



LUMINA GROUP LIMITED

瑩嵐集團有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8470

2017

THIRD QUARTERLY REPORT

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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 Lumina Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) 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 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.*

THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries for the nine months ended 31 December 2017 (the “**Relevant Period**”), together with the unaudited condensed comparative figures for the nine months ended 31 December 2016 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 31 December 2017

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Revenue	3	25,207	19,712	75,878	67,620
Direct costs		(18,478)	(13,077)	(53,139)	(45,323)
Gross profit		6,729	6,635	22,739	22,297
Bank interest income		75	–	76	1
Administrative expenses		(2,418)	(1,618)	(5,462)	(4,314)
Listing expenses		(1,576)	(63)	(8,270)	(7,158)
Finance cost		–	–	(53)	–
Profit before taxation		2,810	4,954	9,030	10,826
Income tax expense	4	(718)	(846)	(2,879)	(3,015)
Profit and total comprehensive income for the period		2,092	4,108	6,151	7,811
Profit and total comprehensive income for the period attributable to					
– Owners of the Company		2,092	4,108	6,151	7,510
– Non-controlling interest		–	–	–	301
		2,092	4,108	6,151	7,811
Earnings per share					
Basic (HK cents)	6	0.46	0.91	1.37	1.70

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2017

	Issued share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Accumulated profits HK\$'000	Total HK\$'000	Non- controlling interest HK\$'000	Total equity HK\$'000
At 1 April 2017 (audited)	-	-	921	24,672	25,593	-	25,593
Profit and total comprehensive income for the period	-	-	-	6,151	6,151	-	6,151
Capitalisation issue	4,500	(4,500)	-	-	-	-	-
Issue of shares upon share offer	1,500	67,500	-	-	69,000	-	69,000
Expenses incurred in connection with the issue of shares upon share offer	-	(9,337)	-	-	(9,337)	-	(9,337)
At 31 December 2017 (unaudited)	6,000	53,663	921	30,823	91,407	-	91,407
At 1 April 2016 (audited)	-	-	620	12,403	13,023	-	13,023
Profit and total comprehensive income for the period	-	-	-	7,510	7,510	301	7,811
Change in shareholding in subsidiaries without losing control (note i)	-	-	(920)	-	(920)	920	-
Transfer upon completion of Reorganisation (note ii)	-	-	1,221	-	1,221	(1,221)	-
At 31 December 2016 (unaudited)	-	-	921	19,913	20,834	-	20,834

Notes:

- (i) On 24 June 2016, Team Vantage Limited ("**Team Vantage**"), an independent third party and a limited company incorporated in the Republic of Seychelles, entered into a sale and purchase agreement with Mr. Fok Hau Fai ("**Mr. Fok**"), pursuant to which Mr. Fok transferred 50 shares of Golden Second Limited ("**Golden Second**") to Team Vantage at the consideration of HK\$5,000,000. Following the completion of the share transfer, Golden Second was owned as to 95.0% by Mr. Fok and 5.0% by Team Vantage.
- (ii) On 30 September 2016, the Company acquired the entire issued share capital of Golden Second from Mr. Fok and Team Vantage in consideration of the allotment and issue 94 shares to Foxfire Limited ("**Foxfire**"), the immediate holding company of the Company, and 5 shares to Team Vantage. Upon the completion of transfer, Golden Second became a wholly-owned subsidiary of the Company.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 31 December 2017

1. GENERAL

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands on 7 July 2016. The registered office of the Company is located at Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The principal place of business of the Company is located at 1/F., R&T Centre, No 81-83 Larch Street, Tai Kok Tsui, Kowloon, Hong Kong.

The Company's issued ordinary shares of HK\$0.1 each have been listed and traded on GEM of the stock Exchange since 25 October 2017 (the "**Listing Date**").

Pursuant to the reorganisation of the Group (the "**Reorganisation**") in connection with the listing of the shares of the Company (the "**Shares**") on GEM (the "**Listing**"), the Company became the holding company of the companies comprising the Group on 30 September 2016. Details of the Reorganisation are set out in the prospectus of the Company dated 29 September 2017 (the "**Prospectus**") under the section headed "History, Development and Reorganisation".

The principal activity of the Company is investment holding. The Group's principal activities are the provision of fire safety services in Hong Kong.

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

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standard (“**HKFRSs**”) issued by the Hong Kong Institution of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements of the Group for the Relevant Period are consistent with those applied in the Group’s audited financial statements for the year ended 31 March 2017.

HKICPA has issued a number of new and amendment to Hong Kong Financial Reporting Standards (“**HKFRSs**”) and interpretations that are first effective or available for early adoption for the Relevant Period. There have been no significant changes to the accounting policies applied in these financial statements for the Relevant Period presented as a result of these developments.

The unaudited condensed consolidated financial statements of the Group for the Relevant Period have been prepared under the historical cost basis.

The unaudited condensed consolidated financial statements for the Relevant Period have not been audited by the Company’s independent auditor, but have been reviewed by the Company’s Audit Committee.

The preparation of the unaudited condensed consolidated financial statements of the Group for the Relevant Period is in conformity with the HKFRSs requirements in the use of certain critical accounting estimates. The HKFRSs also require the management to exercise their judgements in the process of applying the Group’s accounting policies.

3. REVENUE

Revenue represents the fair value of amounts received and receivable by the Group from external customers, less discount for the period, and is analysed as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Income from fire safety system installation services ("Fire safety system installation")	22,096	17,311	66,765	62,399
Income from fire safety system repair and maintenance services ("Repair and maintenance")	3,111	2,401	9,113	5,221
	25,207	19,712	75,878	67,620

4. INCOME TAX EXPENSE

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Hong Kong Profits Tax – current tax	718	846	2,879	3,015

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

5. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2017 (nine months ended 31 December 2016: HK\$Nil).

6. EARNINGS PER SHARE

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

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Earnings				
Earnings for the purpose of calculating basic earnings per share (profit for the period attributable to owners of the Company)	2,092	4,108	6,151	7,510
	2017 '000	2016 '000	2017 '000	2016 '000
Number of shares				
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	450,000	450,000	450,000	441,982

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Reorganisation and the Capitalisation Issue (as defined in the Prospectus) had been effective on 1 April 2016.

No diluted earnings per share is presented as there is no potential ordinary share outstanding during both periods.

BUSINESS REVIEW AND OUTLOOK

The Group is an established fire safety services provider in Hong Kong. Our services cover the design, supply and installation of fire safety systems including evacuation and electrical fire alarm systems, water and gas suppression systems and portable fire equipment for newly built and existing buildings. We also provide repair and maintenance services on fire safety systems to satisfy the Fire Services Department's requirements.

Looking forward, the Directors consider that the future opportunities which the Group faces will be affected by the condition of the property market in Hong Kong. The Directors are of the view that the number of properties to be built in Hong Kong is the key driver to drive the demand for fire safety services in Hong Kong. The renovation and improvement works in commercial buildings and premises also stimulate the installation and reinstallation of fire safety system.

Our Board and management are actively exploring new business opportunities by keeping track of any new projects through existing network, solicit new business through sending our marketing material and presenting our Company to the new customers in related industry activities. Our listing status enhanced our corporate profile and recognition that in turn reinforce our brand awareness and image in both of our existing and potential customers.

FINANCIAL REVIEW

Revenue

Our revenue increased from approximately HK\$67.6 million for the nine months ended 31 December 2016 to approximately HK\$75.9 million for the nine months ended 31 December 2017, representing an increase of approximately 12.3%. Such increase was mainly attributable to the revenue generated by new contracts of fire safety system installation for existing buildings and a new term contract awarded by a major customer to provide maintenance services of fire services systems for shopping centres, car parks, markets and cooked food stalls.

Direct Costs

Our direct costs increased from approximately HK\$45.3 million for the nine months ended 31 December 2016 to approximately HK\$53.1 million for the nine months ended 31 December 2017, representing an increase of approximately 17.2%. Such increase was in line with the increase in revenue during the nine months ended 31 December 2017.

Gross Profit

Gross profit of the Group increased by approximately 1.8% from approximately HK\$22.3 million for the nine months ended 31 December 2016 to approximately HK\$22.7 million for the nine months ended 31 December 2017. The overall gross profit margin decreased from approximately 33.0% for the nine months ended 31 December 2016 to approximately 30.0% for the nine months ended 31 December 2017. Such decrease was mainly attributable to the additional involvement of subcontractors for the repair and maintenance works.

Administrative Expenses

Administrative expenses of the Group increased by approximately 27.9% from approximately HK\$4.3 million for the nine months ended 31 December 2016 to approximately HK\$5.5 million for the nine months ended 31 December 2017. Such increase was mainly attributable to the increase in staff costs and listing maintenance expenses incurred during the nine months ended 31 December 2017.

Listing Expenses

Listing expenses for the Group increased by approximately 15.3% from approximately HK\$7.2 million for the nine months ended 31 December 2016 to approximately HK\$8.3 million for the nine months ended 31 December 2017. Such increase was in connection with the progress of the Listing.

Income Tax Expense

Income tax expense for the Group decreased by approximately 3.3% from approximately HK\$3.0 million for the nine months ended 31 December 2016 to approximately HK\$2.9 million for the nine months ended 31 December 2017. Such decrease was mainly attributable to the increase in administrative expenses.

Profit and Total Comprehensive Income for the Period

Profit and total comprehensive income for the period decreased by approximately 25.8% from approximately HK\$7.8 million for the nine months ended 31 December 2016 to approximately HK\$6.2 million for the nine months ended 31 December 2017. Such decrease was mainly attributable to the net effect of (i) the increase in revenue and gross profit; (ii) the increase in listing expenses incurred; and (iii) the increase in administrative expenses incurred.

USE OF PROCEEDS FROM SHARE OFFER

On 25 October 2017, the shares of the Company were listed on GEM. The initial public offering by way of share offer was welcomed by investors. As stated in the section headed “Future Plans and Use of Proceeds” in the Prospectus, the Group intends to use the proceeds to (i) capture the market growth in the public sector; (ii) expand and increase our fire safety system installation services capacity; (iii) provide high quality repair and maintenance services; and (iv) enhance our information management system; and (v) fund for our working capital and other general corporate purposes. The Company intends to continue to apply the net proceeds in accordance with the proposed applications set out above.

As at the date of this report, the Company has leased a new office and spent HK\$0.6 million in rental payment and renovation. Moreover, the Company has also started to build up a new computer system for computerising project and document process flow and have paid HK\$0.1 million as deposit. For the unused net proceeds, the Company has deposited the proceeds into short-term demand deposits with Hong Kong licensed banks.

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executives' Interests and Short Positions in the Shares, the Underlying Shares or Debentures

As at 31 December 2017, the interests and short positions of the Directors and chief executives of the Company in the Shares, the 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 (Chapter 571 of the laws of Hong Kong) (the "SFO") which were 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 or short positions which any such director or chief executive was taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Long positions in the Shares

Name of Director	Nature of interest	Number of the Shares held/ interested in	Percentage of shareholding
Mr. Fok (Note)	Interest in a controlled corporation	427,500,000	71.3%

Note: These shares are registered in the name of Foxfire, a Company which is wholly owned by Mr. Fok. Under the SFO, Mr. Fok is deemed to be interested in all the Shares registered in the name of Foxfire.

(ii) Long position in the ordinary shares of associated corporations

Name of Director	Name of associated corporation	Nature of interest	Number of Shares held/ interested in	Percentage of shareholding
Mr. Fok	Foxtire	Beneficial owner	1	100%

Save as disclosed above, as at 31 December 2017, none of the Directors nor chief executive of the Company has registered an interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were 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 were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares or Underlying Shares

So far as the Directors are aware, as at 31 December 2017, the following persons (other than the Directors or chief executive of the Company) or companies were interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules:

Name of shareholder	Nature of interest	Number of the Shares held/ interested in	Long/short position	Percentage of total issued share capital of the Company
Foxtire (Note)	Beneficial owner	427,500,000	Long	71.3%

Note: These Shares are in duplicate the interest held by Mr. Fok as set out above.

Save as disclosed above, as at 31 December 2017, the Directors were not aware of any other persons or companies who had any interest or short position in the Shares or underlying Shares of the Company that was required to be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the nine months ended 31 December 2017.

INTEREST OF COMPLIANCE ADVISER

As at 31 December 2017, as notified by the Company's compliance adviser, CLC International Limited (the "**Compliance Adviser**"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated on 28 September 2017, neither the Compliance Adviser nor any of its directors, employees or close associates had any interests 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.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Since the Listing Date and up to the date of this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE CODE

Since the Listing Date and up to the date of this report, the Company has complied with the applicable code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 of the GEM Listing Rules, except for the deviation from CG Code provision A.2.1.

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Fok is the chairman and the chief executive officer of our Company. In view of Mr. Fok has been operating and managing Kin Ying Contracting Limited and Kin Ying F.S. Engineering Limited since 2002 and 2008 respectively, the Board believes that it is in the best interest of our Group to have Mr. Fok taking up both roles for effective management and business development. The Board considers that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high-caliber individuals, with three of them being Independent Non-executive Directors.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted a code of provisions of conduct regarding securities transactions by the Directors (the “**Code of Conduct**”) on terms no less exacting than the required standards of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has made specific enquiry to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct since the Listing Date up to the date of this report.

SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme on 22 September 2017 (the “**Scheme**”). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 December 2017.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the share option scheme adopted on 22 September 2017, during the Relevant Period, the Company or any of its subsidiaries was not a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

As at 31 December 2017, none of the Directors or chief executives of the Company held any share options of the company.

AUDIT COMMITTEE

The Board has established an audit committee (the “**Audit Committee**”) on 22 September 2017 with its written terms of reference in compliance with paragraphs C3.3 and C3.7 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control and risk management systems of the Group, nominate and monitor external auditors and to provide advices and comments to the Board on matters related to corporate governance. The Audit Committee consists of three members, namely Mr. Lee Yin Sing, Mr. Hung Kin Sang and Mr. Wan Chun Kwan, all being Independent Non-executive Directors of the Company. Mr. Lee Yin Sing currently serves as the chairman of the Audit Committee.

The Audit Committee has reviewed this report and the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2017 and the effectiveness of internal control system.

By Order of the Board
Lumina Group Limited
Fok Hau Fai
Chairman and executive Director

Hong Kong, 9 February 2018

As at the date of this report, the Executive Directors are Mr. Fok Hau Fai, Mr. Sung Sing Yan, Ms Wu Xiaorong and the Independent Non-executive Directors are Mr. Hung Kin Sang, Mr. Lee Yin Sing and Mr. Wan Chun Kwan.