



HongGuang Lighting Holdings Company Limited

宏光照明控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8343

FIRST QUARTERLY REPORT

2018

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*This report, for which the directors (the “**Directors**”) of HongGuang Lighting Holdings Company Limited (the “**Company**”, 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 the GEM (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.*

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CORPORATE INFORMATION

Directors

Executive Directors

Mr. ZHAO Yi Wen (趙奕文)
(Chairman and Chief Executive Officer)
Mr. LIN Qi Jian (林啟建)
Mr. CHAN Wing Kin (陳永健)

Non-executive Director

Mr. CHIU Kwai San (趙桂生)

Independent Non-executive Directors

Professor CHOW Wai Shing, Tommy (周偉誠)
Dr. WU Wing Kuen, B.B.S. (胡永權)
Mr. CHAN Chung Kik, Lewis (陳仲戟)

Audit Committee

Mr. CHAN Chung Kik, Lewis (陳仲戟)
(Chairman)
Dr. WU Wing Kuen, B.B.S. (胡永權)
Professor CHOW Wai Shing, Tommy (周偉誠)

Nomination Committee

Mr. CHAN Chung Kik, Lewis (陳仲戟)
(Chairman)
Dr. WU Wing Kuen, B.B.S. (胡永權)
Professor CHOW Wai Shing, Tommy (周偉誠)

Remuneration Committee

Mr. CHAN Chung Kik, Lewis (陳仲戟)
(Chairman)
Dr. WU Wing Kuen, B.B.S. (胡永權)
Professor CHOW Wai Shing, Tommy (周偉誠)

Compliance Officer

Mr. CHAN Wing Kin (陳永健)

Company Secretary

Mr. CHAN Wing Kin (陳永健)

Authorised Representatives

Mr. CHAN Wing Kin (陳永健)
Mr. ZHAO Yi Wen (趙奕文)

Registered Office

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Hong Kong Branch Registrar and Transfer Office

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Principal Banker

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Compliance Adviser

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Legal Adviser

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Tai Tung Building
8 Fleming Road
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Auditor

BDO Limited
Certified Public Accountants
25th Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

Stock Code

8343

Company's Website

www.lighting-hg.com

UNAUDITED CONDENSED CONSOLIDATED FIRST QUARTERLY RESULTS

For the three months ended 31 March 2018

The board of directors (the “**Board**”) of the Company announces the unaudited condensed consolidated first quarterly results of the Group for the three months ended 31 March 2018 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2017 (the “**Previous Period**”), as follows:

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

For the three months ended 31 March 2018

	Notes	Three months ended 31 March	
		2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)
Revenue	2	27,631	26,510
Cost of sales		(21,685)	(20,529)
Gross profit		5,946	5,981
Other income and gains	2	1	1,867
Selling and distribution expenses		(249)	(183)
Administrative and other expenses		(2,350)	(3,218)
Finance costs	3	—	(131)
Profit before income tax expense		3,348	4,316
Income tax expense	4	(707)	(941)
Profit for the period attributable to owners of the Company		2,641	3,375
Other comprehensive income			
Item that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		(724)	197
Total comprehensive income for the period attributable to owners of the Company		1,917	3,572
Earnings per share attributable to owners of the Company			
— Basic and diluted (RMB cents)	6	0.66	0.84

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2018

	Share capital	Share premium	Statutory reserve	Other reserve	Capital reserve	Exchange reserve	Retained earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018 (audited)	3,580	46,162	7,419	580	35,972	(5,507)	37,419	125,625
Profit for the period	—	—	—	—	—	—	2,641	2,641
Exchange differences on translating foreign operations	—	—	—	—	—	(724)	—	(724)
Total comprehensive income for the period	—	—	—	—	—	(724)	2,641	1,917
Transfer to statutory reserve	—	—	401	—	—	—	(401)	—
At 31 March 2018 (unaudited)	3,580	46,162	7,820	580	35,972	(6,231)	39,659	127,542
At 1 January 2017 (audited)	3,580	46,162	5,345	580	35,972	(3,730)	26,660	114,569
Profit for the period	—	—	—	—	—	—	3,375	3,375
Exchange differences on translating foreign operations	—	—	—	—	—	197	—	197
Total comprehensive income for the period	—	—	—	—	—	197	3,375	3,572
Transfer to statutory reserve	—	—	533	—	—	—	(533)	—
At 31 March 2017 (unaudited)	3,580	46,162	5,878	580	35,972	(3,533)	29,502	118,141

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2018

1. General Information, Basis of Preparation and Accounting Policies

HongGuang Lighting Holdings Company Limited (the “**Company**”) was incorporated with limited liability in the Cayman Islands on 27 May 2015. Its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 30 December 2016 with stock code “8343”.

The address of the Company’s registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company and its subsidiaries (collectively referred to as the “**Group**”) is located in the People’s Republic of China (the “**PRC**”) at the North Side, 2nd Floor, No. 8 Pinggong Er Road, Nanping Technology Industrial Park, Zhuhai, the PRC.

The Company’s principal activity is investment holding. The Group is principally engaged in the design, development, manufacture and sales of light-emitting diode (“**LED**”) beads and LED lighting products in the PRC.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2018 have been prepared in accordance with the 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 (“**HKICPA**”) and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements for the three months ended 31 March 2018 are consistent with those adopted by the Group in its audited consolidated financial statements for the year ended 31 December 2017 except for the adoption of the new and revised Hong Kong Financial Reporting Standards (the “**New and Revised HKFRSs**”) (which include all HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the HKICPA that are adopted for the first time for the current periods financial statements.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended 31 March 2018

1. General Information, Basis of Preparation and Accounting Policies (Continued)

The adoption of the New and Revised HKFRSs has had no significant effect on the unaudited condensed consolidated financial statements for the three months ended 31 March 2018 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the three months ended 31 March 2018.

The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2018 have been prepared on the historical cost basis. The unaudited condensed consolidated financial statements for the three months ended 31 March 2018 are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

The condensed consolidated financial statements have not been audited by the Company's auditors, but have been reviewed by the audit committee of the Company.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended 31 March 2018

2. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, less discounts, returns, value added tax and other applicable local taxes during the reporting period.

An analysis of the Group's revenue, other income and gains are as follows:

	Three months ended 31 March	
	2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)
Revenue		
Sales of LED beads	27,631	25,718
Sales of LED lighting products	—	792
	27,631	26,510
Other income and gains		
Bank interest income	1	8
Government grants	—	1,859
	1	1,867

3. Finance Costs

	Three months ended 31 March	
	2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)
Interest on bank borrowings repayable within five years	—	131

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended 31 March 2018

4. Income Tax Expense

The Group is subject to income tax on an entity basis on profit arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

The subsidiary incorporated in Hong Kong is subject to income tax at the rate of 16.5% on the estimated assessable profits arising in Hong Kong for the three months ended 31 March 2018 and 2017.

In 2017, the Group's wholly-owned subsidiary, Zhuhai HongGuang Lighting Fixture Company Limited* ("**Zhuhai HongGuang**") (珠海宏光照明器材有限公司) was awarded a 'New and High Technology Enterprise Certificate' (高新技術企業證書). As a result, Zhuhai HongGuang is entitled to a tax preference with a reduction of the enterprise income tax (the "EIT") rate from 25% to 15% for the period from 1 January 2016 to 31 December 2018.

Therefore, provision for the EIT in the PRC for Zhuhai HongGuang is calculated based on the tax rate of 15% on Zhuhai HongGuang's estimated assessable profits for the three months ended 31 March 2018 and 2017.

5. Dividend

No dividend has been paid or declared by the Company since the date of its incorporation, or by any of the companies now comprising the Group during the reporting period.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the three months ended 31 March 2018

6. Earnings Per Share

The basic earnings per share for the Period is calculated based on the profit attributable to owners of the Company of approximately RMB2,641,000 (2017: approximately RMB3,375,000), and the weighted average number of ordinary shares of 400,000,000 issued during the three months ended 31 March 2018 and 2017.

The Company did not have any potential dilutive shares for the three months ended 31 March 2018 and 2017. Accordingly, the diluted earnings per share are the same as the basic earnings per share.

7. Related Party Transactions

During the three months ended 31 March 2018, the Group entered into certain transactions with "related parties" as defined under the applicable accounting standards and the details of the material related party transactions (the "Transactions") are disclosed as follows:

Name of related party	Nature of transactions	Three months ended	
		31 March 2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)
珠海經濟區利佳電子發展有限公司	Utility expense	292	330
珠海經濟區利佳電子發展有限公司	Rental expense	83	83
		375	413

Note: The related party is beneficially owned by the shareholders of the Company, Mr. Lin Qi Jian and Mr. Zhao Yi Wen, who are also Directors of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Activities

The Group is principally engaged in the design, development, manufacturing and sales of LED beads and LED lighting products in the People's Republic of China (the "PRC"). Since the listing of the Company's securities on the GEM of the Stock Exchange on 30 December 2016 (the "Listing"), there has been no significant change in the business operations of the Group. During the Period, the Group generally recognised revenue from the sales of LED beads upon delivery of our products to our customers with their acceptance of our products.

Business Review

The Group's revenue slightly increased from approximately RMB26.5 million for the three months ended 31 March 2017 to approximately RMB27.6 million for the three months ended 31 March 2018.

Profit for the Period amounted to approximately RMB2.6 million (approximately RMB3.4 million for the three months ended 31 March 2017), which represents a decrease of approximately RMB0.8 million or approximately 23.5% as compared to the corresponding period in 2017. Such decrease is mainly due to the absence of government grants during the Period. Government grants amounted to approximately RMB1.9 million in the Previous Period.

The Group has been focusing on producing and marketing LED beads that are used for onward production of backlight LED products for electronic consumer goods such as smartphones and tablet computers. In 2018, the Company started to devote resources to explore business opportunities in LED beads that are used for onward production of backlight LED products related to automobile on-board displays, as the Company's management noted a surging demand in the automobile on-board displays in the PRC in recent years.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Financial Review

Revenue

For the three months ended 31 March 2018, total revenue was approximately RMB27.6 million, representing an increase of approximately 4.2% as compared with the Previous Period (2017: approximately RMB26.5 million). The increase was mainly attributable to the increase in revenue from the sales of LED beads.

The following table sets forth the breakdown of our Group's revenue by segment:

	Three months ended 31 March		2017	
	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
LED beads	27,631	100.0	25,718	97.0
LED lighting products	—	—	792	3.0
Total	27,631	100.0	26,510	100.0

For the three months ended 31 March 2018, revenue from LED beads amounted to approximately RMB27.6 million (2017: approximately RMB25.7 million), accounting for 100% of our total revenue (2017: approximately 97.0%). The increase in revenue was mainly due to an increase in sales volume during the Period.

Revenue from LED lighting products during the Period was nil (2017: approximately RMB0.8 million).

Cost of Sales

Cost of sales of the Group primarily consisted of cost of material used, direct labour and production overheads. It increased by approximately 5.9% from approximately RMB20.5 million for the three months ended 31 March 2017 to approximately RMB21.7 million for the three months ended 31 March 2018, reflecting an increase in the sales volume of our LED beads, which mainly led to the increase in the cost of material used.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Gross Profit and Gross Profit Margin

The gross profit decreased from approximately RMB6.0 million for the three months ended 31 March 2017 to approximately RMB5.9 million for the three months ended 31 March 2018. The gross profit margin experienced a slight decline, from approximately 22.6% for the three months ended 31 March 2017 to approximately 21.5% for the three months ended 31 March 2018. The following table sets forth a breakdown of the gross profit and gross profit margin by segment for the periods indicated:

	Three months ended 31 March 2018		Three months ended 31 March 2017	
	Gross profit RMB'000 (unaudited)	Gross profit margin %	Gross profit RMB'000 (unaudited)	Gross profit margin %
LED beads	5,946	21.5	5,552	21.6
LED lighting products	—	—	429	54.2
Total gross profit/gross profit margin	5,946	21.5	5,981	22.6

The gross profit margin of LED beads remained relatively stable during the three months ended 31 March 2017 and 31 March 2018.

Other Income and Gains

Other income and gains of the Group decreased by approximately 99.9% from approximately RMB1.9 million for the three months ended 31 March 2017 to approximately RMB1,000 for the three months ended 31 March 2018, which was mainly due to the absence of government grants to the Company during the Period. For the three months ended 31 March 2017, the Group's wholly-owned subsidiary, Zhuhai HongGuang Lighting Fixture Company Limited* (“**Zhuhai HongGuang**”) (珠海宏光照明器材有限公司), received government grants of approximately RMB1.9 million, upon being recognised as a “New and High Technology Enterprise” (高新技術企業).

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Selling and Distribution Expenses

The selling and distribution expenses increased by approximately 38.9% from approximately RMB0.18 million for the three months ended 31 March 2017 to approximately RMB0.25 million for three months ended 31 March 2018, which is in line with the increase in revenue from the sales of LED beads.

Administrative and other Expenses

The Group's administrative and other expenses decreased by approximately 25.0% from approximately RMB3.2 million for the three months ended 31 March 2017 to approximately RMB2.4 million for the three months ended 31 March 2018. The administrative and other expenses mainly included administrative staff costs, research and development costs and professional services expenses. The decrease in administrative and other expenses was mainly due to a reduction of professional services expenses during the Period.

Finance Costs

The Group's finance costs decreased by 100% from approximately RMB0.1 million for the three months ended 31 March 2017 to nil for the three months ended 31 March 2018. Such decrease was mainly due to the full repayment of the Group's bank borrowings in 2017.

Income Tax Expense

Income tax expense of the Group for the Period was approximately RMB0.7 million (2017: approximately RMB0.9 million). The decrease in income tax expense was primarily attributable to the decline in other income and gains during the Period.

Profit for the Period

The profit for the Period decreased by approximately RMB0.8 million or approximately 23.5% from approximately RMB3.4 million for the three months ended 31 March 2017 to approximately RMB2.6 million for the three months ended 31 March 2018. The decrease in profit for the Period was mainly attributable to the absence of government grants during the Period. Government grants amounted to approximately RMB1.9 million in the Previous Period.

Net Profit Margin

The net profit margin was approximately 9.6% for the three months ended 31 March 2018, as compared to that of approximately 12.7% for the three months ended 31 March 2017. The decrease was mainly due to the decrease in other income and gains.

Dividend

The Directors do not recommend the payment of an interim dividend for the three months ended 31 March 2018 (2017: nil), in order to cope with the future business development of the Group.

Use of Proceeds

Based on the placing price of HK\$0.63 per share, the net proceeds from the Listing on 30 December 2016, after deducting the underwriting commission and other estimated expenses, amounted to approximately HK\$37.4 million. The Group intended to apply such net proceeds in accordance with the purposes set out in the section headed "Future Plans and Use of Proceeds" in the Company's prospectus dated 16 December 2016. As at 31 March 2018, the Group's planned application and actual utilisation of the net proceeds is set out below:

Use of proceeds	Net	Utilised	Unutilised
	proceeds		
	HK\$ million	HK\$ million	HK\$ million
Expansion of the Group's production capacity	21.7	7.0	14.7
Developing the Group's sales channels	0.8	0.2	0.6
Repayment of bank loans	11.4	11.4	—
General working capital of the Group	3.5	3.5	—
	37.4	22.1	15.3

Disclosure of Interests

Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the group and its associated corporations

As at 31 March 2018, the interests and short positions of the Directors and chief executive of the Company in the shares (the “**Shares**”), underlying shares and debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register of the Company pursuant to section 352 of the SFO, or required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long positions in the ordinary shares of the Company

Name	Capacity/Nature of interest	Number of issued ordinary shares	Percentage of the issued share capital of the Company
Mr. Zhao Yi Wen (Note 2, 5)	Interest in a controlled corporation; interest held jointly with another person	300,000,000 (L)	75.00%
Mr. Lin Qi Jian (Note 3, 5)	Interest in a controlled corporation; interest held jointly with another person	300,000,000 (L)	75.00%
Mr. Chiu Kwai San (Note 4, 5)	Interest in a controlled corporation; interest held jointly with another person	300,000,000 (L)	75.00%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Notes:

1. The letter "L" denotes a long position.
2. The aggregate 300,000,000 Shares in which Mr. Zhao Yi Wen is interested consist of (i) 100,500,000 Shares held by First Global Limited, a company wholly owned by Mr. Zhao Yi Wen, in which Mr. Zhao Yi Wen is deemed to be interested under the SFO; and (ii) 199,500,000 Shares in which Mr. Zhao Yi Wen is deemed to be interested as a result of being a party acting-in-concert with Mr. Lin Qi Jian and Mr. Chiu Kwai San.
3. The aggregate 300,000,000 Shares in which Mr. Lin Qi Jian is interested consist of (i) 100,500,000 Shares held by Star Eagle Enterprises Limited, a company wholly owned by Mr. Lin Qi Jian, in which Mr. Lin Qi Jian is deemed to be interested under the SFO; and (ii) 199,500,000 Shares in which Mr. Lin Qi Jian is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhao Yi Wen and Mr. Chiu Kwai San.
4. The aggregate 300,000,000 Shares in which Mr. Chiu Kwai San is interested consist of (i) 99,000,000 Shares held by Bigfair Enterprises Limited, a company wholly owned by Mr. Chiu Kwai San, in which Mr. Chiu Kwai San is deemed to be interested under the SFO; and (ii) 201,000,000 Shares in which Mr. Chiu Kwai San is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhao Yi Wen and Mr. Lin Qi Jian.
5. On 8 June 2016, Mr. Lin Qi Jian, Mr. Zhao Yi Wen and Mr. Chiu Kwai San entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group. Details of the Concert Parties Confirmatory Deed are set out in the section headed "History, Reorganisation and Corporate Structure — Parties acting in concert" of the prospectus of the Company dated 16 December 2016.

Save as disclosed above, as at 31 March 2018, none of the Directors and chief executive of the Company had any interest or short position in the Shares, underlying shares and debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register of the Company pursuant to section 352 of the SFO, or required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

The interests of substantial shareholders and the interests and short position of other persons in the shares and underlying shares

As at 31 March 2018, so far as the Directors are aware, the interests or short positions owned by the following persons (other than the Directors or Chief Executive of the Company) in the shares or underlying shares of the Company which are required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which are required to be recorded in the register of the Company required to be kept under section 336 of the SFO are as follows:

Name	Capacity/Nature of interest	Number of issued ordinary shares	Percentage of the issued share capital of the Company
First Global Limited (Note 2, 5)	Beneficial owner; interest held jointly with another person	300,000,000 (L)	75.00%
Star Eagle Enterprises Limited (Note 3, 5)	Beneficial owner; interest held jointly with another person	300,000,000 (L)	75.00%
Bigfair Enterprises Limited (Note 4, 5)	Beneficial owner; interest held jointly with another person	300,000,000 (L)	75.00%
Ms. Zhuang Chan Ling	Interest of spouse	300,000,000 (L)	75.00%
Ms. Xie Wan	Interest of spouse	300,000,000 (L)	75.00%
Ms. Wong Ching Ming	Interest of spouse	300,000,000 (L)	75.00%

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Notes:

1. The letter "L" denotes a long position.
2. The aggregate 300,000,000 Shares in which Mr. Zhao Yi Wen is interested consist of (i) 100,500,000 Shares held by First Global Limited, a company wholly owned by Mr. Zhao Yi Wen, in which Mr. Zhao Yi Wen is deemed to be interested under the SFO; and (ii) 199,500,000 Shares in which Mr. Zhao Yi Wen is deemed to be interested as a result of being a party acting-in-concert with Mr. Lin Qi Jian and Mr. Chiu Kwai San.
3. The aggregate 300,000,000 Shares in which Mr. Lin Qi Jian is interested consist of (i) 100,500,000 Shares held by Star Eagle Enterprises Limited, a company wholly owned by Mr. Lin Qi Jian, in which Mr. Lin Qi Jian is deemed to be interested under the SFO; and (ii) 199,500,000 Shares in which Mr. Lin Qi Jian is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhao Yi Wen and Mr. Chiu Kwai San.
4. The aggregate 300,000,000 Shares in which Mr. Chiu Kwai San is interested consist of (i) 99,000,000 Shares held by Bigfair Enterprises Limited, a company wholly owned by Mr. Chiu Kwai San, in which Mr. Chiu Kwai San is deemed to be interested under the SFO; and (ii) 201,000,000 Shares in which Mr. Chiu Kwai San is deemed to be interested as a result of being a party acting-in-concert with Mr. Zhao Yi Wen and Mr. Lin Qi Jian.
5. On 8 June 2016, Mr. Lin Qi Jian, Mr. Zhao Yi Wen and Mr. Chiu Kwai San entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group. Details of the Concert Parties Confirmatory Deed are set out in the section headed "History, Reorganisation and Corporate Structure — Parties acting in concert" of the prospectus of the Company dated 16 December 2016.
6. Ms. Zhuang Chan Ling is the spouse of Mr. Zhao Yi Wen and is deemed, or taken to be, interested in the Shares in which Mr. Zhao Yi Wen has interest under the SFO.
7. Ms. Xie Wan is the spouse of Mr. Lin Qi Jian and is deemed, or taken to be, interested in the Shares in which Mr. Lin Qi Jian has interest under the SFO.
8. Ms. Wong Ching Ming is the spouse of Mr. Chiu Kwai San and is deemed, or taken to be, interested in the Shares in which Mr. Chiu Kwai San has interest under the SFO.

Save as disclosed above, as at 31 March 2018, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or Chief Executive of the Company) in the shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under section 336 of the SFO.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Share Option Scheme

The share option scheme was adopted by the shareholders of the Company and was effective on 2 December 2016 (the **"Share Option Scheme"**). Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption. As at 31 March 2018, no share option was outstanding under the Share Option Scheme. No share option has been granted by the Company under the Share Option Scheme since its adoption.

Exempted Continuing Connected Transaction

During the three months ended 31 March 2018, the Group entered into certain transactions with "related parties" as defined under the applicable accounting standards and the details of the material related party transactions (the **"Transactions"**) are disclosed in note 7 to the condensed consolidated financial statements of this report.

The Transactions falls under the definition of "connected transactions" or "continuing connected transactions" under Chapter 20 of the GEM Listing Rules, but are fully exempted from shareholders' approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

Significant Investments

As at 31 March 2018, there was no significant investment held by the Group.

Material Acquisitions and Disposals

The Group did not carry out any material acquisition nor disposal of any subsidiary during the Period.

Operating Lease Commitments

The Group leased one property in the PRC from a related party as use for office and factory during the three months ended 31 March 2018. As at 31 March 2018, the Group's operating lease commitments amounted to approximately RMB2.7 million (31 December 2017: approximately RMB2.8 million).

Capital Commitments

As at 31 March 2018, the Group did not have any capital commitments for the acquisition of property, plant and equipment (31 December 2017: Nil).

Contingent Liabilities

As at 31 March 2018, the Group did not have any significant contingent liabilities.

Foreign Exchange Exposure

The Group's main operations are in the PRC with most of its transactions settled in RMB. The Directors are of the opinion that the Group's exposure to foreign exchange risk is insignificant. During the three months ended 31 March 2018, the Group did not hedge any exposure to foreign exchange risk.

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

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

Corporate Governance and Compliance with the Corporate Governance Code

The Company adopted the Corporate Governance Code (the "**CG Code**") contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. Save for the provision A.2.1 of the CG Code, the Board is satisfied that the Company had complied with the CG Code during the three months ended 31 March 2018.

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive should separate and should not be performed by the same individual. Mr. Zhao Yi Wen ("**Mr. Zhao**") is both the chairman of the Board and the chief executive officer of the Company. In view of Mr. Zhao being one of the founders of the Group and has been operating and managing Zhuhai HongGuang, the operating subsidiary of the Company, since 2010, the Board believes that it is in the best interest of the Group to have Mr. Zhao taking up both roles for effective management and business development.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Interests of the Compliance Adviser and its Directors, Employees and Associates

As notified by the Company's compliance adviser, Lego Corporate Finance Limited (the "**Compliance Adviser**"), save for the compliance adviser agreement entered into between the Company and the Compliance Adviser, neither the Compliance Adviser nor its directors, employees or associates had any interests in relation to the Company as at 31 March 2018 which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

Audit Committee and Review of Accounts

The audit committee of the Company (the "**Audit Committee**") has discussed and reviewed with management, the unaudited condensed consolidated financial statements of the Group for the Period, which was of the opinion that such statements complied with the applicable accounting standards and requirements, and that adequate disclosures have been made. The Audit Committee comprises three Independent Non-executive Directors, namely Mr. Chan Chung Kik Lewis, Dr. Wu Wing Kuen, B.B.S. and Professor Chow Wai Shing, Tommy. Mr. Chan Chung Kik, Lewis is the chairman of the Audit Committee who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

By order of the Board
HongGuang Lighting Holdings Company Limited
Zhao Yi Wen
Chairman and Executive Director

Hong Kong, 9 May 2018

As at the date of this report, the Executive Directors are Mr. Zhao Yi Wen, Mr. Lin Qi Jian and Mr. Chan Wing Kin; the Non-executive Director is Mr. Chiu Kwai San; and the Independent Non-executive Directors are Professor Chow Wai Shing, Tommy, Dr. Wu Wing Kuen, B.B.S. and Mr. Chan Chung Kik, Lewis.

* *For identification purpose only*