

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

(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：**8222**



第三季度業績報告
Third Quarterly Report
2017

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Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “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 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.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板乃為較於聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。基於創業板的較高風險及其他特色，創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會承受較於聯交所主板買賣的證券為高的市場波動風險，同時亦不保證在創業板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創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關壹照明集團控股有限公司(「本公司」或「壹照明」)的資料；本公司各董事(「董事」)願就本報告的資料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，沒有誤導或欺詐成分，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。

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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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 Company and its subsidiaries (collectively referred to as 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 nine months ended 31 December 2017 (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\$55,285,000, accounted for approximately 83.6% of the Group's revenue.

Business in tableware and giftware

Business in tableware and giftware was new business acquired for wholesale of tableware and giftware and its related products 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 business in tableware and giftware was approximately HK\$10,883,000, accounted for approximately 16.4% of the Group's revenue.

業務回顧及未來展望

業務回顧

燈飾及設計師品牌家具的零售連鎖業務

燈飾及設計師品牌家具的零售連鎖業務為本公司及其附屬公司(統稱為「本集團」)的核心業務。壹照明作為全港最具規模的燈飾零售連鎖集團之一，於代理及銷售來自世界各地的優質品牌燈飾及設計師家具方面擁有豐富經驗。於截至二零一七年十二月三十一日止九個月(「報告期」)內，壹照明因應香港疲弱的零售環境，在零售網絡計劃方面採取審慎的態度，專注於零售網絡整合及產品組合優化。

於報告期內，來自經營燈飾及設計師品牌家具的零售連鎖業務的營業額約55,285,000港元，佔本集團營業額約83.6%。

餐具及禮品業務

餐具及禮品業務為新收購業務以批發餐具及禮品及其相關產品至世界各地，令本集團業務組合得以擴大，並產生多元收入及額外現金流。於報告期內，來自經營餐具及禮品業務的營業額約10,883,000港元，佔本集團營業額約16.4%。

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 slightly for 10 consecutive months from March 2017 to December 2017 over the previous year, reflecting the upbeat local consumption sentiment and retail sector resumed modest growth.

The underlying demand for residential properties is strong and measures have been announced in the 2017 Policy Address of the Government to expedite and increase housing supply to meet with demands. Moreover, the prevailing favourable job and income conditions should render a solid support to local consumer sentiment.

Therefore, the Directors foresee that the Hong Kong retail market remains challenging in 2017, but expect the retail market may gradually recover from the challenging economic outlook.

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. In August and October 2017, E Lighting has successfully opened two new retail stores, including "E Lighting" at Megabox, Kowloon Bay and "E Lighting" at 8½, Tsuen Wan, in order to capture the opportunities of development. The launch of the new shops are expected to further increase the market share of E Lighting.

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, our 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. We will strive to maintain steady growth and to maximise returns for our investors.

未來展望

參考香港特別行政區政府(「政府」)統計處每月發佈之數據，零售業銷貨額總值於連跌二十四個月後，於二零一七年三月份止跌。而且在二零一七年三月份至十二月份連續十個月較去年輕微增長，此反映本地消費情緒保持樂觀，零售業回復溫和增長。

住宅物業潛在需求依然強勁，而二零一七年政府施政報告亦公佈若干相關舉措加快及加大房屋供應以滿足需求。此外，目前良好的就業和收入情況應能為本地消費意欲提供有力的支持。

故此，董事預計二零一七年香港零售市場依然充滿挑戰，但預期零售市場有機會在充滿挑戰的經濟前景下逐步復甦。

本集團除了繼續專注於其零售網絡整合、產品組合優化及加強成本控制外，將透過審慎的策略規劃，繼續把握機會穩定增長。於二零一七年八月及十月，壹照明已成功開設二間分店，分別是位於九龍灣Megabox的「E Lighting」及荃灣8咪半的「E Lighting」，以把握發展機遇。開設新店將更進一步提升壹照明之市場份額。

展望未來，本集團預期政府繼續增加香港房屋單位供應的效果將帶動燈飾及家居用品需求。故此，壹照明的業務範疇亦迎來不斷湧現的機遇。本集團將一如既往地用心經營，貼心照顧消費者需要，靈活對應市場變化。此外，本集團亦採取多元化政策，透過展開海外批發餐具及禮品業務以增加收益來源。憑藉資本市場的支持、本集團自身的優勢，以及全球環保節能、追求品味生活的大勢所趨，本集團對未來發展保持審慎樂觀。我們將不斷把握市場機會，努力保持穩定發展，為投資者爭取更大的回報。

FINANCIAL REVIEW

Revenue

During the Reporting Period, the Group's revenue was approximately HK\$66,168,000, representing a decrease of approximately 1.4% from approximately HK\$67,080,000 as compared with that of the corresponding period in last year, which was mainly due to uncertainty in macro business environment.

During the Reporting Period, revenue of the retail chain business in lighting and designer label furniture was approximately HK\$55,285,000, representing a decrease of approximately 6.2% from approximately HK\$58,918,000 as compared with that of the corresponding period in last year.

During the Reporting Period, revenue of the business in tableware and giftware was approximately HK\$10,883,000, representing an increase of approximately 33.3% from approximately HK\$8,162,000 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\$32,137,000, representing a decrease of approximately 7.1% from approximately HK\$34,599,000 as compared with that of the corresponding period in last year. The decrease was primarily due to decrease in sales. During the Reporting Period, the Group's overall gross profit margin was approximately 48.6%.

Selling and Distribution Expenses

During the Reporting Period, the Group's selling and distribution expenses was approximately HK\$26,716,000, representing a decrease of approximately 7.7% from approximately HK\$28,933,000 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 salesperson), 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.

財務回顧

營業額

於報告期內，本集團的營業額約66,168,000港元，較去年同期約67,080,000港元減少約1.4%，主要受大營商環境不明朗影響。

於報告期內，來自經營燈飾及設計師品牌家具的零售連鎖業務的營業額約55,285,000港元，較去年同期約58,918,000港元減少約6.2%。

於報告期內，來自經營餐具及禮品業務的營業額約10,883,000港元，較去年同期約8,162,000港元增加約33.3%。

毛利及毛利率

於報告期內，本集團的毛利約32,137,000港元，較去年同期約34,599,000港元減少約7.1%。減少主要由於銷售減少所致。於報告期內，本集團的整體毛利率約48.6%。

銷售及分銷開支

於報告期內，本集團的銷售及分銷開支約26,716,000港元，較去年同期約28,933,000港元減少約7.7%。銷售及分銷開支主要包括零售店舖的租金及相關開支、員工成本(包括薪金及售貨員佣金)、電子付款費用及折舊。減少主要由於零售店舖租金開支減少及由於僱員人數減少令員工成本減少所致。

Administrative and Other Expenses

During the Reporting Period, the Group's administrative and other expenses was approximately HK\$12,224,000, representing a decrease of approximately 9.9% from approximately HK\$13,574,000 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 rental expenses of warehouse and staff costs arising from reduction of headcount.

Loss for the Period

The Group recorded a loss of approximately HK\$5,675,000 during the Reporting Period (nine months ended 31 December 2016: loss of approximately HK\$6,473,000).

DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2017 (nine months ended 31 December 2016: Nil).

行政及其他開支

於報告期內，本集團的行政及其他開支約12,224,000港元，較去年同期約13,574,000港元減少約9.9%。行政及其他開支主要包括辦公室物業及倉庫設施租金，員工成本(包括行政人員的薪金及董事薪酬)及專業費用。減少主要由於倉庫租金開支減少及由於僱員人數減少令員工成本減少所致。

期內虧損

於報告期內，本集團錄得虧損約5,675,000港元(截至二零一六年十二月三十一日止九個月：虧損約6,473,000港元)。

股息

董事會不建議就截至二零一七年十二月三十一日止九個月派付任何股息(截至二零一六年十二月三十一日止九個月：無)。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

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 (collectively, the "CG Code"). To the best knowledge of the Board, the Company had 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

Save as otherwise disclosed, 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 executive of the Company (the "Chief Executive") (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 31 December 2017, 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.

企業管治常規

本公司致力推行高標準的企業管治，以保障股東利益及加強企業價值。本公司之企業管治常規乃以創業板上市規則附錄15所載企業管治守則及企業管治報告(統稱為「企業管治守則」)載列之原則及守則條文為基準。據董事會所知，於報告期內，本公司已遵守企業管治守則內之守則條文。

董事進行證券交易

本公司已採納創業板上市規則第5.48至5.67條所載之交易必守標準(「交易必守標準」)，作為董事買賣本公司證券之操守守則。本公司已對各董事作出特定查詢，董事已確認彼等於報告期內已遵守交易必守標準及買賣本公司證券之操守守則。

收購股份或債權證之權利

除有所披露外，於報告期內，本公司、其任何控股公司或其任何附屬公司概無參與達成任何安排，使董事及本公司主要行政人員(「主要行政人員」)(包括其配偶及十八歲以下子女)於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)擁有任何股份、相關股份及債權證之權益或淡倉。

競爭權益

於二零一七年十二月三十一日，概無董事、主要股東或彼等各自之緊密聯繫人士(定義見創業板上市規則)於與或有可能與本集團業務直接或間接競爭之業務中擁有任何權益。

購買、出售或贖回上市證券

於報告期內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 December 2017, the interests and short positions of the Directors and the Chief Executive 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:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零一七年十二月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第352條規定而備存之登記冊的記錄，或根據交易必守標準須知會本公司及聯交所的權益及淡倉如下：

Long positions in ordinary shares of the Company

於本公司普通股的好倉

Name 姓名	Capacity/Nature of interests 身分及權益性質	Number of securities 證券數目	Approximate percentage of shareholding 股權概約百分比
Mr. Hui Kwok Keung Raymond (Note 1) 許國強先生(附註1)	Interest in controlling corporation 受控法團權益	210,000,000	46.56%
Mr. Hue Kwok Chiu (Note 2) 許國釗先生(附註2)	Interest in controlling corporation 受控法團權益	45,000,000	9.98%

Notes:

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

附註：

- (1) 該等股份由Time Prestige Ventures Limited（一間由許國強先生全資擁有的公司）持有。
- (2) 該等股份由Star Adventure Holdings Limited（一間由許國釗先生全資擁有的公司）持有。

Save as disclosed above, as at 31 December 2017, none of the Directors or the Chief Executive 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.

除上文所披露以外，於二零一七年十二月三十一日，概無董事或主要行政人員於本公司或其任何相聯法團的任何股份、相關股份及債權證中擁有須根據證券及期貨條例第352條規定而備存之登記冊的記錄，或根據交易必守標準須知會本公司及聯交所的權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2017, to the best of the knowledge of the Directors and the Chief Executive 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 Executive) 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

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零一七年十二月三十一日，據董事及主要行政人員所知，按聯交所網頁所列公開資料及本公司所存置記錄，下列人士或法團（董事及主要行政人員除外）於本公司股份或相關股份擁有須根據證券及期貨條例第336條規定而備存之登記冊的記錄之權益及淡倉如下：

於本公司普通股的好倉

Name 姓名	Capacity/Nature of interests 身分及權益性質	Number of securities 證券數目	Approximate percentage of shareholding 股權概約百分比
Time Prestige Ventures Limited	Beneficial Owner 實益擁有人	210,000,000	46.56%
Star Adventure Holdings Limited	Beneficial Owner 實益擁有人	45,000,000	9.98%
Ms. Ng Hiu Ying (Note 1) 吳曉瑛女士(附註1)	Interest of spouse 配偶權益	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.

附註：

(1) 吳曉瑛女士為許國釗先生的配偶。根據證券及期貨條例，吳曉瑛女士被視為於許國釗先生擁有權益的相同數目股份中擁有權益。

Save as disclosed above, as at 31 December 2017, no person or corporation (other than the Directors and the Chief Executive) 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.

除上文所披露以外，於二零一七年十二月三十一日，概無人士或法團（董事及主要行政人員除外）於本公司股份或相關股份中擁有任何權益或淡倉紀錄在本公司根據證券及期貨條例第336條規定而備存之登記冊內。

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 Participant”) 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 Participant 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 31 December 2017, 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.

購股權計劃

購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員(全職及兼職)、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商(「合資格參與者」)提供額外獎勵以及推動本集團業務創出佳績。

本公司於二零一四年九月十一日有條件採納購股權計劃(「購股權計劃」)，據此，董事會獲授權按其全權酌情，依照購股權計劃之條款授出可認購本公司股份之購股權予合資格參與者。購股權計劃由購股權計劃採納之日起十年期間一直有效及生效。

於二零一七年十二月三十一日，根據購股權計劃可供發行之股份總數為40,000,000股，佔本公司已發行股份總數約8.87%。自購股權計劃獲採納以來，本公司概無授出購股權。

合規顧問權益

於二零一七年六月三十日完成本公司根據創業板上市規則第6A.19條委聘豐盛融資有限公司為合規顧問之後，本公司並無合規顧問。

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established by the Board on 11 September 2014 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 nine months ended 31 December 2017 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 interim report of the Company for the six months ended 30 September 2017, Mr. Chung Wai Man resigned as a non-executive director of Legend Strategy International Holdings Group Company Limited (Stock Code: 1355), the shares of which are listed on the main board of the Stock Exchange, with effect from 30 November 2017.

審核委員會

本公司的審核委員會(「審核委員會」)於二零一四年九月十一日由董事會成立，並遵照創業板上市規則第5.28條及5.29條規定及企業管治守則第C.3.3條守則條文制定書面職權範圍。審核委員會現時由三名獨立非執行董事組成，並由梁偉泉先生擔任主席，其餘成員為鍾偉文先生及楊慕嫦女士。審核委員會的主要職務為監察與本公司核數師的關係、審閱本公司的財務資料及監管本公司財務申報制度、風險管理及內部監控系統。

審核委員會與管理層已審閱本集團截至二零一七年十二月三十一日止九個月之未經審核綜合業績，並認為有關業績已符合適用會計政策、創業板上市規則之規定及其他適用法律要求，亦已作出恰當披露。

董事資料變動

於本公司截至二零一七年九月三十日止六個月中期報告日後，鍾偉文先生已辭任枋濬國際集團控股有限公司(該股份於聯交所主板上市(股份代號：1355))之非執行董事，由二零一七年十一月三十日起生效。

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 report.

By Order of the Board

E Lighting Group Holdings Limited

Hue Kwok Chiu

Chairman

Hong Kong, 9 February 2018

As at the date of this report, 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.

公眾持股量的充足性

根據本公司公開可得的資料及據董事所知，本公司於本報告日已維持充足公眾持股量。

承董事會命

壹照明集團控股有限公司

主席

許國釗

香港，二零一八年二月九日

於本報告日，執行董事為許國釗先生、許國強先生及許國榮先生；獨立非執行董事為鍾偉文先生、梁偉泉先生及楊慕嫦女士。

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

For the nine months ended 31 December 2017 截至二零一七年十二月三十一日止九個月

		Notes 附註	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
			2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	營業額	3	25,009	24,161	66,168	67,080
Cost of sales	銷售成本		(14,363)	(11,094)	(34,031)	(32,481)
Gross Profit	毛利		10,646	13,067	32,137	34,599
Other income and gain	其他收入及收益	4	1	185	6	73
Selling and distribution expenses	銷售及分銷開支		(9,028)	(9,069)	(26,716)	(28,933)
Administrative and other expenses	行政及其他開支		(4,052)	(4,408)	(12,224)	(13,574)
Finance costs	財務成本	5	-	-	-	(2)
Loss before tax	除稅前虧損	5	(2,433)	(225)	(6,797)	(7,837)
Income tax credit	所得稅抵免	7	401	126	1,122	1,364
Loss and total comprehensive income for the period attributable to the owners of the Company	本公司擁有人應佔期內虧損及其他全面收益總額		(2,032)	(99)	(5,675)	(6,473)
Loss per share	每股虧損	9				
- Basic and diluted (HK cents)	- 基本及攤薄 (港仙)		(0.45)	(0.02)	(1.26)	(1.50)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 31 December 2017 截至二零一七年十二月三十一日止九個月

		Share capital	Share premium	Other reserve	Convertible bonds equity reserve	Retained earnings/ (Accumulated losses)	Total equity
		股本	股份溢價	其他儲備	可換股債券權益儲備	保留溢利 / (累計虧損)	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2016 (audited)	於二零一六年四月一日 (經審核)	4,196	56,044	2	4,454	14,059	78,755
Issue of shares upon conversion of convertible bonds (note)	於轉換可換股債券時發行股份(附註)	137	4,567	-	(4,454)	-	250
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	-	-	(6,473)	(6,473)
As at 31 December 2016 (unaudited)	於二零一六年十二月三十一日 (未經審核)	4,333	60,611	2	-	7,586	72,532
As at 1 April 2017 (audited)	於二零一七年四月一日 (經審核)	4,510	67,066	2	-	1,618	73,196
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	-	-	(5,675)	(5,675)
As at 31 December 2017 (unaudited)	於二零一七年十二月三十一日 (未經審核)	4,510	67,066	2	-	(4,057)	67,521

Note:

On 4 May 2016, convertible bonds in the principal amount of HK\$9,620,245 were converted into 13,743,207 ordinary shares of HK\$0.01 each at the conversion price of HK\$0.7 per share.

附註：

於二零一六年五月四日，本金額為9,620,245港元之可換股債券已按每股0.7港元之兌換價兌換為13,743,207股每股面值0.01港元之普通股。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

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 the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited ("Stock Exchange") since 29 September 2014 (the "Listing").

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 accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") 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, except for certain financial instruments which are measured at fair value. 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 2017 as set out in the 2017 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 2017.

1. 公司資料

本公司於二零一三年十一月二十九日根據開曼群島公司法第22章(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處位於4th Floor, Harbour Place, 103 South Church Street, George Town, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands，其於香港的主要營業地點為香港灣仔灣仔道199號天輝中心26樓。本公司的已發行股份自二零一四年九月二十九日起於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市(「上市」)。

本公司的主要業務為投資控股，而本集團則主要於香港經營燈飾及設計師品牌家具及家居產品的零售連鎖業務及批發餐具及禮品至世界各地。

2. 編製基準

本集團於報告期的未經審核簡明綜合財務報表已按照香港公認會計原則，並遵守香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則「香港財務報告」及創業板上市規則之適用披露要求編製。

未經審核簡明綜合財務報表已按歷史成本法編製，惟若干按公平值計量之金融工具除外。編製未經審核簡明綜合財務報表所用會計政策及計算方法與本公司二零一七年年報所載本集團截至二零一七年三月三十一日止年度的全年財務報表所用者貫徹一致。此未經審核簡明綜合財務報表應與本集團截至二零一七年三月三十一日止年度的全年財務報表(根據香港財務報告準則(「香港財務報告準則」)編製)一併閱覽。

2. BASIS OF PREPARATION (continued)

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 Group is in the process of assessing, where applicable, the potential impact of these new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact to the Group's results of operation.

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.

2. 編製基準 (續)

於本期間，香港會計師公會已頒佈多項於本集團目前會計期間首次生效的新訂及經修訂香港財務報告準則及詮釋。本集團已採納所有與其營運相關的此等新訂及經修訂香港財務報告準則及詮釋。應用此等新訂及經修訂香港財務報告準則對本集團目前及以往期間的業績並無造成重大影響。

本集團尚未提早採納已頒佈但尚未於本期間生效的新訂及經修訂香港財務報告準則。本集團目前擬於有關準則生效當日應用該等變動。本集團現正評估(如適用)此等將於未來期間生效的新訂及經修訂香港財務報告準則的潛在影響，惟仍未可指出此等新訂及經修訂香港財務報告準則會否對本集團經營業績構成重大影響。

編製符合香港財務報告準則之未經審核簡明綜合財務報表時須採用若干關鍵會計估計。管理層於應用本集團之會計政策過程中亦須作出判斷。

未經審核簡明綜合財務報表乃以港元(「港元」)呈列，與本公司的功能貨幣一致。

未經審核簡明綜合財務報表已經本公司審核委員會審閱。

3. REVENUE

3. 營業額

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of goods	銷售貨品	25,009	24,161	66,168	67,080

4. OTHER INCOME AND GAIN

4. 其他收入及收益

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	1	8	6	20
Gain on change in fair value of financial liabilities at fair value through profit or loss	透過損益賬按公平值計量的金融負債之公平值變動收益	-	177	-	53
		1	185	6	73

5. LOSS BEFORE TAX

Loss before tax is arrived at after charging:

5. 除稅前虧損

除稅前虧損已扣除：

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Auditor's remuneration	核數師酬金	150	140	550	560
Costs of inventories recognised as expenses	確認為開支的存貨成本	13,127	10,127	30,973	29,580
Depreciation of property, plant and equipment	物業、廠房及設備折舊	281	386	955	1,188
Amortisation of intangible assets	無形資產攤銷	402	402	1,206	1,206
Lease payments under operating leases: Minimum lease payments	經營租賃項下之租賃付款：最低租賃付款	5,674	5,530	16,374	18,252
Contingent rent	或然租金	49	163	106	283
		5,723	5,693	16,480	18,535
Employee costs (note 6)	僱員成本 (附註6)	4,157	4,284	12,600	13,360
Finance costs – interest on convertible bonds	財務成本 – 可換股債券利息	–	–	–	2

6. EMPLOYEE COSTS

6. 僱員成本

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Employee costs (including directors) comprise:	僱員成本(包括董事) 包括：				
Salaries and other benefits	薪金及其他福利	3,993	4,107	12,108	12,818
Contributions to defined contribution retirement plans	向定額供款退休 計劃之供款	164	177	492	542
		4,157	4,284	12,600	13,360

7. INCOME TAX CREDIT

The amount of income tax credit represents:

7. 所得稅抵免

所得稅抵免額為：

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Hong Kong Profits Tax 香港利得稅	401	126	1,122	1,364

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

香港利得稅已根據各報告期間的估計應課稅溢利按16.5%之稅率計提。

8. DIVIDEND

The Board does not recommend payment of any dividend for the nine months ended 31 December 2017 (for the nine months ended 31 December 2016: Nil).

8. 股息

董事會不建議就截至二零一七年十二月三十一日止九個月派付任何股息(截至二零一六年十二月三十一日止九個月：無)。

9. 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:

9. 每股虧損

本公司擁有人應佔之每股基本及攤薄虧損乃基於以下數據計算：

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss:	虧損：			
Loss for the period for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損之期內虧損			
	(2,032)	(99)	(5,675)	(6,473)
	'000 千股	'000 千股	'000 千股	'000 千股
Number of shares:	股份數目：			
Weighted average number of shares for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損之加權平均股份數目			
	451,036	433,340	451,036	431,690

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 nine months ended 31 December 2017, diluted loss per share was the same as basic loss per share as there were no dilutive potential ordinary shares outstanding during the nine months ended 31 December 2017.

The calculation of diluted loss per share for the nine months ended 31 December 2016 does not assume the dilutive potential ordinary shares from contingent consideration payables as the effect is anti-dilutive.

每股基本虧損根據擁有人應佔虧損，除以期內已發行普通股的加權平均數目計算。

截至二零一七年十二月三十一日止九個月，由於截至二零一七年十二月三十一日止九個月並無潛在攤薄普通股，因此每股攤薄虧損與每股基本虧損相同。

計算截至二零一六年十二月三十一日止九個月的每股攤薄虧損時，由於應付或然代價具有反攤薄效果，故假設並無潛在攤薄普通股影響。



e Lighting Group Holdings Limited
壹 照 明 集 團 控 股 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 8222
股份代號

