 30 September 2018 (six months ended 30 September 2017: Nil).

Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

Save as otherwise disclosed, there were neither significant investments held as at 30 September 2018 nor material acquisitions and disposals of subsidiaries during the Reporting Period.

Save as otherwise disclosed, there is no plan for material investments or capital assets as at the date of this announcement.

Liquidity and Financial Resources

As at 30 September 2018, the Group had cash and bank balances of approximately HK\$8,768,000 (31 March 2018: approximately HK\$4,936,000). The gearing ratio of the Group, calculated as total bank borrowings over total equity, was nil as at 30 September 2018 (31 March 2018: Nil), as the Group financed the operations from internally generated funds and had no bank borrowings as at 30 September 2018 (31 March 2018: Nil).

The Group closely monitors the cash flow position to ensure that the Group has sufficient working capital available to fulfill its operational requirement. The Group takes into account the trade receivables, trade payables, cash and bank balances, administrative and capital expenditures to prepare cash flow forecast to forecast the Group's future liquidity.

Capital Structure

The capital of the Group comprises only ordinary shares. As at 30 September 2018, there were 451,035,713 ordinary shares in issue.

Total equity attributable to the owners of the Company amounted to approximately HK\$27,961,000 as at 30 September 2018 (31 March 2018: approximately HK\$45,783,000).

Contingent Liabilities

As at 30 September 2018, save as otherwise disclosed, the Group did not have any material contingent liabilities (31 March 2018: Nil).

Foreign Currency Risk

The Group undertakes certain purchase transactions denominated in Hong Kong dollar, Euro, United States dollar and Renminbi, hence exposure to exchange rate fluctuations arises. We are mainly exposed to foreign exchange fluctuation of the Euro and Renminbi against Hong Kong dollar, as Hong Kong dollar is pegged to United States dollar. The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises. The Directors are of the view that the transactional exposure of the Group in currencies other than the functional currencies is maintained at an acceptable level.

Charges on Group Assets

As at 30 September 2018, there was no charges on the Group's assets (31 March 2018: Nil).

Segment Information

The Group's segmental information is set out in note 3 to the condensed consolidated financial statements.

Capital Commitments

As at 30 September 2018, the Group did not have any significant capital commitments (31 March 2018: Nil).

Employee Information

Total remuneration of the Group for the Reporting Period (including (i) Directors' emoluments, (ii) salaries to staff and (iii) MPF contributions) was approximately HK\$8,437,000 (six months ended 30 September 2017: approximately HK\$8,443,000).

As at 30 September 2018, the Group had 45 employees (31 March 2018: 50 employees).

CORPORATE GOVERNANCE AND OTHER INFORMATION

Corporate Governance Practices

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the shareholders of the Company and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules (the "CG Code"). To the best knowledge of the Board, the Company has complied with the code provisions in the CG Code during the Reporting Period.

Directors' Securities Transactions

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with the required standard of dealings as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). The Company has made specific enquiries with all Directors and the Directors confirmed that they have complied with the Required Standard of Dealings and the code of conduct for dealing in securities of the Company during the Reporting Period.

Rights to Acquire Shares or Debentures

At no time during the Reporting Period was the Company, or any of its holding companies or any of its subsidiaries a party to any arrangement to enable the Directors and the chief executives of the Company (the "Chief Executives") (including their spouses and children under 18 years of age) to hold any interests or short positions in the shares, or underlying shares, or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")).

Competing Interests

As at 30 September 2018, none of the Directors, the substantial shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) has any interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporations

As at 30 September 2018, the interests and short positions of the Directors and the Chief Executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as 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 Required Standard of Dealings were as follows:

Long positions in ordinary shares of the Company

Name	Capacity/Nature of interests	Number of securities	Approximate percentage of the total number of issued shares
Mr. Hui Kwok Keung Raymond (Note 1)	Interest in controlling corporation	210,000,000	46.56%
Mr. Hue Kwok Chiu	Beneficial Owner	45,000,000	9.98%

Note:

(1) These shares are held by Time Prestige Ventures Limited, a company wholly-owned by Mr. Hui Kwok Keung Raymond.

Save as disclosed above, as at 30 September 2018, none of the Directors or the Chief Executives had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations as 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 Required Standard of Dealings.

Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 30 September 2018, to the best of the knowledge of the Directors and the Chief Executives and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long positions in ordinary shares of the Company

Name	Capacity/Nature of interests	Number of securities	Approximate percentage of the total number of issued shares
Time Prestige Ventures Limited	Beneficial Owner	210,000,000	46.56%
Ms. Ng Hiu Ying (Note 1)	Interest of spouse	45,000,000	9.98%

Note:

- (1) Ms. Ng Hiu Ying is the spouse of Mr. Hue Kwok Chiu. Under the SFO, Ms. Ng Hiu Ying is deemed to be interested in the same number of shares in which Mr. Hue Kwok Chiu is interested.

Save as disclosed above, as at 30 September 2018, there was no person or corporation (other than the Directors and the Chief Executives) who had any interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

Share Option Scheme

The purpose of the share option scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group (the "Eligible Participants") and to promote the success of the business of the Group.

The Company conditionally adopted a share option scheme (the "Share Option Scheme") on 11 September 2014 whereby the Board is authorised, at its absolute discretion and subject to the terms of the Share Option Scheme, to grant options to the Eligible Participants to subscribe for the shares of the Company. The Share Option Scheme will be valid and effective for a period of ten years commencing from the date of adoption of the Share Option Scheme.

As at 30 September 2018, the total number of shares available for issue under the Share Option Scheme is 40,000,000 shares, representing approximately 8.87% of the total number of issued shares of the Company. Since the adoption of the Share Option Scheme, no share option has been granted by the Company.

Compliance Adviser's Interests

After the completion of the engagement of Ample Capital Limited as the compliance adviser of the Company in compliance with Rule 6A.19 of the GEM Listing Rules on 30 June 2017, the Company did not have compliance adviser.

Audit Committee

The audit committee of the Company (the “Audit Committee”) was established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Leung Wai Chuen. The other members are Mr. Chung Wai Man and Ms. Yeung Mo Sheung Ann. The primary duties of the Audit Committee are mainly to oversee the relationship with the Company’s external auditor, review the Company’s financial information and oversee the Company’s financial reporting system, risk management and internal control systems.

The Audit Committee had reviewed the unaudited consolidated results of the Group for the six months ended 30 September 2018 with the management and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

Changes in Information of Directors

Subsequent to the date of the annual report of the Company for the year ended 31 March 2018, the shares of MOS House Group Limited (Stock Code: 1653), which Mr. Leung Wai Chuen acted as a non-executive director, have been listed on the Main Board of the Stock Exchange on 19 October 2018.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as at the date of this announcement.

PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

This results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.elighting.asia). The interim report of the Company for the six months ended 30 September 2018 containing all the information required by the GEM Listing Rules will be dispatched to the Company’s shareholders and published on the above websites in due course.

By order of the Board
E Lighting Group Holdings Limited
壹照明集團控股有限公司
Hue Kwok Chiu
Chairman

Hong Kong, 9 November 2018

As at the date of this announcement, the executive Directors are Mr. Hue Kwok Chiu, Mr. Hui Kwok Keung Raymond and Mr. Hui Kwok Wing; the independent non-executive Directors are Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and will also be published on the Company’s website at www.elighting.asia.